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CUSTOMER NO: 10234A

CUSTOMER: Thomas W. Conely, III, Esq  
Conely & Conely, P.a.

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Okeechobee, FL 34973-1367

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MAMA FLEGO'S PLAZA CONDOMINIUM  
ASSOCIATION, INC.

EFFECTIVE DATE: 600004688056--7

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

*PS*  
*11/19/01*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MAMA FLEGO'S PLAZA CONDOMINIUM ASSOCIATION, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and certifies as follows:

**ARTICLE I  
NAME AND ADDRESS**

The name of the Corporation shall be MAMA FLEGO'S PLAZA CONDOMINIUM ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "Association". The business address of the Association shall be 1852 N.W. 9<sup>th</sup> Street, Okeechobee, Florida 34972, and the period of duration for the Corporation is perpetual.

**ARTICLE II  
PURPOSE**

In accordance with the provisions of Chapter 718, Florida Statutes, commonly known as the "Condominium Act", a condominium will be created upon certain lands in Okeechobee County Florida, to be known as: MAMA FLEGO'S PLAZA CONDOMINIUM, a condominium (the "Condominium"), according to the Declaration of Condominium (the "Declaration"), to be recorded in the Public Records of Okeechobee County, Florida. This corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws, these Articles of Incorporation and the aforementioned Declaration of Condominium, and further to exercise all powers granted to a condominium association under the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this corporation's capacity as a condominium association.

**ARTICLE III  
POWERS**

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

**SECTION 1:** The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, and in addition, all the powers conferred by the Condominium Act upon a condominium association and in addition, all of the powers set forth in the Declaration which are not in conflict with the law.

**SECTION 2:** The Association shall have all of the powers reasonably necessary to implement the powers of the Association including but not limited to the following:

- (1) TO operate and manage the Condominium and condominium property in accordance with the purpose and intent contained in the Declaration.
- (2) TO make and collect assessments against members to defray the costs of the Condominium and to refund common surplus to members.
- (3) TO use the proceeds of assessments in the exercise of its powers and duties.
- (4) TO maintain, repair, replace and operate the condominium property.
- (5) TO reconstruct improvements upon the condominium property after casualty and to further improve the property.
- (6) TO make and amend regulations respecting the use of the condominium property.
- (7) TO approve or disapprove the proposed purchasers, lessees and mortgagees of condominium units as required by the Declaration.
- (8) TO enforce by legal means the provisions of the condominium documents, these Articles, the By-Laws and the regulations for the use of the condominium property.
- (9) TO contract for the management of the Condominium and to delegate to such manager all powers and duties of the Association except such as are specifically required by the condominium documents to have approval of the Board of Directors of the membership of the Association.

**SECTION 3:** All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents.

**SECTION 4:** The powers of the Association shall be subject to and exercised in accordance with the provisions of the Declaration which govern the use of the condominium property.

#### **ARTICLE IV** **MEMBERS**

**SECTION 1:** All unit owners in the Condominium shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer owners of a unit. If a member should sell his unit under the provisions of the Declaration, the grantee from such member will automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

**SECTION 2:** Each unit owner is entitled to one vote for each unit owned by him. A corporation or several individuals owning a unit shall designate a voting agent for the unit(s) which they own, as set forth in the Declaration and By-Laws.

**SECTION 3:** The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenant to his unit.

**ARTICLE VI**  
**SUBSCRIBER**

The name and address of the subscriber hereto is as follows:

GLENN C. HARVEY      1852 NW 9<sup>th</sup> Street, Okeechobee, FL 34972

**ARTICLE VII**  
**DIRECTORS**

**SECTION 1:** The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) directors. The first Board of Directors shall have three (3) members, and the number of directors on subsequent Boards will be determined from time to time in accordance with the provisions of the By-Laws of the Association.

**SECTION 2:** Directors shall be elected by the voting members in accordance with the By-Laws at the annual meeting of the membership of the Association in the manner set out in the By-Laws. Directors shall be elected to serve for a term of one (1) year. In the event of a vacancy, the remaining director(s) shall appoint a replacement director(s) to serve the balance of the term.

**SECTION 3:** The directors herein named shall serve until the first election of directors and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

**SECTION 4:** All officers shall be elected by the Board of Directors in accordance with the By-Laws at the annual meeting of the Board of Directors as established by the By-Laws, to be held immediately following the annual meeting of the membership. The Board of Directors shall elect a President, Vice President, Secretary-Treasurer, and such other officers as it shall deem desirable, consistent with the By-Laws. The President shall be elected from among the Board of Directors; no other officer need be a director.

**SECTION 5:** The following persons shall constitute the first Board of Directors, and shall hold office and serve until their successors are elected at the first regular meeting of the members subject to the provisions contained in Article VI above:

Glenn C. Harvey  
M. A. O'Brien  
Joe Simmons

**ARTICLE VII**  
**OFFICERS**

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of the Board of Directors. The titles and names of the officers who shall serve until the first election following the first annual meeting of the Board of Directors are as follows:

President:	Glenn C. Harvey
Vice President:	Joe Simmons
Secretary/Treasurer:	M. A. O'Brien

**ARTICLE VIII**  
**BY-LAWS**

The By-Laws of the Corporation shall be adopted by the first Board of Directors and attached to the Declaration. Said By-Laws may be altered, amended, or rescinded only at a duly called meeting of the members, in the manner provided in the By-Laws.

**ARTICLE IX**  
**AMENDMENTS**

A majority of the Board of Directors or a majority of the voting members may propose alterations, amendments to, or the rescission of these Articles of Incorporation, so long as the proposals do not conflict with the Condominium Act or the Declaration of Condominium. Such proposals shall set forth the proposed alteration, amendment, or rescission; shall be in writing; shall be filed by the Board of Directors or a majority of the members and shall be delivered to the President of the Association who shall thereupon call a Special Meeting of the members of the Corporation not less than ten (10) days nor later than thirty (30) days from receipt of the proposed amendment, the notice of which shall be given in the manner provided in the By-Laws. An affirmative vote of two-thirds (2/3) of the Board of Directors, and an affirmative vote of two-thirds (2/3) of the members of the Corporation shall be required for the adoption of the proposed alteration, amendment or rescission.

**ARTICLE X**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein a Director or Officer is adjudged guilty of wilful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement

by the Director or Officer seeking such reimbursement of indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of directors who were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

**ARTICLE XI**  
**TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

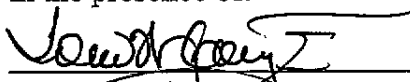
No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because said officer's or director's votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

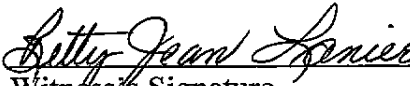
**ARTICLE XII**  
**ADDRESS OF REGISTERED OFFICE**

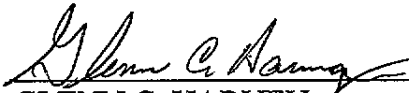
The street address of the registered office of this Corporation in the State of Florida shall be 1852 N.W. 9<sup>th</sup> Street, Okeechobee, Florida 34972. The name of the initial registered agent at this address shall be Glenn C. Harvey. The Board of Directors may from time to time move the registered office to any other address in Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Okeechobee, Florida, this 16<sup>th</sup> day of November, 2001.

Signed, sealed and delivered  
in the presence of:

  
\_\_\_\_\_  
Witness's Signature  
Tom W. Conely, III  
\_\_\_\_\_  
Witness's Printed Name

  
\_\_\_\_\_  
Witness's Signature  
Betty Jean Lanier  
\_\_\_\_\_  
Witness's Printed Name

 (SEAL)  
\_\_\_\_\_  
GLENN C. HARVEY  
1832 NW 9<sup>th</sup> Street  
Okeechobee, FL 34972

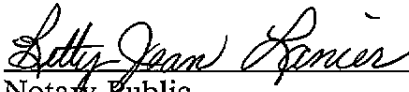

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged this 16<sup>th</sup> day of NOVEMBER 2001, by GLENN C. HARVEY, who [☒] is personally known to me or [ ] produced his Florida Driver's License as identification.

  
Notary Public  
 Betty Jean Lanier  
MY COMMISSION # CC909597 EXPIRES  
March 8, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

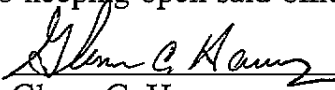
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 617.023, Florida Statutes, the following is submitted in compliance with said Act.

That MAMA FLEGO'S PLAZA CONDOMINIUM ASSOCIATION, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, within its principal office as indicated in the Articles of Incorporation, has named GLENN C. HARVEY, whose address is 1852 N.W. 9th Street, Okeechobee, Florida 34972, to accept service of process within this state.

**ACCEPTANCE BY REGISTERED AGENT**

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 provision of said Act relative to keeping open said office.

  
Glenn C. Harvey