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FLORIDA PROFIT/NON PROFIT CORPORATION

St. John's Professional Centre Condominium Associati

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**ARTICLES OF INCORPORATION**  
**OF**  
**ST. JOHN'S PROFESSIONAL CENTRE CONDOMINIUM ASSOCIATION, INC.**  
a Florida non profit corporation

I, the undersigned, being desirous of forming a non profit corporation, do hereby associate into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation shall be St. John's Professional Centre Condominium Association, Inc., a Florida non profit corporation, (hereinafter referred to as the "Association").

**ARTICLE II**

**PURPOSE**

The purposes and object of the Association shall be to administer the operation and management of St. John's Professional Centre, a Condominium (hereinafter "the Condominium") to be established by St. John's Professional Centre, L.L.C, a Florida limited liability company (the "Developer") in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes, as such may be amended from time to time ("Condominium Act"), upon that certain real property in Duval County, Florida, as described on Exhibit "A" attached to the Declaration of Condominium of St. John's Professional Centre, a Condominium, and incorporated herein by this reference, which will be recorded in the current public records of Duval County, Florida, as amended from time to time ("Declaration").

The Association shall undertake and perform all acts and duties incident to the operation and management of the condominium in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the Bylaws of the Association, the Declaration and the Condominium Act.

**ARTICLE III**

**POWERS**

The Association shall have the following powers:

A. All of the powers and privileges granted to non profit corporations under the laws of the State of Florida and under the Condominium Act, and the Declaration of Condominium.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

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1. Make and establish reasonable rules and regulations governing the use of the Units, Common Elements, and Limited Common Elements of the Condominium, as such terms will be defined in the Declaration.
2. Own, operate, lease, sell, manage, and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Condominium.
3. To own, manage, administer and operate such property as may be conveyed to it by the Developer, its successors or assigns for the mutual benefit and use of all members.
4. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium, as will be provided in the Declaration and the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declarations
5. Maintain, repair, replace, operate and manage the Condominium Property, and any property owned by the Association, including the right to reconstruct improvements after casualty and to further improve and add to the Condominium Property and other property owned by the Association.
6. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the Bylaws, and the Condominium Act.
7. Employ personnel to perform the services required for the proper operation of the Condominium.
8. Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all Rules and Regulations and Covenants and Restrictions governing use of the Condominium which may hereafter be established, including, without limitation, the power and authority to levy fines in accordance with §718.303, Florida Statutes, as amended from time to time, and the Declaration.
9. Purchase Units in the Condominium and buy, own, operate, lease, sell, trade and mortgage the Units and other real and personal property for the benefit of its members.
10. Obtain and maintain adequate insurance to protect the Association and the Condominium Property in accordance with the requirements set forth in the Declaration.

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11. Grant permits, licenses and easements over the Common Elements for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the Condominium.

12. Merge with other condominium associations, provided that such merger is approved by the majority of the votes of the members of the associations to be merged.

13. Contract to sue or be sued with respect to its exercise or non-exercise of its powers.

14. Access each Unit during reasonable hours, when necessary for the maintenance, repair or replacement of any Common Elements or to prevent damage to such Common Elements.

15. Borrow money, execute promissory notes and other evidences of indebtedness and to give security therefore, including, without limitation, the pledging of assessments as collateral.

16. To the extent that the Declaration, Articles or Bylaws require the joinder of Members (Unit Owners), execute, acknowledge and deliver such documents, and Members (Unit Owners) by acceptance of their deeds, irrevocably nominate, constitute and appoint the Association, through its duly authorized officers, as their proper and legal attorney-in-fact for such purpose. This appointment is coupled with an interest and is therefore irrevocable.

17. Pay all taxes and assessments levied against the Condominium Property by appropriate governmental authorities and assess the same against the Members and their Units.

18. Adopt hurricane shutter specifications, if the Board deems it to be reasonable.

19. Prepare or cause to be prepared all financial reports required by the Act or rules and regulations issued in accordance with the Act.

20. Enter into agreements, to acquire leaseholds, memberships and other possessory or use interests in lands or facilities including recreational facilities in clubs, whether such facilities are contiguous with the Condominium Property, provided that such facilities are for the benefit of Members.

#### ARTICLE IV.

#### QUALIFICATION OF MEMBERS

The qualifications of members, manner of their admission to and termination of membership and voting by members shall be as follows:

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A. The owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except the subscribers hereof.

B. A person shall become a Member by the acquisition of a vested present interest in the fee title to a Unit in the Condominium. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Unit.

C. Transfer of membership shall be recognized by the Association upon its being provided with a copy of the recorded warranty deed for the Unit.

D. If a corporation, partnership, joint venture or other entity is the fee simple title holder to a Unit, or the Unit is owned by more than one person, the Unit owner shall designate one person as the Member entitled to cast votes and/or to approve or disapprove matters as may be required or provided for in these Articles, the Bylaws or the Declaration of Condominium.

E. Except as an appurtenance to his Unit, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, the Condominium Act and the Bylaws hereof.

**ARTICLE V.**

**VOTING**

A. On all matters upon which the membership shall be entitled to vote, each Unit in the Condominium shall have the number of votes ascribed to it in **Exhibit "D"** of the Declaration of Condominium. Such vote may be exercised or cast by the owner or owners of each Unit in such manner as may be provided in the Bylaws of this Association. Should any Member own more than one Unit, such Member shall be entitled to exercise or cast one vote for each such Unit, in the manner provided for in the Bylaws.

B. Until such time as the first property is submitted to the Condominium form of ownership by recordation of Declaration of Condominium therefor in the public records of Duval County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

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**ARTICLE VI.****TERM OF EXISTENCE**

The Association's existence shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity. The Association may be dissolved upon termination of the Condominium in accordance with Article XIX of the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, or for the general welfare of the residents of the county in which the Condominium Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

**ARTICLE VII.****PRINCIPAL OFFICE/REGISTERED AGENT**

The principal office of the Association shall be located at 11215 St Johns Industrial Parkway, Jacksonville, Florida 32246. The mailing address is 11215 St. Johns Industrial Parkway, Jacksonville, Florida 32246, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

The Registered Agent is Patterson, Anderson & Feldman, P.A. The Registered Agent is located at 3010 South Third Street, Jacksonville Beach, FL 32250.

**ARTICLE VIII.****BOARD OF DIRECTORS**

A. The business affairs of this Association shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be three.

B. Subject to the Declaration of Condominium, the Board of Directors shall be elected by the members of the Association from among the membership at the annual membership meeting as provided in the Bylaws; provided, however, that the Developer shall have the right to elect all of the Directors on the Board subject to the following:

1. When Unit owners other than the Developer own fifteen percent (15%) or more of the Units in the Condominium that will be operated ultimately by the Association, the Unit owners other than the Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors.

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2. Unit owners other than the Developer shall be entitled to elect a majority of the members of the Board of Directors upon the first to occur of the following:

(a) Three years after fifty percent of all of the Units in the Condominium have been conveyed to purchasers;

(b) Three (3) months after ninety percent (90%) of all of the Units in the Condominium have been conveyed to purchasers;

(c) When all the Units in the Condominium that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and one of the others are being offered for sale by the Developer in the ordinary course of business; or

(d) When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, or

(e) Seven (7) years after recordation of the Declaration.

3. The Developer is entitled to elect at least one member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least five (5%) percent of all of the Units in the Condominium.

4. The names and residence addresses of the persons who are to serve as the initial Board of Directors until their successors are chosen, are as follows:

<u>Director</u>	<u>Address</u>
Robert G. Morvillo	11215 St. Johns Industrial Parkway Jacksonville, Florida 32246
Gerald G. Morvillo	11215 St. Johns Industrial Parkway Jacksonville, Florida 32246
Charles Morvillo	11215 St. Johns Industrial Parkway Jacksonville, Florida 32246

**ARTICLE IX.**

**OFFICERS**

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall

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perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors

B. Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a Member, Director or officer of the Association.

C. The persons who are to serve as officers of the Association until their successors are chosen are:

<u>Officer</u>	<u>Name</u>
President	Robert G. Morvillo
Secretary	Robert G. Morvillo
Treasurer	Robert G. Morvillo

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

E. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

**ARTICLE X.**

**AMENDMENT TO ARTICLES**

These Articles may be amended upon adoption of a resolution by a majority of the members of the Board of Directors at a duly called meeting of the Board of Directors at which a quorum is present. Any such amendment(s) shall be filed with the Florida Secretary of State

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ARTICLE XI.

BYLAWS

The Board of Directors shall adopt by a majority vote the original Bylaws of the Association which shall be subject to amendment in accordance with the procedures set forth in the Bylaws.

ARTICLE XII.

CONFLICT

In the event of any conflict between the terms of the Act, the Declaration, these Articles or the Bylaws, the provisions of the Act shall control first, followed by the provisions of the Declaration, followed by the provisions of these Articles and then the Bylaws

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 28<sup>th</sup> day of February, 2007, for the purpose of forming this non profit corporation under the laws of the State of Florida.

Robert G. Morvillo  
6104 Eagle Nest Drive  
Jupiter, Florida 33458

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation was acknowledged before me this 28<sup>th</sup> day of February, 2007, by Robert G. Morvillo, who is personally known to me or who produced a Florida driver's license as identification and who did not take an oath

Notary Public, State of Florida  
Name: Barbara Tyson  
My Commission Expires: \_\_\_\_\_  
My Commission Number is: \_\_\_\_\_



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**CERTIFICATE NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

That St. John's Professional Centre Condominium Association, Inc., a Florida non profit corporation, duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Jacksonville, State of Florida, has named Patterson, Anderson & Feldman, P.A., 3010 South Third Street, Jacksonville Beach, Florida 32250, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statute relative to keeping open said office.

Patterson, Anderson & Feldman, P.A.

B.   
Lawrence R. Patterson, Its President

(Corporate Seal)

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TALLAHASSEE, FLORIDA

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**WINDERWEEDLE, HAINES,  
WARD & WOODMAN, P.A.**

ATTORNEYS AT LAW

MAIN TELEPHONE (407) 488-4848  
WWW.WHW.COM

Please Reply To:  
Orlando Office

**M. Deborah Fricke**  
Corporate Paralegal  
Direct Dial: (407) 248-8878  
E-mail: dfricke@whww.com

March 2, 2007

VIA FACSIMILE NO. 850-205-0381

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Van Lieu Co. N.V.  
Document No. P11113

Dear Sir/Madam:

Please note that the new principal address and mailing address of the above-referenced corporation is as follows:

Tek Chen  
133 Highland Avenue  
Leonia, NJ 07605

Please change your records accordingly.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,

Signed in the absence  
of M. Deborah Fricke to  
avoid delay in mailing.

M. Deborah Fricke  
Corporate Paralegal

ORLANDO, FLORIDA  
1500 BANK OF AMERICA CENTER  
390 NORTH ORANGE AVENUE (ZIP 32801)  
POST OFFICE BOX 1391 (ZIP 32802-1391)  
FAX (407) 423-7014

WINTER PARK, FLORIDA  
FIFTH FLOOR, BANK OF AMERICA BUILDING  
250 PARK AVENUE, SOUTH (ZIP 32789)  
POST OFFICE BOX 680 (ZIP 32790-0680)  
FAX (407) 645-3728