

**N04000001844**

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

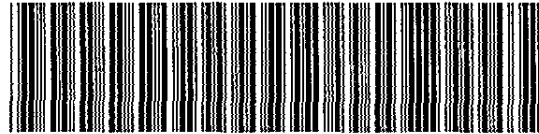
(Document Number)

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02/23/04--01034--017 \*\*78.75

RECEIVED  
04 FEB 23 AM 10:15  
DIVISION OF CORPORATION  
2004 FEB 23 P 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

GRAY | ROBINSON  
ATTORNEYS AT LAW

SUITE 600  
301 SOUTH BRONOUGH ST. (32301)  
POST OFFICE BOX 11189  
TALLAHASSEE, FL 32302-3189  
TEL 850-222-7717  
TEL 850-577-9090  
FAX 850-222 3494  
FAX 850-577-3311  
gray-robinson.com

CLERMONT  
KEY WEST  
LAKE LAND  
MELBOURNE  
ORLANDO  
TALLAHASSEE  
TAMPA

February 23, 2004

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

**Via Hand Delivery**

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION** and a check for **\$78.75** for a **CERTIFIED COPY** for the following entity:

**SKY TOP PROFESSIONAL PLAZA CONDOMINIUM ASSOCIATION,  
INC.**

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,



Debbie Frost  
Office Administrator

/dyf  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

February 24, 2004

GRAY/ROBINSON

SUBJECT: SKY TOP PROFESSIONAL PLAZA CONDOMINIUM  
ASSOCIATION, INC.  
Ref. Number: W04000007723

We have received your document for SKY TOP PROFESSIONAL PLAZA CONDOMINIUM 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):

You must list the corporation's principal office and/or a mailing address in the document.

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) 245-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 604A00012379

**ARTICLES OF INCORPORATION**  
**OF**  
**SKY TOP PROFESSIONAL PLAZA CONDOMINIUM ASSOCIATION, INC.**  
**A NON-PROFIT CORPORATION**

**FILED**

2004 FEB 23 P 1:30

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end, we, by these Articles of Incorporation, state as follows:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME OF CORPORATION**

The name of this corporation shall be SKY TOP PROFESSIONAL PLAZA CONDOMINIUM ASSOCIATION, INC. (the "Corporation"). The terms contained in these Articles of Incorporation shall have the same meaning as set forth in the Declaration of Condominium (the "Declaration") unless otherwise defined herein.

**ARTICLE II**  
**PURPOSE**

The purposes for which the Corporation is formed shall be as follows:

1. To administer the operation and management of SKY TOP PROFESSIONAL PLAZA, A COMMERCIAL CONDOMINIUM, a medical office condominium located at 1101 Citrus Tower Boulevard, Clermont, Florida 34711, in Lake County, Florida, hereinafter in these Articles of Incorporation referred to as the "Condominium".

2. To undertake the performance of the acts and duties incident to the administration of the operation and management of said Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the Declaration of Condominium which will be recorded in the Public Records of Lake County, Florida, at the time such property, and the improvements now or hereafter located thereon, are submitted to a plan of condominium ownership.

3. To own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

4. To be the Association required by Section 718.111, Florida Statutes, for the purpose of operating the Condominium.

5. The Corporation shall be conducted as a non-profit organization for the benefit of its Members.

**ARTICLE III**  
**POWERS**

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to corporations not for profit under Chapter 617, Florida Statutes, and all of the powers and

privileges which may be granted unto the Corporation or exercised by it under any other applicable laws of the State of Florida, including the Condominium Act, Florida Statutes Chapter 718.

2. The Corporation shall have all of the powers to exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration of Condominium aforementioned, as may be reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of the property and facilities comprising the Condominium as said terms may be defined in the Declaration of Condominium to be recorded;

(b) To levy and collect assessments against Members of the Corporation to defray the Common Expenses of the Condominium as may be provided in the Declaration of Condominium and in the By-Laws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with any property, whether real or personal, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in said Declaration of Condominium;

(c) To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvements to the Condominium property;

(d) To contract for the management and maintenance of the Condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcements of rules and maintenance and repair and replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association and its officers, however, shall retain, at all times, the powers and duties granted by the Condominium documents and the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association; and

(e) To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Corporation which may be hereafter adopted and the Rules and Regulations governing the use of the Condominium as same may be hereafter established.

3. No part of the net earnings of this Corporation may inure to the benefit of any private individual within the meaning of Section 528, Internal Revenue Code of the United States.

#### ARTICLE IV MEMBERSHIP

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

1. This Corporation shall be organized without capital stock. The Corporation shall not have or issue shares of stock. No dividends shall be paid, and no part of the income of the Corporation shall be distributed to its Members, Directors or Officers. Provided, however, the Corporation may pay reasonable compensation for services rendered so long as no inurement under Section 528 of the Internal Revenue Code occurs.

2. The Owners of all Units in the Condominium shall be Members of the Corporation and no other persons or entities shall be entitled to membership, except as provided in Section 6 of this Article.

3. Membership shall be established by the acquisition of fee simple title to a Unit in the Condominium. Such acquisition may be by conveyance, devise, judicial decree, or otherwise. The membership of any party shall be automatically terminated upon his being divested of his fee simple title to any Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own a fee simple title in two or more Units, so long as such party shall retain a fee simple title to any Unit.

4. The interest of a Member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to a Unit. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the 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.

5. On all matters on which the membership shall be entitled to vote, each Member shall have one (1) vote for each Unit for which said member owns a fee simple title, all as set forth in Exhibit "A" attached hereto and incorporated herein. Such votes may be exercised or cast by the Owner or Owners of each Unit in such manner as may be provided in the By-Laws hereafter adopted by the Corporation.

6. Until such time as the Declaration of Condominium shall be recorded in Lake County, Florida, the membership of the Corporation shall be comprised of the subscribers of these Articles, each of which subscribers shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

#### ARTICLE V CORPORATE EXISTENCE

The corporate existence shall commence upon filing of these Articles of Incorporation, and the Corporation shall have perpetual existence unless sooner dissolved by law.

#### ARTICLE VI CORPORATE OFFICES AND AGENT

The street address of the initial registered office of the Corporation is 1101 Citrus Tower Boulevard, Clermont, Florida 34711, and the name of the initial registered agent of the Corporation is James K. Simon. The registered agent and office may be changed from time to time as the Board of Directors of the Corporation may determine.

ARTICLE VII  
OFFICERS

The affairs of the Corporation shall be managed by the President of the Corporation as assisted by the Vice President, Secretary, and Treasurer, subject to the direction of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent and such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Condominium, and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

The Board of Directors shall elect a President, Vice President, Secretary, and Treasurer. The President shall be a member 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 the President and Secretary be held by the same person. The election of officers shall be held annually at the first meeting of each Board of Directors next following the Annual Meeting of the membership and vacancies in offices shall be filled by election by the Board of Directors as same occur.

ARTICLE VIII  
DIRECTORS

The number of Members of the first Board of Directors of the Corporation shall be three (3). The number of Members of succeeding Board of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the Members of the Corporation at the Annual Meeting of the Membership as provided by the By-laws of the Corporation, and at least a majority of the Board of Directors shall be Members of the Corporation or shall be authorized representatives, officers, or employees of a corporate Member of the Corporation. Notwithstanding the foregoing, so long as Floray, LLP, a Florida limited liability partnership (herein called "Declarant"), which term shall include its successors in such capacity, or its survivor in the event of merger or consolidation, owns more than eighty-five percent (85%) of Units in the Condominium, the Declarant shall be entitled to designate and appoint all Members of the Board of Directors. When Unit Owners other than Declarant own fifteen percent (15%) or more of the Units that will be operated ultimately by the Corporation, the Unit Owners shall be entitled to elect not less than one-third (1/3) of the Members of the Board of Directors. Unit Owners other than Declarant shall be entitled to elect not less than a majority of the members of the Board of Directors of the Corporation:

(a) three (3) years after fifty percent (50%) of the Units that will be operated ultimately by the Corporation have been conveyed to purchasers, or

(b) three (3) months after ninety percent (90%) of the Units that will be operated ultimately by the Corporation have been conveyed to purchasers; or

(c) when all of the Units that will be operated ultimately by the Corporation have been completed, some of them have been conveyed to purchasers, and none of the other Units that will be operated ultimately by the Corporation are being constructed or offered for sale by Declarant in the ordinary course of business, or

(d) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Declarant in the ordinary course of business, or

(e) seven (7) years after the recording of the Declaration of Condominium,

whichever first occurs. Declarant shall be entitled to elect not less than one (1) member of the Board of Directors as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Units that will be operated ultimately by the Corporation.

#### ARTICLE IX BY-LAWS

The original By-Laws of the Corporation shall be adopted by majority vote of the Board of Directors. The By-Laws may be altered or rescinded only by the membership in such manner and by such vote as said By-Laws may provide.

#### ARTICLE X INITIAL BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until their successors are elected and have qualified, are as follows:

James M. Ray  
1101 Citrus Tower Boulevard  
Clermont, Florida 34711

Jorge L. Florin  
1101 Citrus Tower Boulevard  
Clermont, Florida 34711

James K. Simon  
1101 Citrus Tower Boulevard  
Clermont, FL 34711

#### ARTICLE XI SUBSCRIBERS

The Subscribers to these Articles of Incorporation are the three persons herein named to act and serve as members of the first Board of Directors of the Corporation, the names of which subscribers and their respective post office addresses are more particularly set forth in Article X above.



ARTICLE XII  
INITIAL OFFICERS

The Officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

President	James M. Ray
Vice-President	Jorge L. Florin
Secretary	James K. Simon
Treasurer	James K. Simon

ARTICLE XIII  
INDEMNIFICATION

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, or by reason of his or her being or having been a Director or Officer of the Corporation, whether or not he or she is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIV  
AMENDMENTS

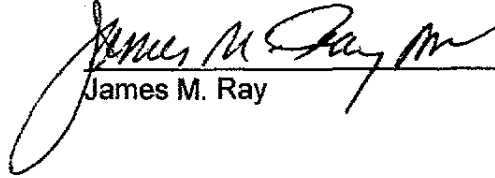
An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation holding a majority of the votes in the Condominium, whether meeting as members or by instrument in writing signed by them. 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 Corporation or other officer of the Corporation in the absence of the President, who shall thereupon call a special meeting of the members of the Corporation for a date not sooner than 20 days nor later than 60 days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to 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 or personally presented to each member not less than 10 days not more than 30 days before the date set for such meeting. If mailed, such notice shall be deemed 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 Corporation, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, 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 the members

holding not less than two-thirds (2/3's) of the votes in the Condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Florida Secretary of State and upon the filing of such amendment or amendments with the Secretary of State, a certified copy thereof shall be recorded in the Public Records of Lake County, Florida, within 10 days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of the Articles of Incorporation, the written vote of any member of the Corporation shall be recognized, if such member is not in attendance at such meeting or represented there at by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such meeting.

In the event that the members holding the number of votes in the Condominium necessary to pass any amendment or amendments to these Articles of Incorporation shall execute an instrument amending these Articles of Incorporation, the same shall be and constitute, when duly registered in the office of the Secretary of State, a valid amendment to these Articles of Incorporation, and it shall not be necessary for the meeting otherwise prescribed to be held.

Notwithstanding the foregoing provisions of this Article XIV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Declarant to designate and select members of each Board of Directors of the Corporation, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Declarant.

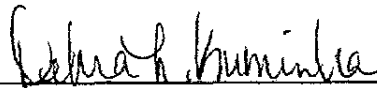
IN WITNESS WHEREOF, the Subscribers have hereunder set their hands and seals this 11 day of February, 2004.

  
James M. Ray

STATE OF FLORIDA  
COUNTY OF Lake

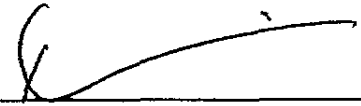
I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared James M. Ray, to me known to be the person described in and who executed the foregoing Articles of Incorporation of SKY TOP PROFESSIONAL PLAZA CONDOMINIUM ASSOCIATION, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation. He is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the county and state named above, this 11 day of February, 2004.

  
Notary Public  
My Commission Expires: 10/03/05



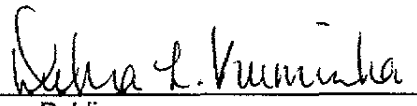
Debra L. Kuminka  
My Commission DD062563  
Expires October 3, 2005

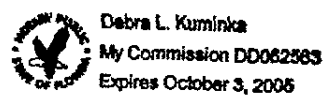
  
\_\_\_\_\_  
Jorge L. Florin

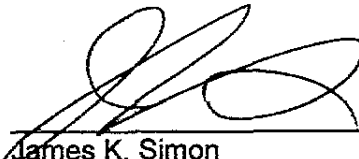
STATE OF FLORIDA  
COUNTY OF Lake

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Jorge L. Florin, to me known to be the person described in and who executed the foregoing Articles of Incorporation of SKY TOP PROFESSIONAL PLAZA CONDOMINIUM ASSOCIATION, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation. He is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the county and state named above, this 11 day of February, 2004.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 10/3/2005

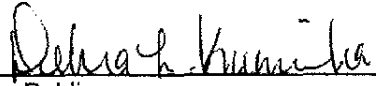



  
James K. Simon

STATE OF FLORIDA  
COUNTY OF Lake

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared James K. Simon, to me known to be the person described in and who executed the foregoing Articles of Incorporation of SKY TOP PROFESSIONAL PLAZA CONDOMINIUM ASSOCIATION, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation. He is personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the county and state named above, this 11 day of February, 2004.

  
Notary Public  
My Commission Expires: 10/03/2005

 Debra L. Kuminka  
My Commission DD082563  
Expires October 3, 2005

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091, Florida Statutes, the following is submitted in compliance with such Statute:

That SKY TOP PROFESSIONAL PLAZA CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Clermont, Lake County, State of Florida, has named James K. Simon as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of 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 the office of registered agent.

  
James K. Simon, Registered Agent

**FILED**  
2004 FEB 23 P 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SKY TOP PROFESSIONAL PLAZA CONDOMINIUM ASSOCIATION, INC.**

**EXHIBIT "A"**

**VOTING BY MEMBERS**

Each Unit Owner shall be entitled to one vote per each Unit owned.

**FILED**

2004 FEB 23 P 1:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA