

# No 0200000033104

CORPORATION SYSTEM

CORPORATION(S) NAME

Woodcrest Office jjCenter Owners Association, Inc.

2002 MAY 16 PM 11:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input checked="" type="checkbox"/> Nonprofit Articles		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED  
02 MAY -6 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

5/6/02

Order#: 5321698

Ref#: \_\_\_\_\_ kf

2000005462502--3  
-05/06/02--01067--015  
Amount: \$ \*\*\*\*\*78.75 \*\*\*\*\*78.75

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

1  
5/6/02

FILED

**ARTICLES OF INCORPORATION  
OF  
WOODCREST OFFICE CENTER OWNERS ASSOCIATION, INC.**  
**(A Corporation Not for Profit)**

2002 MAY -6 PM 1:24

STATE OF FLORIDA  
TALLAHASSEE

**THE UNDERSIGNED INCORPORATOR** to these Articles of Incorporation hereby proposes the incorporation under Chapters 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

**ARTICLE I: NAME AND LOCATION**

The name of this corporation shall be WOODCREST OFFICE CENTER OWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be Woodcrest Office Center Owners Association, Inc., c/o Denholtz & Associates, P.O. Box 1234, 1600 St. George Avenue, Suite 108, Rahway, New Jersey 07065, Attention: Steven Denholtz, and the initial Registered Agent shall be CT Corporation System having an address of 1200 S. Pine Island Road, Plantation, Florida 33324.

**ARTICLE II: PURPOSES**

This Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Woodcrest Office Center (hereinafter referred to as the "Office Center"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants, Conditions, Easements and Restrictions for the Office Center recorded in the public records of Leon County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited 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) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- (d) Maintain, repair and replace Common Facilities as contemplated by the Declaration; and
- (e) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

**ARTICLE III: MEMBERSHIP AND VOTING RIGHTS**

**A. Eligibility.** The terms "Member", "Parcel", "Owner", and "Declarant" shall have the same meanings herein as are ascribed to such terms in the Declaration. Each Owner of a Parcel shall be a Member of the Association, and no Owner shall have more than one (1) membership in the Association. Memberships

in the Association shall not be assignable, except to the successor-in-interest of an Owner, and every membership of an Owner in the Association shall be appurtenant to and shall not be separated from the fee ownership of its Parcel. Membership in the Association shall be transferred automatically by conveyance of fee simple title to the Parcel, regardless of whether mention of such membership is made in the instrument of conveyance.

When there are multiple Owners of a Parcel each Owner shall be a Member of the Association, but there shall be only one voting Member (the "Voting Member") for such Parcel. The Voting Member for such Parcel shall be determined as the Owners of such Parcel may determine among themselves, but no split vote or fractional voting is permitted. Prior to any meeting at which a vote is to be taken, for each Parcel for which there are multiple Owners, the Owners of such Parcel must file a certificate, executed by all Owners of such Parcel, with the secretary of the Association naming the Voting Member for such Parcel entitled to vote at such meeting. No votes shall be cast for any Parcel having multiple Owners unless such a certificate has been filed with the secretary of the Association.

**B. Voting.**

Each Parcel owned by a Member or Members shall be allocated one (1) vote for each one thousand (1,000) square feet of Gross Square Footage of Building(s) (as defined in the Declaration) located on a Parcel, plus one additional vote for any additional square feet of Gross Square Footage of Building(s) on such Parcel which exceeds five hundred (500) square feet. Gross Square Footage of Buildings shall be determined in accordance with the Declaration.

**C. Classes of Membership and Transfer of Control.**

The Association shall have two (2) classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A Members shall be all Owners except the Declarant (as defined in the Declaration). The Class B Member shall be the Declarant. Upon termination of the Class B membership, as provided below, Class A Members shall be all Owners, including Declarant so long as Declarant is an Owner of a Parcel. Voting of the Class A and Class B Members shall be in accordance with Section B above; provided, however, the Declarant shall be entitled to elect all of the directors of the Board of Directors of the Association until termination of Class B membership. The Class B membership will terminate and convert automatically to Class A membership upon the first to occur of:

(a) The Declarant no longer owning fee simple title to any of the Parcels;  
or

(b) The Declarant waiving its rights to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of Leon County, Florida.

Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation or By-Laws referring to Class B membership shall be obsolete and without further force and effect, including any provision requiring voting by classes of membership.

**ARTICLE IV: TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE V: INCORPORATOR**

The name and residence of the Incorporator to these Articles of Incorporation is the following:

**NAME**

Jeanette M. Flores

**ADDRESS**

Carlton Fields, P.A.  
One Harbour Place  
777 S. Harbour Island Boulevard  
Tampa, Florida 33602-5799

**ARTICLE VI: MANAGEMENT**

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed in the By-Laws or by the Board of Directors of the Association from time to time. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the first quarter of each fiscal year in the manner prescribed in the By-Laws of the Association, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Association, except with respect to those who are elected by the Class B Members. Any individual may hold two (2) or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

Notwithstanding the foregoing, the Class B Members shall have the right to elect all Directors so long as there shall be Class B membership.

**ARTICLE VII: INITIAL OFFICERS**

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

**Title****Identity**

President

Mr. Steven Denholtz

Vice President

Mr. Neil Heiberger

Secretary-Treasurer

Mr. John Schimpf

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The number of persons constituting the initial Board of Directors of the Association shall be three (3) and the names and addresses of the Members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Steven J. Denholtz

c/o Denholtz Associates  
P.O. Box 1234  
1600 St. George Avenue Suite 108  
Rahway, NJ 07065

Neil Heiberger

c/o Denholtz Associates  
P.O. Box 1234  
1600 St. George Avenue Suite 108  
Rahway, NJ 07065

John Schimpf

c/o Denholtz Associates  
P.O. Box 1234  
1600 St. George Avenue Suite 108  
Rahway, NJ 07065

#### **ARTICLE IX: BY-LAWS**

The By-Laws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the By-Laws may be altered, amended, or rescinded by the affirmative vote of two-thirds (2/3) of the Board of Directors, and after notice to the Members, by the affirmative vote of the majority vote of the Class A Members of the Association and the unanimous vote of the Class B Members, present at any regular or special meeting of the membership.

#### **ARTICLE X: AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a 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 affected thereby shall be given to each Member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes 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 both the affirmative vote of a majority of the votes Class A of Members and the unanimous vote of the Class B Members.

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

#### **ARTICLE XI: REGISTERED OFFICE AND AGENT**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

CT Corporation System  
1200 S. Pine Island Road  
Plantation, Florida 33324

The above address is also the address of the registered office of the Association.

Jeanette M. Flores  
Jeanette M. Flores, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of May, 2002, by JEANETTE M. FLORES, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that she executed the same as her free act and deed for the uses and purposes therein set forth. She is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)



Jennifer D. Jeffery  
(Signature)  
Name Jennifer D. Jeffery  
(Legibly Printed)  
Notary Public, State of Florida  
CC 933959  
(Serial Number, if any)

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for **WOODCREST OFFICE CENTER OWNERS ASSOCIATION, INC.**, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

**CT CORPORATION SYSTEM**

By: Connie Bryan  
Name: **CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**  
Title: \_\_\_\_\_

**FILED**  
2002 MAY -6 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA