

TRANSMITTAL LETTER

No 2 000000 797

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: midway commerce center Property  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)  
Owners Association Inc.  
90006474 4159  
12/31/01 01025 010  
\* 78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Rhodes Holding Inc  
Name (Printed or typed)

500 Australian Ave 501  
Address

Suite 110  
City, State & Zip

West Palm Beach, FL- 33401  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JAN 30 AM 7:26

NOTE: Please provide the original and one copy of the articles.

pc  
2/5



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

RECEIVED  
JAN 08 2002

January 2, 2002

RHODES HOLDINGS INC  
500 AUSTRALIAN AVE SO  
SUITE 110  
WEST PALM BEACH, FL 33401

SUBJECT: MIDWAY COMMERCE CENTER PROPERTY OWNERS  
ASSOCIATION, INC.  
Ref. Number: W02000000002

We have received your document for MIDWAY COMMERCE CENTER PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

An effective date may be added to the Articles of Incorporation if a 2002 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6904.

Freida Chesser  
Corporate Specialist  
New Filings Section

Letter Number: 002A00000003

**ARTICLES OF INCORPORATION OF**  
**MIDWAY COMMERCE CENTER PROPERTY OWNERS ASSOCIATION, INC.**

**(A Florida Corporation Not-For-Profit Corporation)**

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 JAN 30 AM 7:26

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

**PREAMBLE**

MIDWAY COMMERCE CENTER, LTD., a Florida limited general partnership ("Declarant") owns certain property in St. Lucie County, Florida (the "Property"), and intends to execute and record a Declaration of Covenants, Restrictions and Easements (the "Declaration") which will affect the Property. This association is being formed as the association to administer the Declaration, and to perform the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of St. Lucie County, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the Declaration shall apply to these Articles of Incorporation, and to the Bylaws of the Association.

**ARTICLE I - NAME**

The name of the corporation is Midway Commerce Center Property Owners Association, Inc., a Florida corporation not-for-profit, hereinafter (the "Association").

**ARTICLE II - PURPOSE**

The purposes for which the Association is organized are to operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes; to enforce and exercise the duties of the Association as provided in the Declaration, to improve, maintain, and operate the Property together with the improvements now or hereafter located thereon; and to promote the health, safety, welfare, comfort and social and economic benefit of the members of the Association as Owners of portions of the Property.

**ARTICLE III - POWERS**

The Association shall have the following powers:

3.1 To exercise all common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida which are not in conflict with the terms of these Articles.

3.2 To 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, including but not limited to the

following:

3.3 To fix, levy, collect and enforce payment of charges and assessments pursuant to the terms of the Declaration.

3.4 To use the proceeds of the assessments and charges in the exercise of its powers and duties.

3.5 To enforce the provisions of the Declaration, these Articles and the Bylaws.

3.6 To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, repair, reconstruct, convey, sell, mortgage, encumber, lease, transfer, administer, manage, repair and/or replace, dedicate for public use or otherwise dispose of real or personal property in connection with the purposes of the Association.

3.7 To have a lien on individual Lots within the Property to secure the payment of assessments due and to become due.

3.8 To maintain, repair, replace and operate the Common Area and property acquired or leased by the Association for use by members, and to maintain, repair and replace any portion of the Lots to be maintained by the Association as provided in the Declaration.

3.9 To obtain insurance for the protection of the Association, its members, and Institutional Mortgagees.

3.10 To make, establish and enforce reasonable rules and regulations governing the use of the Common Areas, Lots and other property under the jurisdiction of the Association.

3.11 To contract for the management of any Association properties and to delegate powers and duties of the Association.

3.12 To employ personnel to perform the services required to carry out the purposes of the Association.

3.13 To borrow money for the purposes of carrying out the powers and duties of the Association.

3.14 To grant and modify easements, and to dedicate, sell or transfer all or any part of the property owned by the Association to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.

3.15 To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the Declaration.

## **ARTICLE IV - MEMBERSHIP**

4.1 Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall be a member of the Association. However, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member of the Association. Membership shall be appurtenant to, and may not be separated from ownership of any Lot.

4.2 Change of membership in the Association shall be established by recording in the Official Records of St. Lucie County, Florida, a deed or other instrument establishing record title to a Lot and by delivery to the Association of a certified copy of such instrument. The grantee in such instrument shall thereby become a member of the Association, and the membership of the prior Owner shall thereby be terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Lot.

## **ARTICLE V - VOTING RIGHTS**

On all matters as to which the Owners shall be entitled to vote, each Owner's vote shall be the Owner's percentage interest in the Property (as defined in the Declaration of Covenants and Restrictions for Midway Commerce Center Parcels 1-6. Where a Lot is owned by more than one person, or by a corporation, partnership, or other entity, the person who shall be entitled to cast the vote of such Lot shall be the person named in a certificate executed by all of the owners of such Lot, and filed with the Secretary prior to the meeting at which the vote is to be cast. In the event that such a certificate is not filed, the owners of such Lot will not be entitled to vote at the meeting, and their presence will not be counted for purposes of establishing a quorum.

## **ARTICLE VI - BOARD OF DIRECTORS**

6.1 The affairs of the Association will be managed by a Board which shall consist of not less than three (3) directors, and which shall always be an odd number. Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of three (3) directors. Directors shall be members of the Association. Notwithstanding the sentence immediately proceeding, any Director appointed by Declarant shall not be required to be a member of the Association.

6.2 Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board shall be filled, in the manner provided by the Bylaws.

6.3 The first election of directors shall not be held until the Declarant has closed the sales of all Lots within the Property, or until the Declarant elects to terminate its control of the Association, whichever shall first occur. The directors named in these Articles shall serve until the first election of directors, and any vacancy in their number occurring before the first election shall be filled by the remaining directors.

6.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul Rhodes	500 Australian Ave So., Suite 110 West Palm Beach, FL 33401
Sally A. Larson	500 Australian Ave So., Suite 110 West Palm Beach, FL 33401
Alicia Ledgister	500 Australian Ave So., Suite 110 West Palm Beach, FL 33401

#### **ARTICLE VII - OFFICERS**

The affairs of the Association shall be administered by the Officers as designated in the Bylaws. The Officers shall be elected by the Association and shall serve at the pleasure of the Board. The names and addresses of the Officers who shall serve until their successors are designated by the Board are as follows:

President	Paul Rhodes 500 Australian Ave So., Suite 110 West Palm Beach, FL 33401
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Vice-President

Secretary

## **ARTICLE VIII - INDEMNIFICATION**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him in connection with any proceeding, or any settlement of 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 of the Association; whether or not he is a Director or Officer at the time such expense are incurred. However, said indemnification will not apply if the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. 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 IX - BYLAWS**

The first Bylaws of the Association shall be adopted by the Board and may be altered, amended, or rescinded in the manner described in the Bylaws.

## **ARTICLE X – AMENDMENTS**

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

Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their vote in writing; however, such vote must be delivered to the Secretary at, or prior to, the meeting. Except as elsewhere provided:

1. Approval must be by not less than fifty-one (51%) percent of the entire membership of the Board, and by not less than sixty-seven (67%) percent of the percentage interest of the entire membership of the Association; or

2. By vote of not less than eighty (80%) percent of the percentage interest in the Property.

C. Prior to the first meeting of the members of the Association, the Board of Directors shall have the power to adopt amendments by approval of two-thirds (2/3) of the members of the Board.

- D. Provided, however, that no amendment shall make any changes in the qualifications for membership, change the voting rights of members, or contravene the terms of the Declaration.

#### **ARTICLE XI - DURATION**

The Association shall exist perpetually.

#### **ARTICLE XII - SUBSCRIBERS**

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Midway Commerce Center, Inc.	500 Australian Ave So., Suite 110 West Palm Beach, FL 33401

#### **ARTICLE XIII - REGISTERED OFFICE AGENT**

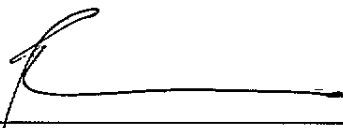
##### **PRINCIPAL OFFICE**

The registered office of the Association shall be at 500 Australian Ave So., Suite 110 West Palm Beach, FL 33401, or at such other place as may be subsequently designated by the Board.

The name and address of the initial registered agent of the Association is Paul Rhodes, 500 Australian Ave So., Suite 110, West Palm Beach, FL 33401, or such other person as may be subsequently designated by the Board.

WHEREFORE, the subscribers, have executed these Articles on this 3rd day of Dec, 2001.

Midway Commerce Center, Inc.

  
\_\_\_\_\_  
PAUL RHODES, President



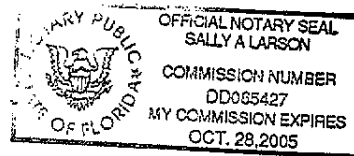
STATE OF FLORIDA

COUNTY OF

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared PAUL RHODES, President, Midway Commerce Center, Inc., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation in his capacity as subscriber.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 3rd day of Dec 2004.

Sally A. Larson  
NOTARY PUBLIC  
My Commission Expires:



FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JAN 30 AM 7:26