

ND200004125

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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02 MAY 30 AM 11:42

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Mountain Drive Office Park
Owners' Association Inc.

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*****78.75 *****78.75

- ☒ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

Signature _____

Requested by: SZ

Name _____

Date 5/30/02

Time 10:40

Walk-In _____

Will Pick Up _____

D. WHITE MAY 30 2002

ARTICLES OF INCORPORATION
OF
MOUNTAIN DRIVE OFFICE PARK OWNERS' ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MOUNTAIN DRIVE OFFICE PARK OWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing upon filing with the Secretary of State of these Articles of Incorporation.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES AND POWERS

A. **GENERAL PURPOSES:** The general purposes for which the Corporation is formed are to operate solely to provide for the acquisition, construction, annexation, management, maintenance and care of the real property in and about what is commonly known as Mountain Drive Office Park located on Mountain Drive in Destin, Florida as will qualify it as a tax exempt "real estate management association" under Section 528 of the Internal Revenue Code of 1954, as amended, or similar provisions of subsequent federal tax law.

B. **SPECIFIC PURPOSES:** Subject to part (A) of this Article III, the specific purposes for which the Corporation is formed include, among other things, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions (“Declaration”) which is recorded in Official Records Book 2357, Page 1963, of the Public Records of Okaloosa County, Florida, and as the same may be amended, supplemented or restated from time to time as therein provided;

2. To encourage the County of Okaloosa and other appropriate governmental entities to provide property maintenance and upkeep of the public roads and public areas adjacent to and about Mountain Drive Office Park, and if found desirable, to provide such maintenance and upkeep by direct action;

3. To encourage the owners of residential properties in and about the Mountain Drive Office Park area to maintain their properties in a manner which will reflect favorably upon the entire area and to enforce, to the extent practicable, the aforementioned “Declaration”; and

C. **POWERS:** The Corporation shall have all the powers granted to a not-for-profit corporation under the laws of the State of Florida which are general and specific or appropriate to carry out or implement the general and specific purposes set forth above and for which this Corporation is formed (except any power which would invalidate its status as a “residential real estate management association” under Section 528 of the Internal

Revenue Code of 1954, as amended, or similar provisions of subsequent federal tax laws).

Specifically, but without limitation, the Corporation shall have the following powers:

1. All powers and privileges to perform all of the duties and obligations of the Corporation as set forth in the aforesaid "Declaration", and as the same may be amended or restated from time to time as therein provided;

2. To fix, levy, collect and enforce payment, by any lawful means, all amounts, charges or assessments pursuant to the terms of the aforesaid "Declaration"; to pay all expenses in connection therewith and all reasonable expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or other governmental charges levied or imposed against any property or assets of the Corporation;

3. To acquire property by grant, gift, purchase, devise or bequest, and hold, maintain, repair, improve and dispose of such property as the Corporation shall require for the benefit of its members and not for pecuniary profit, and it shall have all corporate powers enumerated in Chapter 617 of the Florida Statutes and the Declaration, which powers are specifically incorporated herein by reference.

4. To borrow money and to issue bonds, notes, debentures and evidences of indebtedness, and to secure the same by mortgage, pledge, deed of trust, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

5. To participate in mergers or consolidations with other not-for-profit corporations organized for same or similar purposes, or to annex additional residential real estate property, provided that any such merger, consolidation or annexation shall have the written consent of two-thirds of the Corporation's members.

6. To indemnify any directors or officers or former directors or officers of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-profit, against any liability, damages and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which they are made a party by means of being or having been such director or officer except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreements, vote of the Board of Directors or members, or otherwise.

ARTICLE IV - MEMBERSHIP

Membership in the Corporation shall be established and regulated by the By-Laws of the Corporation.

**ARTICLE V - INITIAL PRINCIPAL
OFFICE, REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the Corporation is 216 Mountain Drive, Unit 100, Destin, Florida 32541. The street address of the initial registered office of the Corporation is 216 Mountain Drive, Unit 100, Destin, Florida 32541 and the initial registered agent of the Corporation at that address is Michael Lee Henderson.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws but shall never be less than three (3). The Directors shall be elected by the membership of the Corporation at its annual meeting or as prescribed in the By-Laws. The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Timothy L. Henderson	216 Mountain Drive, Unit 100 Destin, Florida 32541
Michael Lee Henderson	216 Mountain Drive, Unit 100 Destin, Florida 32541
John Redmond	216 Mountain Drive, Unit 100 Destin, Florida 32541

ARTICLE VII - INCORPORATOR:

The name and address of the person signing these Articles is as follows: Michael Lee Henderson, 216 Mountain Drive, Unit 100, Destin, Florida 32541.

ARTICLE VIII - BY-LAWS

The Board of Directors of this Corporation shall provide By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds ($\frac{2}{3}$) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE IX - AMENDMENT OF ARTICLES

Upon proper notice, these Articles of Incorporation may be amended by a two-thirds ($\frac{2}{3}$) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE X - CHARITABLE RESTRICTIONS AND LIMITATIONS:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or participation in, or intervening in (including the publishing or distribution of statements) any political campaign for or against any candidate for public office.

C. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by:

1. a not-for-profit corporation under Chapter 617, Florida Statutes, or any other corresponding provision of any future Florida Statute; or,
2. any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; or,
3. a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XI - DISTRIBUTION OF ASSETS UPON DISSOLUTION

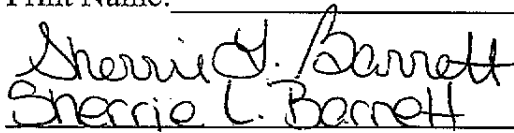
Upon the dissolution of this Corporation, all of its assets, remaining after payment of all costs and expenses of such dissolution, shall be distributed to organizations which themselves are exempt as organizations described under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets shall be distributed to any member, officer, or Director of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 19th day of March, 2002 for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

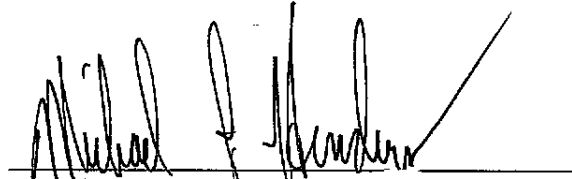
WITNESSES:



Print Name: _____



Print Name: _____


MICHAEL LEE HENDERSON

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 19th day of March, 2002, by Michael Lee Henderson who is personally known to me.




NOTARY PUBLIC
My Commission Expires: _____

CERTIFICATE DESIGNATING REGISTERED OFFICE
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

02 MAY 30 AM 11:42

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

MOUNTAIN DRIVE OFFICE PARK OWNERS' ASSOCIATION, INC. (the "Corporation"), desiring to organize as a not-for-profit corporation under the laws of the State of Florida, with its registered office, as indicated in its Articles of Incorporation at 216 Mountain Drive, Unit 100, Destin, Florida 32541, has named MICHAEL LEE HENDERSON, located at 216 Mountain Drive, Unit 100, Destin, Florida 32541, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


MICHAEL LEE HENDERSON