

99000004277

Marion D Lamb III  
Requestor's Name

205 Pinewood Dr.  
Address

Tall. Fla 32303  
City/State/Zip Phone #  
385-0501

Office Use Only

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

1. Pinewood Professional Office Condominium 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

RECEIVED 99 JUL 16 PM 1:14  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED 99 JUL 16 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

900002933799-6  
-07/16/99--01086--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials

APPROVED  
AND  
FILED  
99 JUL 16 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
  
**OF**  
  
**PINEWOOD PROFESSIONAL OFFICES CONDOMINIUM ASSOCIATION, INC.,**  
  
**a Florida not-for-profit corporation**

The undersigned Incorporator for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME AND PRINCIPAL ADDRESS**

The name of this corporation shall be Pinewood Professional Offices Condominium Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-laws". The principal office and address of the corporation shall be 4351 Maylor Road, Tallahassee, Florida 32308.

**ARTICLE II**

**PURPOSE**

The purpose for which the Association is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof (the "Condominium Act") for the operation of that certain commercial condominium located in Leon, Florida and known as Pinewood Professional Offices, a Condominium (the "Condominium") and to operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

**ARTICLE III**

**DEFINITIONS**

The terms used in these Articles shall have the same definitions and as those set forth in the Declaration of Condominium of Pinewood Professional Offices, a Condominium to be recorded in the Public Records of Leon County, Florida, and in the Condominium Act, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV**

**POWERS AND DUTIES**

The powers of the Association shall include and be governed by the following:

- 4.1 **General.** The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida that are not in conflict with the

provisions of these Articles, the Declaration, the By-Laws, the Condominium Act or Chapter 617, Florida Statutes.

- 4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Condominium Act, and all of the powers and duties reasonably necessary to administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by the Declaration, either expressed or implied, and to take any action reasonably necessary or appropriate to operate and maintain a Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to those specifically enumerated in the Declaration.
- 4.3 Consolidation with Other Condominium Associations: The Association shall have the power to merge or consolidate with other condominium associations and transfer the properties, rights and obligations of the Association to another surviving or consolidated association or, alternatively, the properties, rights and obligations of another association may, by operation of law be added to the properties, rights and obligations of the Association as a surviving corporation pursuant to a merger. The surviving or consolidated association may administer the covenants and restrictions established by the Declaration, together with the covenants and restrictions established by such other association. No such merger or consolidation, however, shall effect any revocation, change or addition to the covenants and restrictions established by the Declaration, except as provided in the Declaration.
- 4.4. Condominium Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.
- 4.5 Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida not-for-Profit Corporation Statute.
- 4.6 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Condominium Act, provided that in the event of conflict, the provisions of the Condominium Act shall control over those hereof and of the Declaration and By-Laws to the extent that the Condominium Act is more restrictive.

## ARTICLE V

### MEMBERS

- 5.1 Membership: The members of the Association shall consist of all the record owners of a Unit as further provided in the By-Laws. Membership shall be established as to each Unit upon the recording of a Declaration, or any amendment to a Declaration, submitting the property which included the Unit to the Condominium Form of Ownership. Upon the transfer of ownership of the Unit and upon the recordation amongst the public records of Leon County, the county in which the Condominium is located, of the warranty deed, the new Unit Owner shall thereupon become a member of the Association, and the membership of the prior Unit Owner as to the Unit designated shall be terminated, provided, however, that the Association shall not have the responsibility or obligation of recognizing any such change in membership until it has been duly notified by the new Owner, together with the new Owner's mailing address and his local agent (if any) if the new Owner resides outside of the State of Florida.

- 5.2 Assignment: The share of each member in the funds and assets of the Association, the Common Elements, and the Common Surplus, and any membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that membership is established.
- 5.3 Voting: On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit. In the event any Unit is owned by more than one (1) person and/or by any entity, the vote for such Unit shall be cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one (1) Unit shall be entitled to one (1) vote for each Unit owned.
- 5.4 Meetings: The By-Laws shall provide for an annual meeting of the members of the Association and shall make provision for special meetings.

## ARTICLE VI

### DIRECTORS

- 6.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board of Directors consisting of no less than five (5) Directors nor more than seven (7) Directors in accordance with Article 5 of the Association's By-Laws. Directors, other than designees of the Developer, must be members of the Association.
- 6.2 Election and Term: The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article 5 of the Association's By-Laws.
- 6.3 First Directors: The names and addresses of the initial Directors, who shall hold office until their successors are appointed or elected, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sharon M. Palmer	4351 Maylor Road Tallahassee, FL 32308
Gwendolyn Palmer Adkins	4351 Maylor Road Tallahassee, FL 32308
Elizabeth Palmer Gould	4351 Maylor Road Tallahassee, FL 32308
Juanita Ann Palmer	4351 Maylor Road Tallahassee, FL 32308
Waldo Harold Palmer, Jr.	4351 Maylor Road Tallahassee, FL 32308

## ARTICLE VII

### OFFICERS

The officers of the Association shall be a President, Vice President, Secretary, Treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board and the By-Laws may provide for the removal from office of officers, for filling

vacancies, and for the duties of the offices. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Sharon M. Palmer	President	4351 Maylor Road Tallahassee, FL 32308
Gwendolyn Palmer Adkins	Secretary	4351 Maylor Road Tallahassee, FL 32308
Elizabeth Palmer Gould	Treasurer	4351 Maylor Road Tallahassee, FL 32308

## **ARTICLE VIII**

### **INDEMNIFICATION**

- 8.1 **Indemnity.** The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that such person is or was a director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts actually and reasonably incurred by it in connection with the action, suit or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that such person did not act in good faith or in a manner it reasonably believed to be not in, or opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, that such person had reasonable cause to believe the conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, in and of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not or not opposed to the best interest of the Association; and, with respect to any criminal action or proceeding, that it had reasonable cause to believe that its conduct was unlawful.
- 8.2 **Expenses.** To the extent that a director, officer or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
- 8.3 **Advances.** Expenses incurred by an Officer or Director in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested Directors on the Board and upon receipt of an undertaking by or on behalf of such Director or Officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized herein.
- 8.4 **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, and By-Laws, agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased

to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Any indemnification under paragraph 8.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer or committee member is proper under the circumstances because he has met the applicable standard of conduct set forth in paragraph 8.1 above. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or (c) by approval of not less than a majority of the members.

- 8.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or committee member of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Association would, have the power to indemnify him against such liability under the provisions of these Articles.
- 8.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 8 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

## **ARTICLE IX**

### **BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board and may be altered, amended or rescinded in the manner provided by the By-Laws.

## **ARTICLE X**

### **TERM OF EXISTENCE**

The Association shall have perpetual existence.

## **ARTICLE XI**

### **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

- 11.1 Either (i) a majority of the Board, or (ii) at least one-third (1/3) of the members of the Association, shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.
- 11.2 Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meeting to members. If the

meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

- 11.3 At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the Association. Members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting.
- 11.4 Any number of amendments may be submitted to the members and voted upon by them at any one meeting.
- 11.5 If not less than a majority of the Directors and not less than a majority of the members eligible to vote, sign and acknowledge a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied. Such statement must be executed in the manner required for the execution of a deed.
- 11.6 Anything herein to the contrary notwithstanding, until such time as the Unit Owners other than the Developer elect a majority of the members of the Board of Directors pursuant to these Articles and the By-Laws of the Association, a majority of the Board of Directors may amend these Articles without the necessity of a meeting of the Unit Owners or joinder by the Unit Owners in such amendment.
- 11.7 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members without approval in writing by all of the members and the joinder of all record owners of mortgages upon the Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration. Article VI of these Articles may not be amended without the written consent of the Developer as long as the Developer is a member of the Association.
- 11.8 Discrimination. No amendment to these Articles shall be made which discriminates against any Unit Owner(s), or affects less than all of the Unit Owners within Pinewood Professional Offices, a Condominium, without the written approval of all of the Unit Owners so discriminated against or affected.
- 11.9 Recording. Upon the approval of an amendment to these Articles, a copy of the amendment shall be executed and delivered to the Secretary of State, State of Florida, as provided by law, and a copy certified by the Secretary of State shall be recorded in the public records of Leon County, Florida, with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded which contains, as an exhibit, the initial recording of these Articles.
- 11.10 Developer Amendments. The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

## **ARTICLE XII**

### **INCORPORATOR**

The name and street address of the subscriber to these Articles is as follows:

NAME

Marion D. Lamb, III

ADDRESS

205 Pinewood Drive  
Tallahassee, Florida 32303

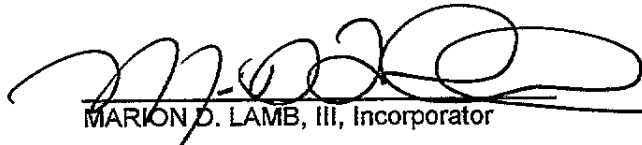
**ARTICLE XII**

**INITIAL REGISTERED**

**OFFICE, ADDRESS AND NAME OF REGISTERED AGENT**

The street address of the initial registered office of the Association is 205 Pinewood Drive, Tallahassee, Florida 32303. The initial registered agent of the Association at that address is Marion D. Lamb, III.


IN WITNESS WHEREOF, the Incorporator and has affixed his signature this 16<sup>th</sup> day of July, 1999.

  
MARION D. LAMB, III, Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared MARION D. LAMB, III, to me known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 16<sup>th</sup> day of July, 1999.

  
Notary Public  
My Commission Expires:



Gwendolyn S. Rasmussen  
MY COMMISSION # CC821400 EXPIRES  
March 28, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHO PROCESS MAY BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:

First - PINWOOD PROFESSIONAL OFFICES CONDOMINIUM ASSOCIATION, INC.,  
desiring to organize under the laws of the State of Florida, with its principal office at 4351 Maylor  
Road, Tallahassee 32308, as indicated in the foregoing Articles of Incorporation, in the County of  
Leon, State of Florida, has named Marion D. Lamb, III, located at the above-registered office, as its  
Registered 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 the same and agree to act in this capacity, and  
agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
MARION D. LAMB, III, Registered Agent

Date: July 16 1999

APPROVED  
AND  
FILED  
99 JUL 16 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA