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FLORIDA NON-PROFIT CORPORATION

University Commons Commercial Center East Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
UNIVERSITY COMMONS COMMERCIAL CENTER EAST
ASSOCIATION, INC.**

The undersigned person, acting as incorporator of a not-for-profit corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the *Florida Statutes*), adopts the following Articles of Incorporation for the corporation ("Articles").

ARTICLE I

Name

The name of the corporation shall be University Commons Commercial Center East Association, Inc., hereinafter referred to as the "Association."

ARTICLE II

Principal Office

The principal office of the Association shall be located at 515 North Flagler Drive, Suite 500, West Palm Beach, FL 33401. The Board may from time to time designate another address for the principal office of the Association.

ARTICLE III

Definitions

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Manatee County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") as it exists on the date hereof for the operation of that certain condominium located in Manatee County, Florida, known as **University Commons Commercial Center East, a land condominium** (the "Condominium").

Leslie H. Gladfelter, Esquire/FL Bar #307777
Grimes Goebel Grimes Hawkins Gladfelter & Galvano, P.A.
1023 Manatee Avenue West, Bradenton, Florida 34205
941-748-0151 Fax 941-748-0158

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ARTICLE V

General Powers

The Association shall have all of the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

- A. All of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws or the Act.
- B. To establish, levy, collect and enforce payment of all fees, dues, charges or assessments pursuant to the terms of the Declaration or the Bylaws for all of the purposes of the Association.
- C. To pay all expenses incident to the conduct of the business of the Association.
- D. To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners, unless such power is otherwise allocated to the Board in the Bylaws or Declaration.
- E. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property and to enter into, make perform or carry out contracts of every kind with any person, firm corporation or association.
- F. To charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Association.
- G. To pay taxes and other charges, if any, on or against any property owned, used or accepted by the Association.
- H. To borrow money and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for money borrowed or in payment for property acquired or for any of the other purposes of the Association, and to secure the payments for such obligations by mortgages, pledges or other instruments of trust by liens upon or assignment of or agreement in regard to all or any part of the property rights or privileges of the Association.
- I. To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and to contract for the management and maintenance of same.

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- J. To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners.
- K. To enforce by legal means the provisions of the Act, the Declaration, the Articles and the Bylaws.

ARTICLE VI

Membership

- A. The members of the Association shall consist of all of the record title owners of Units in the Condominium and after termination of the Condominium, or any one or more of them, shall consist of those who are members at the time of the termination and their successors and assigns.
- B. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws.
- C. The share of a member in the funds and assets of the Association cannot be assigned, encumbered, hypothecated, subjected to a security interest, or transferred in any manner, except as an appurtenance to the Unit for which that share is held.

ARTICLE VII

Board of Directors

- A. The affairs of the Association shall be managed by a Board of Directors. The initial Board shall consist of three (3) directors who shall hold office until the election of their successors. Thereafter, the number and manner of election or appointment of directors and their terms of office shall be as provided in the Bylaws, however, the number of directors shall not be less than three (3).
- B. The names and addresses of the members of the first Board, who shall hold office until their successors are elected or appointed and have qualified as provided in the Bylaws, are as follows:

Director	John F. Fish c/o Suffolk Construction Company 65 Allerton Street Boston, MA 02119
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Director Edward A. Fish
c/o Suffolk Construction Company
65 Allerton Street
Boston, MA 02119

Director Steven F. Gelb
c/o Suffolk Construction Company
515 North Flagler Drive
Suite 500
West Palm Beach, Florida 33401

ARTICLE VIII

Officers

- A. The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.
- B. The names and addresses of the initial officers who shall serve until their successors are elected by the Board are:

President Edward A. Fish
c/o Edward A. Fish Associates
65 Allerton Street
Boston, MA 02119

Vice President Steven F. Gelb
c/o Suffolk Construction Company
515 North Flagler Drive
Suite 500
West Palm Beach, Florida 33401

Vice President John F. Fish
C/o Suffolk Construction Company
65 Allerton Street
Boston, MA 02119

Secretary/Treasurer Edward A. Fish
c/o Edward A. Fish Associates
65 Allerton Street
Boston, MA 02119

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ARTICLE IX

Corporate Existence

The corporation shall have perpetual existence.

ARTICLE X

Bylaws

The Board shall adopt the Bylaws, which may be amended, altered or rescinded by the Board in a manner provided in the Bylaws.

ARTICLE XI

Indemnification of Officers and Directors

Each and every officer and director of the Association shall be indemnified by the Association against all costs, expenses, and liabilities, including legal fees reasonably incurred by or imposed upon such officer or director in connection with any claim, demand or proceeding to which such officer or director may be a party or in which such officer or director may become involved by reason of his being or having been an officer or director of this Association whether or not such person is an officer or director at the time such expenses are incurred, provided, however, if such officer or director is adjudged guilty of willful misfeasance or willful malfeasance in the performance of the duties of such officer or director, the Association shall not indemnify such officer or director. In the event of a settlement of any claim or proceeding, the indemnification herein provided shall be applicable only when the Board shall approve such settlement and shall determine that such indemnification shall be in the best interest of the officer or director and the Association. The Association may purchase such insurance policies as the Board shall deem appropriate to provide such indemnification. The foregoing right of indemnification shall be in addition to, but not exclusive of, any and all other rights to which such officer or director may be entitled.

ARTICLE XII

Dissolution

The Association may be dissolved only upon the termination of the Condominium as provided in the Declaration of Condominium.

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ARTICLE XIII

Amendment of Articles of Incorporation

These Articles may be altered, amended or repealed in the following manner:

- A. Notice of the proposed amendment shall be included in the notice of any meeting in which a proposed amendment is considered.
- B. A resolution for the adoption of the proposed amendment may be proposed either by the Board or by the members of the Association. Approval of a proposed amendment must be by a majority of the Board of Directors of the Association and not less than two-thirds (2/3) of the votes entitled to be cast by members or by the unanimous approval of the initial Board of Directors until the first annual election of directors.

ARTICLE XIV

Registered Agent; Registered Office

The registered agent of the Association to accept service of process in this state and who shall serve until replaced by the Board shall be Leslie H. Gladfelter, whose business office is the registered office of the Association and is as follows: 1023 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE XV

Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

Leslie H. Gladfelter
1023 Manatee Avenue West
Bradenton, Florida 34205.

IN WITNESS WHEREOF, the incorporator has hereunto affixed his signature this 1 day of August, 2002.


Leslie H. Gladfelter

AUG. 1. 2002 2:18PM GRIMES, GOEBEL, ETAL

NO. 2422 P. 8

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STATE OF FLORIDA:
COUNTY OF MANATEE;

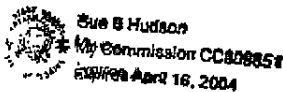
The foregoing instrument was acknowledged before me on this the 1st day of August, 2002, by Leslie H. Gladfelter, who is personally known to me or who has produced _____ as identification.

Sue B. Hudson
Notary Public
Sue B. Hudson

Printed Name of Notary

Serial Number, if any

My commission expires:



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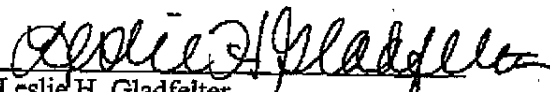

DESIGNATION OF REGISTERED AGENT

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That University Commons Commercial Center East Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office in the County of Palm Beach, State of Florida, as indicated in the Articles of Incorporation, has named Leslie H. Gladfelter of 1023 Manatee Avenue West, Bradenton, Florida 34205, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service or 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 provisions of said act relative to keeping open said office.


Leslie H. Gladfelter

(Print Name)

U:\Leslie\commons\UC Comm Ctr East Articles of Incorporation August 1, 2002 (11:52am)

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TALLAHASSEE, FLORIDA