

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

NO00000005787

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

1- ALACHUA COMMERCIAL CONDOMINIUM ASSOCIATION, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<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

Examiner's Initials

T.SMITH AUG 31 2000

00 AUG 31 PM 2:34

00 AUG 31 PM 2:01

FILED

RECEIVED

700003379137--0
-08/31/00--01090--007
*****78.75 *****78.75

ALACHUA COMMERCIAL CONDOMINIUM ASSOCIATION, INC.

ARTICLES OF INCORPORATION

Pursuant to Sections 718.112 and 617.013, FLA. STAT. (1999), these Articles of Incorporation are created by ALACHUA INVESTMENTS, LLC, a Georgia limited liability company, as sole incorporator, for the purposes set forth below.

ARTICLE I NAME & ADDRESS

The name of the corporation is ALACHUA COMMERCIAL CONDOMINIUM ASSOCIATION, INC. (hereinafter called the "Association"), and its address is 16105 U.S. Highway 441, Alachua, Florida 32615.

ARTICLE II PURPOSE & POWERS

The purpose of the Association is to provide an entity, pursuant to the Florida Condominium Act, Section 718.101 *et seq.*, FLA. STAT. (1999) (the "Act"), for the operation of a Commercial Condominium located in Alachua County, Florida.

The Association shall exist on a non-stock basis as a Florida corporation not for profit, and no portion of the revenues or receipts of the Association shall be distributed or inure to the private benefit of any Member, Director, or officer of the Association. To accomplish its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles of Incorporation, the Declaration of Condominium for Alachua Commercial Condominium recorded in the Public Records of Alachua County, Florida (the "Declaration"), or the Florida Condominium Act. The powers and duties of the Association shall include, without limitation, the following:

- (a) To impose and collect Assessments from the Members of the Association and to disburse the proceeds of such Assessments in the exercise of its powers and duties.
- (b) To protect, maintain, repair, replace and operate the Condominium Property.
- (c) To purchase insurance coverage for the Condominium Property and the Association Property for the protection of the Association and its Members.
- (d) To repair and reconstruct the Improvements after casualty and to make capital improvements to the Condominium Property.
- (e) To adopt, amend, and enforce uniform Rules and Regulations governing the use of the Common Elements and the operation of the Association.

(f) To approve or disapprove the transfer of ownership, leasing and occupancy of Units, as provided in the Declaration.

(g) To enforce the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules & Regulations.

(h) To contract for the management and maintenance of the Condominium Property, and to delegate any powers and duties of the Association in connection therewith, except those powers and duties that are specifically required to be exercised by the Board of Directors or the Members by the Act or the Declaration.

(i) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for the proper operation of the Condominium.

(j) To enter into agreements, or to acquire leaseholds, memberships, and other possessory or use interests in lands or facilities. The Association may exercise such power whether or not the lands or facilities are contiguous to the Land of the Condominium, provided they are intended to benefit the Unit Owners.

(k) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by means of a mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether presently owned or hereafter acquired.

(l) To convey portions of the Common Elements to a condemning authority for the purpose of providing utility easements, right-of-way expansions, or other public purposes, whether negotiated or as a result of eminent domain proceedings, in accordance with Section 718.112(2)(m), FLA. STAT. (1999).

(m) To purchase Units in the Condominium, pursuant to foreclosure proceedings or otherwise, and to hold, lease, mortgage, and convey such Units.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

ARTICLE III MEMBERSHIP

The Members of the Association shall consist of all record holders of fee simple title to a Unit or record holders of a life estate in a Unit, as further provided in the Bylaws. After termination of the Condominium, the Members shall consist of those who were Unit Owners at the time of such termination. The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the Unit owned by such Member. Each Unit Owner shall be entitled to exercise the Voting Interest appurtenant to such Owner's Unit as set forth in the Declaration and the Bylaws.

ARTICLE IV
TERM OF EXISTENCE

The term of the Association shall be perpetual.

ARTICLE V
BYLAWS

The Bylaws of the Association may be amended in the manner provided therein.

ARTICLE VI
DIRECTORS & OFFICERS

The affairs of the Association shall be administered by a Board of Directors consisting of no fewer than three (3) Directors. The Directors of the Association shall be elected by the Members in the manner provided by the Declaration and the Bylaws. The Directors may be removed, and the resulting vacancies filled, in the manner provided by the Declaration and the Bylaws. The business of the Association shall be conducted by the officers designated in the Declaration and the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the Annual Meeting of the Members, and shall serve at the pleasure of the Board.

ARTICLE VII
AMENDMENTS

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

(a) **Proposal.** Amendments to these Articles may be proposed by a majority of the Directors, or by the written petition of Members who hold at least a majority of all Voting Interests, and such petition shall be signed by them.

(b) **Procedure.** Upon any amendment to these Articles being proposed by the Board of Directors or the Members, such proposed amendment shall be submitted to a vote of the Members not later than the next Annual Meeting for which proper notice may be given.

(c) **Vote Required.** Except as otherwise required by the Act, these Articles may be amended by an affirmative vote of Members who hold at least a majority of the Voting Interests at any Annual or Special Meeting of the Members, or by the written consent of Members who hold at least a majority of the Voting Interests without a meeting, provided that proper notice of any proposed amendment has been given to the Members, and that the notice contains a fair statement of the proposed amendment.

(d) **Effective Date.** An amendment shall be effective following the later of the filing of the amendment with the Florida Department of State, Division of Corporations, and the recording of a certified copy of the amendment in the Public Records together with an attached certificate stating that the Amendment was duly adopted, and reciting the book and page of the Public Records where the Declaration was recorded.

**ARTICLE VIII
INITIAL DIRECTORS**

The initial Directors of the Association shall be:

Mr. Carl H. Hoover
4015 Wetherburn Way
Building B, Suite 200
Norcross, Georgia 30092

Mr. Duane L. Hoover
4015 Wetherburn Way
Building B, Suite 200
Norcross, Georgia 30092

Mr. Jon W. White
16105 U.S. Highway 441
Alachua, Florida 32615

**ARTICLE IX
REGISTERED AGENT & REGISTERED OFFICE**

The initial registered agent and registered office of the Association shall be:

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

**ARTICLE X
INDEMNIFICATION**

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer against all expenses and liabilities, including all reasonable attorneys' fees actually incurred by or imposed on such Person in connection with any legal proceeding (or settlement or appeal of such proceeding) to which such Person may be a party by reason of being or having been a Director or officer. The foregoing right of indemnification shall not be available if a judgment or other financial adjudication establishes that such Person's actions or omissions were material to the cause adjudicated and involve:

(a) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor;

(b) A violation of criminal law, unless the Director or officer had no reasonable cause to believe such action was unlawful or had reasonable cause to believe such action was lawful.

(c) A transaction from which the Director or officer derived an improper personal benefit.

(d) Wrongful conduct by the Directors or officers appointed by the Declarant, in a proceeding brought by or on behalf of the Association. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

WHEREFORE the Incorporator has caused its duly authorized Manager to executed these Articles of Incorporation this 25th day of August, 2000.

ALACHUA INVESTMENTS, LLC,
A Georgia Limited Liability Company

By: HOOVER RESTAURANTS, LLC,
A Georgia Limited Liability Company,
Its sole Manager

By: [Signature]
Carl H. Hoover,
Manager

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Articles of Incorporation were acknowledged before me this 25th day of August, 2000, by Carl H. Hoover, Manager of Hoover Restaurants, LLC, a Georgia limited liability company, on behalf of the company. This individual is personally known to me or has presented a Georgia driver's license as identification.

(Sign) Alicia C. Paesani
(Print) Alicia C. Paesani
(Title) Secretary
(Commission Expires) Oct. 12, 2003

(NOTARIAL SEAL)



53877.2
971025-000021:8/25/00

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Alachua Commercial Condominium Association, Inc., a Florida corporation not for profit, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

C T Corporation System

By: Mary R. Adams
Name: MARY R. ADAMS
Title: ASSISTANT SECRETARY

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

FILED
00 AUG 31 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA