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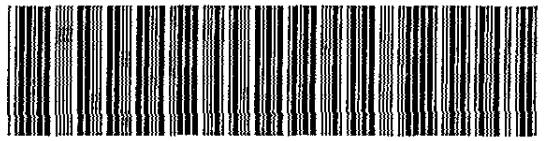
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HARRY G. McCONNELL  
FRANK J. YONG  
Of Counsel

October 14, 2003

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

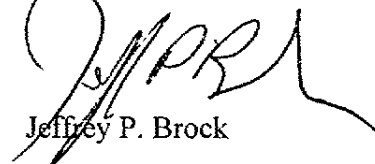
Re: CM2 Medical Center Condominium Association, Inc.

Gentlemen:

Enclosed is original and one copy of Articles of Incorporation for filing. Also enclosed is our firm check in the amount of \$78.75 in payment of the filing fee, resident agent fee and fee for certified copy.

Please provide a certified copy of the Articles at your earliest convenience.

Sincerely,



Jeffrey P. Brock

JPB/tm  
Enclosures

ARTICLES OF INCORPORATION  
OF  
CM2 MEDICAL CENTER CONDOMINIUM ASSOCIATION, INC.

(A Corporation not for profit under  
the laws of the State of Florida)

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The undersigned hereby associate themselves into a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1.  
NAME

The name of the corporation shall be CM2 Medical Center Condominium Association, Inc. For convenience the corporation shall be referred to in this instrument as the "Association."

ARTICLE 2.  
PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity for the operation and management of CM2 Medical Center Condominium. (the "Condominium") located at 335 Clyde Morris Blvd., Ormond Beach, Florida 32174, and to undertake the duties and acts incident to the administration, management and operation of said condominium.

2.2 The Association shall make no distributions of income to its members, directors or officers, being conducted as a non-profit organization for the benefits of its members.

ARTICLE 3.  
POWERS

The Association shall have the following powers:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in Chapter 718, Florida Statutes (the "Condominium Act"), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

a. To make and establish reasonable rules and regulations governing the use of the suites and the Common Elements of the Condominium.

b. To make and collect assessments against members of the Association as suite owners to defray the costs, expenses and losses of the Condominium.

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

d. To maintain, repair, replace, operate and manage the property comprising the Condominium, including the right to reconstruct improvements after casualty and to make further improvements to the Condominium Property.

e. To purchase insurance upon the Condominium Property and insurance for the protection of the Association.

f. To approve or disapprove the transfer, leasing, mortgaging and ownership of suites if such approval is required by the Declaration of Condominium and By-Laws.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association and the rules and regulations governing the use of the Condominium Property.

h. To contract for the management of the Condominium and to delegate to such contractors all powers and duties to the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of directors or membership of the Association.

i. To contract for the management or operation of portions of the Common Elements susceptible to separate management or operation.

j. To employ personnel to perform the services required for proper operation of the Condominium.

k. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Condominium aforementioned.

3.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

3.4 The powers of the Association shall be subject and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE 4.  
MEMBERS

The qualification of the members, the managers of their admission to membership and termination of such membership, and voting by members shall be as follows:

4.1 The members of the Association shall consist of all the record title owners of suites in the Condominium. No other persons or entities shall be entitled to membership except as provided in Paragraph 4.5 of this Article 4. After termination of the Condominium, the members of the Association shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 Change of membership in the Association shall be established by recording in the public records of Volusia County, Florida, a deed or other instrument establishing a record title to a suit in the Condominium. The owner or owners designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated. The Association may require delivery to the Association of a true copy of the recorded deed as a condition of permitting a member to vote and to use the Common Elements.

4.3 The interest 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 his suite. The funds and assets of the Association belong solely to the Association subject to the limitation that same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may be hereafter adopted.

4.4 On all matters upon which the membership shall be entitled to vote, there shall be one vote appurtenant to each suite, which vote shall be exercised or cast in the manner provided in the By-Laws of the Association.

4.5 Until such time as the Declaration of Condominium is recorded, the membership of the Association shall be comprised of the subscribers of these Article, each of whom shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote.

ARTICLE 5.  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Association shall be located at 335 Clyde Morris Blvd., Ormond Beach, FL 32174 and the mailing address of the Association shall be located at 200 E. Granada Blvd., Suite 200, Ormond Beach, FL 32176, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE 6.  
DIRECTORS

6.1 The affairs of the Association will be managed by a Board consisting if not less than three (3) nor more than seven (7) directors. The number of members of the Board of Directors shall be as provided from time to time by the By-Laws of the Association, and in the absence of such determination shall consist of three (3) directors. Directors need not be members of the Association.

6.2 Directors of the Association shall be selected and designated at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

6.3 The names and addresses of the members of the Board of Directors who shall hold office until their successors have qualified, are as follows:

Dwight Selby	200 E. Granada Blvd., Suite 200, Ormond Beach, FL 32176
Sanford Miller	125 Basin St., Suite 210, Daytona Beach, FL 32114
Thomas Dargan	444 Seabreeze Blvd., Suite 100, Daytona Beach, FL 32118
Charles Strasser	1042 N. US Hwy 1, Ormond Beach, FL 32174

6.4 The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE 7.  
OFFICERS

The affairs of the Association shall be administered by the officers who/shall be appointed by and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board or Directors are as follows:

<u>NAME TITLE</u>	<u>ADDRESS</u>
Dwight Selby/President	200 E. Granada Blvd., Suite 200, Ormond Beach, FL 32176
Charles Strasser/Secretary	1042 N. US Hwy 1, Ormond Beach, FL 32174

Thomas Dargan/Treasurer

444 Seabreeze Blvd., Suite 100, Daytona Beach, FL 32118

ARTICLE 8.  
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association, to the extent the Association is insured, against all expenses and liabilities, including reasonable attorneys' fees, incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part of 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 expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approved such settlement and reimbursement as being for the best interests 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 9.  
BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE 10.  
TERM

The effective date upon which this Association shall come unto existence shall be the date of subscription and acknowledgment of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE 11.  
AMENDMENTS

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

11.1 A Resolution for the adoption of a proposed amendment may be proposed by the Board of Directors or any owner of a suite in the Condominium whether meeting as members or by instrument in writing signed by them.

11.2 Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a day

no sooner than ten (10) days nor later than sixty (60) days from the receipt from him of the proposed amendment or amendments, and it shall be the duty of the secretary to give each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed to or presented personally to each member not less than seven (7) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be assumed to be properly given when deposited in the United States Mail, addressed to the member at his post office address as it appears on the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of two thirds (2/3) of the members of the Association in order for such amendment or amendments to become effective.

A copy of each amendment after it has become effective, shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Volusia County, Florida, promptly after the same are so registered.

11.3 At any meeting held to consider any amendment or amendments of these Articles of Incorporation, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

11.4 In the alternative, an amendment may be made by an agreement executed by all the record owners of all suites with the formality required for a deed.

11.5 No amendment shall make any changes in the qualification for membership, nor any change in Section 3.3 of Article 3 hereof without approval in writing of all members and the joinder of all record owners of mortgages upon the Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. No amendment shall make any changes in the voting rights of members unless the members whose rights are affected and the holders of mortgages encumbering their suites consent in writing to such change.

ARTICLE 12.  
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dwight Selby	200 E. Granada Blvd., Suite 200 Ormond Beach, FL 32176



ARTICLE 13.  
DISSOLUTION AND SUCCESSOR ENTITIES


The Association may be dissolved only with the consent in writing by the Owners and holders of all mortgages and liens on any lots, by the City Commission of the City of Ormond Beach, and by two-thirds (2/3) of the voting Members. In the event of the dissolution of the Association, or any successor entity thereto, other than incident to a merger or consolidation, any property dedicated or conveyed to the Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to non-profit corporation, association, trust or other organization to be devoted to such similar purposes. In the event of termination, dissolution or liquidation of the Association, the responsibility for the operation and maintenance of the surface water and storm water management system must be transferred to and accepted by an entity which complies with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation

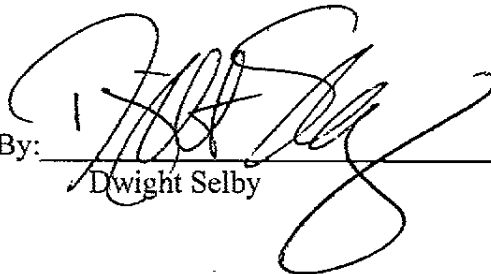
ARTICLE 14.  
REGISTERED AGENT

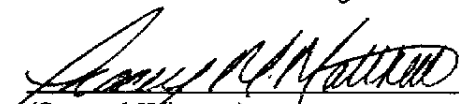
The initial registered office of this Corporation shall be 444 Seabreeze Blvd. Suite 900 Daytona Beach, FL 32118, and the initial registered agent of this corporation at such office shall be Jeffrey P. Brock, who upon acceptance shall comply with the provisions of Section 617.0501, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process

IN WITNESS WHEREOF the Incorporator has affixed his signature this 14<sup>th</sup> day of October, 2003.

Signed, sealed and delivered in our presence:

  
\_\_\_\_\_  
(First Witness)  
Printed name Jeffrey P. Brock

By:   
\_\_\_\_\_  
Dwight Selby

  
\_\_\_\_\_  
(Second Witness)  
Printed name Tracey M. Matthews

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of October, 2003 by Dwight Selby who is personally know to me.

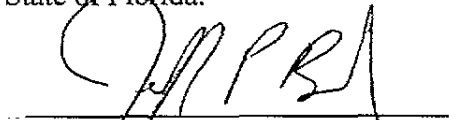


Tracey M. Matthews  
MY COMMISSION # DD198121 EXPIRES  
December 17, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

  
NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the designation as registered agent of CM2 Medical Center Condominium Association, Inc., for service of process within the State of Florida.

  
Jeffrey P. Brock

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