

N96000002309

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hayn Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

8000001801288
-04/30/96--01071--019
***122.50 ***122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. US 2 and St. Augustine Road Association, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	AMENDMENTS
<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment
<input checked="" type="checkbox"/> NonProfit	<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Domestication	<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Other	<input type="checkbox"/> Merger

OTHER FILINGS	REGISTRATION/ QUALIFICATION
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Foreign
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Name Reservation	<input type="checkbox"/> Reinstatement
	<input type="checkbox"/> Trademark
	<input type="checkbox"/> Other

Examiner's Initials

FILED
56 APR 30 PM 11:51
TALLAHASSEE, FLORIDA

6/24/96
SAS
4/30/96

FILED
96 APR 30 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
US 1 AND ST. AUGUSTINE ROAD ASSOCIATION, INC.**

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is US 1 AND ST. AUGUSTINE ROAD ASSOCIATION, INC. (the "Association") and its principal place of business shall be located at 6875 Ulmerton Road, Largo, Florida 34641.

ARTICLE II - NOT FOR PROFIT

The organizers hereby associate themselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE III - DURATION

This corporation not for profit shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE IV - PURPOSES

This Association is organized for the purpose of transacting any or all lawful business. The general nature of the business to be conducted by the Association shall be the operation, maintenance and management of the lift station and common retention pond areas serving a 4.86 acre parcel of land (the "Property") subdivided into Parcel I, Parcel II, Parcel III, Parcel IV (the "Lake Parcel") and Parcel V (the "Lift Station") located on the northeast corner of US 1 and St. Augustine Road in St. Augustine, Florida.

ARTICLE V - LIMITATION

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Members, or Officers, but the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (PURPOSES) hereof.

ARTICLE VI - MEMBERS

All persons or entities who are alone or collectively the record owner of a fee simple title to Parcel I, Parcel II or Parcel III, but excluding those having any interest merely as security for the performance of an obligation, shall be Members. In the event that the ownership of any building or

other improvements on any portion of Parcel I, Parcel II or Parcel III shall ever be severed from the land, whether by lease or by deed, only the owner of the interest in the land shall be deemed a Member. The owner of the fee title and not the lessee of Parcel I, II, or III shall be deemed the Member regardless of the term of any lease. Ownership of Parcel I, II or III shall be the sole qualification for membership; provided, however, a Member's voting rights, if any, may be regulated or suspended as provided in the Bylaws, or the Association's rules, or in the Declaration of Covenants, Conditions And Restrictions governing the Property. Not more than one membership shall exist based upon ownership of a single parcel.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office address of this corporation is 6875 Ulmerton Road, Largo, Florida 34641 and the name of the initial registered agent of this corporation at that address is Leroy Allen.

ARTICLE VIII - NUMBER OF DIRECTORS

The business of the Association shall be conducted by a Board of Directors which shall consist of Three (3) Directors, as shall be designated by the Bylaws and elected at the annual meeting. This Association shall have no less than one (1) director constituting the Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws.

ARTICLE IX - FIRST BOARD OF DIRECTORS AND OFFICERS

The name and address of the initial directors and officers, all of whom shall hold office until their successors are duly elected and qualified are as follows:

Name and Address

James Serrabella
6875 Ulmerton Road
Largo, FL 34641

President

Patrick Walsh
6875 Ulmerton Road
Largo, FL 34641

Vice President

Leroy Allen
6875 Ulmerton Road
Largo, FL 34641

Secretary/Treasurer

ARTICLE X - INCORPORATOR

The name and address of the Incorporator signing these articles is:

James Serrabella
6875 Ulmerton Road
Largo, Florida 34641

ARTICLE XI - INDEMNIFICATION

The Association shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes (1990).

ARTICLE XII - RIGHTS OF DEVELOPER

Absolute Investment Corporation, a corporation existing under the laws of the State of Florida and authorized to do business in the State of Florida, which is the developer of the Property, shall have full right and authority to manage the affairs and exclusive right to elect the directors of the Association until at least one of either Parcel I, II or III shall be sold to another party or entity. During the period the Developer is in control of the Association, the Directors shall exercise all rights which would otherwise be exercisable by the Members.

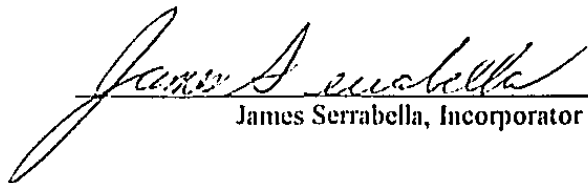
ARTICLE XIII - AMENDMENT

This Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto by a simple majority vote of the Members and all rights conferred upon the Members herein are granted subject to this reservation.

ARTICLE XIV - NONSTOCK BASIS

This Association is organized on a nonstock basis. The Association shall not issue shares of stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

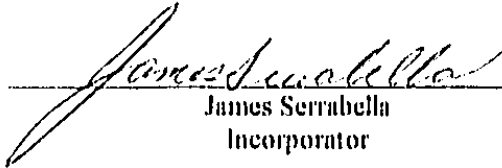

James Serrabella, Incorporator

Date: April 29, 1996

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:


First, that **US 1 AND ST. AUGUSTINE ROAD ASSOCIATION, INC.**, desiring to organize or qualify under the laws of the State of Florida has named Leroy Allen, 6875 Ulmerton Road, Largo Florida 34641, as its agent to accept service of process with Florida.


James Serrabella
Incorporator

Date: April 29, 1996

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Leroy Allen, Registered Agent

Date: April 29, 1996

FILED
96 APR 30 PM 1:51
STATE
FLORIDA