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05 AUG 22 AM 11:28
OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32399

Amend + N.C.
Q. Coulliette SEP 07 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 554913 9565A

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ PREPAID

ORDER DATE : August 22, 2005

ORDER TIME : 9:56 AM

ORDER NO. : 554913-005

CUSTOMER NO: 9565A

CUSTOMER: Greg Flanagan, Esq
Gregory S. Flanagan, Esq
Suite 104
2701 Southeast Maricamp Road
Ocala, FL 34471

File First

DOMESTIC AMENDMENT FILING

NAME: FLORIDA CITIZENS BANK OFFICE
PARK ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney -- EXT# 2916

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 22, 2005

RESUBMIT

Please give original
submission date as file date.

CSC
ATTN: KELLY
TALLAHASSEE, FL

SUBJECT: FLORIDA CITIZENS BANK OFFICE PARK ASSOCIATION, INC.
Ref. Number: N04000005440

We have received your document for FLORIDA CITIZENS BANK OFFICE PARK ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the approval letter to the Division of Corporations for filing.

Please return 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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 105A00053207

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

JEB BUSH
GOVERNOR

TOM GALLAGHER
CHIEF FINANCIAL OFFICER

CHARLIE CRIST
ATTORNEY GENERAL

September 1, 2005

Gregory S. Flanagan, Esquire
Gregory S. Flanagan, PA
Attorney at Law
2701 Southeast Maricamp Road
Suite 104
Ocala, Florida 34471

Dear Mr. Flanagan:

Re: Florida Citizens Bank Office Park Condominium Association, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

As indicated in previous correspondence, the subject corporation is a property owners association for an office park development initiated by Florida Citizens Bank, located in Gainesville, Florida. You have indicated in your current letter, that the City of Ocala has now required the property to be converted into a land condominium.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

**ARTICLES OF AMENDMENT
OF
FLORIDA CITIZENS BANK OFFICE PARK ASSOCIATION, INC.**

AUTHORIZATION

The following Articles of the Articles of Incorporation filed with the Secretary of State on June 1, 2004 under the name FLORIDA CITIZENS BANK OFFICE PARK ASSOCIATION, INC. under document number N04000005440, are hereby amended, pursuant to F.S. 617.1006, as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be **FLORIDA CITIZENS BANK OFFICE PARK CONDOMINIUM ASSOCIATION, INC.**

**ARTICLE III
PURPOSE**

This Corporation is organized for the dual purpose of operating a Owners Association for Florida Citizens Bank Office Park, a real estate development in Marion County, Florida, including the Florida Citizens Bank Office Park Condominium and other non-condominium property and for the purpose of operating as a Condominium Association for Florida Citizens Bank Office Park Condominium.

Additionally, the Corporation shall have those powers granted to it as a Corporation not for profit by the Florida Not For Profit Corporation Act.

**ARTICLE IV
MEMBERSHIP**

All record owners of the Florida Citizens Bank Parcel and the Condominium Units located in Florida Citizens Bank Office Park Condominium, which was developed as a part of the plan of development for Florida Citizens Bank Office Park, shall be members of this Corporation during the time of ownership of such parcel or Condominium Unit as the case may be. No stock certificates will be issued.

FILED
05 SEP -6 PM 2:37
SECRETARY OF ST.
TALLAHASSEE, FLOR.

ARTICLE V
INITIAL DIRECTORS

All of the affairs of this Corporation shall be managed by a Board of Directors which shall consist of not less than three (3) nor more than five (5) members. The Corporation shall initially have three (3) Directors. The names and addresses of the initial Directors is as follows:

- | | | | | | |
|----|-----------------------|----|--------------------|----|-----------------------------------|
| 1. | Carl Walls | 2. | John L. Bazemore | 3. | Thomas E. Rhodes |
| | 720 South Pine Avenue | | P. O. Box 739 | | 950 N. E. 51 st Avenue |
| | Ocala, Florida 34471 | | McIntosh, FL 32664 | | Ocala, FL 34470 |

The method of election of future Directors shall be as stated in the By-Laws of the Corporation.

ARTICLE VI
PRINCIPAL OFFICE/REGISTERED AGENT/INCORPORATOR

The address of the Corporation's initial principal office is 720 South Pine Avenue, Ocala, Florida 34471.

The name of its initial registered agent and his address is Thomas E. Rhodes, 950 Northeast 51st Avenue, Ocala, Florida 34470.

The name and address of the incorporator is as follows: Carl Walls, 720 South Pine Avenue, Ocala, Florida 34471.

ARTICLE VII
BY-LAWS

The By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded at any regular or special meeting of either the Board of Directors or the membership by vote of a majority of the votes entitled to be cast by the members present at such meeting or by written consent executed by the Board of Directors or by a majority of the members entitled to vote.

ARTICLE VIII
AMENDMENTS

These Articles of Incorporation may be amended after a written proposal as to such amendment shall have been adopted by a two-thirds vote of the parcel and unit owners at any regular or special meeting of the membership called for such purpose, or by written consent executed by sixty percent (60%) of all parcel and unit owners.

ARTICLE IX
STATUTORY PROVISIONS

Notwithstanding any other provision of these Articles no member, trustee, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization pursuant to Sections 617.301 through 617.306, or Chapter 718, Florida Statutes, 2004, as the same may be hereafter amended.

ARTICLE X
DISTRIBUTION ON DISSOLUTION of the original Articles of Incorporation, filed June 1, 2004 is hereby deleted.

CERTIFICATE

The foregoing Amendment requires member approval and has been duly and unanimously authorized and adopted by all Directors and all Members of the Corporation on August 17th, 2005 in accordance with the aforesaid Articles and F.S. 617.1002 and F.S. 617.1006.

August 17th, 2005



CARL WALLS



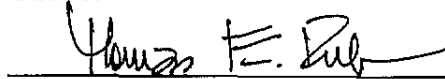
JOHN L. BAZEMORE



THOMAS E. RHODES

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



THOMAS E. RHODES