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Brad J. J. J.

(Requestor's Name)

3025 Nathan Lane

(Address)

(Address)

Tallahassee, FL 32304 (850) 541-0000

(City/State/Zip/Phone #)

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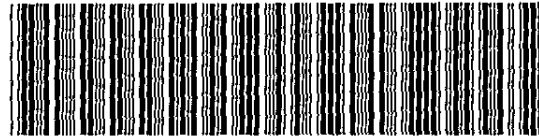
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STATE
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

**RUSSELL CORNERS OFFICE PARK, INC. --
PROPERTY OWNERS ASSOCIATION**

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TALLAHASSEE, FLORIDA

The Articles of Incorporation of Russell Corners Office Park, Inc. -- Property Owners Association are hereby amended and restated in their entirety as hereinafter set forth.

ARTICLE I

The name of the corporation is Russell Corners Office Park, Inc. -- Property Owners Association, hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 1690 Raymond Diehl Road, C6, Tallahassee, Florida 32308.

ARTICLE III

Dixie L. Russell, whose address is 1690 Raymond Diehl Road, C6, Tallahassee, Florida 32308, has been appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and control of the Easement Area within that certain tract of property located in Leon County, Florida, and described in the Declaration of Covenants, Conditions and Restrictions of Russell Corners,

hereinafter called the "Declaration," recorded or to be recorded in the Public Records of Leon County, Florida, and as the same may be amended from time to time, said Declaration being incorporated herein by reference, and to promote the health, safety and welfare of the owners within the property described in the Declaration, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

(c) pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) acquire (by gift, purchase or otherwise), own, hold, improve, use, build upon, operate and maintain real or personal property in connection with the affairs of the Association;

(e) borrow money, and with the assent of all of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall have the assent of all of the members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter possess;

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of records to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have one class of voting membership which shall be all Owners (as defined in the Declaration). The Owners shall be entitled to one vote for each 100 square feet of heated and cooled building space located on the Lot owned, or designated for the Lot, as provided in the Declaration. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote for each 100 square feet of actual or designated heated and cooled building space be cast with respect to any Lot.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors and directors' terms of office may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Dixie L. Russell	1690 Raymond Diehl Rd., C6 Tallahassee, FL 32308
James Jarrett	3025 Nathan Lane Tallahassee, Florida 32308
Brad Jarrett	3025 Nathan Lane Tallahassee, Florida 32308

ARTICLE VIII

OFFICERS

The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, an Assistant Secretary/ Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The election, term, removal and duties of the officers shall be as set forth in the By-Laws. Until the first election, Dixie L. Russell, will serve as President, and James Jarrett will serve as Vice President and Brad Jarrett will serve as Secretary and Treasurer.

ARTICLE IX

BY-LAWS

The initial By-Laws for the Association shall be adopted by a vote of a majority of the members of the Board of Directors. The By-Laws may be amended or altered at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, in the manner and subject to any other conditions set forth in the By-Laws.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by all of the members. 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 the purposes similar to those for which this Association was created. 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 such similar purposes.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII
AMENDMENTS

(1) Amendments to these Articles shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by these Articles, the By-Laws or general law for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) 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 all of the votes of the members entitled to vote thereon.

(2) *Any number of amendments may be submitted to the members and voted upon by them at one meeting.*

(3) If all of the Directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though subsection (1) had been satisfied.

(4) The members may amend these Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

IN WITNESS WHEREOF, for the purpose of amending and restating the Articles of Incorporation of this corporation, the undersigned, has executed this Amended and Restated Articles of Incorporation this 5 day of November, 2004.

Dixie L. Russell
Dixie L. Russell
1690 Raymond Diehl Road, C6
Tallahassee, Florida 32308

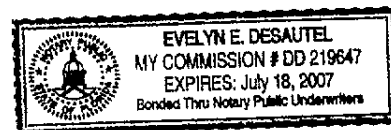
STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 5 day of November 2004, by Dixie L. Russell, who

- ☒ {check box if personally known} is personally known to me or
☐ {check box, if not personally known, and fill in identification produced} has produced
_____ as identification.

Evelyn E. Desautel
Signature
Evelyn E. Desautel
Print or type name.

NOTARY PUBLIC
My Commission Expires: 7-18-07



CERTIFICATE

Dixie L. Russell, as President of Russell Corners Office Park, Inc. -- Property Owners Association (the "Corporation") hereby certifies as follows:

1. The foregoing Amended and Restated Articles of Incorporation do not include amendments requiring member approval.
2. The Board of Directors of the Corporation approved and adopted the foregoing Amended and Restated Articles of Incorporation at a meeting duly held on November 4, 2004.
3. Notwithstanding that such approval is not required, the sole member of the Corporation, Elliott & Russell Development, Inc., approved and adopted the foregoing Amended and Restated Articles of Incorporation on November 4, 2004.

Dated this 5 day of November, 2004.



Dixie L. Russell
President

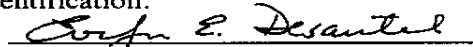
(Corporate Seal)

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 5 day of November, 2004, by Dixie L. Russell, who

☒ {check box if personally known} is personally known to me or

☐ {check box, if not personally known, and fill in identification produced} has produced _____ as identification.


Signature
Evelyn E. Desautel
Print or type name.

NOTARY PUBLIC

My Commission Expires: 7-18-07

