

Division of Corporations

Page 1 of 1

**N04000005617**

Florida Department of State  
Division of Corporations  
Public Access System

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H04000119828 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

FILED  
04 JUN -4 AM 10:51  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**FLORIDA NON-PROFIT CORPORATION****CREEKSIDE MEDICAL COMMERCIAL CONDOMINIUM ASSOCIATION, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 07      |
| Estimated Charge      | \$78.75 |

**Electronic Filing Menu****Corporate Filing****Public Access Help**

H04000119828 3

04 JUN -4 AM 10:51  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FILED

ARTICLES OF INCORPORATION  
OF  
CREEKSIDE MEDICAL COMMERCIAL  
CONDOMINIUM ASSOCIATION, INC.

Pursuant to Section 617.0202, Florida Statutes, these Articles of Incorporation are created by Matthew L. Grabinski, Esquire, of Goodlene, Coleman & Johnson, P.A., 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME AND ADDRESS: The name of the corporation, herein called the "Association", is Creekside Medical Commercial Condominium Association, Inc, a Florida not for profit corporation. The address of the Association is C/O Barron Collier Companies, 2600 Golden Gate Parkway, Naples, Florida 34105.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Creekside Medical Commercial Condominium, a Commercial Condominium, located in Collier County, Florida. The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including, but not limited to the following:

- (A) To make and collect Assessments against Members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of Assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Condominium Property.
- (C) To purchase insurance upon the Condominium Property and Association Property for the protection of the Association and its Members.

H04000119828 3

04000119828 3

- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements and Association Property, and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of Units, as provided by the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the Condominium and the Condominium Property; to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the condominium documents to be exercised by the Board of Directors or the Membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To enter into agreements, or acquire leaseholds, Memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the Unit Owners.
- (K) To borrow money without limit as to amount if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held in trust for the benefit of the Members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

### ARTICLE III

#### MEMBERSHIP:

- (A) The Members of the Association shall consist of all record Owners of legal title to one or more Units in the Condominium, as further provided in the Bylaws.

04000119828 3

H04000119828 3

(B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Unit.

(C) The Owners of each Unit, collectively, shall be entitled to vote in Association matters, as further set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

#### ARTICLE IV

TERM: The term of the Association shall be perpetual.

#### ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

#### ARTICLE VI

##### DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors. In the absence of a Bylaw provision to the contrary, the Board shall consist of three (3) Directors.

(B) Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board.

#### ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Prior to the recording of the Declaration of Condominium of Creekside Medical Commercial Condominium, a Commercial Condominium, in the Public Records of Collier County, Florida, these

H04000119828 3

H04000119828 3

Articles may be amended by an instrument in writing signed by the President (or Vice President) and the Secretary (or an Assistant Secretary) and filed with the Secretary of State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendment and give the date of adoption of the amendment by the Board of Directors. A certified copy of each such amendment shall always be attached to any certified copy of these Articles as restated to include such amendments and shall be an exhibit to the Declaration of Condominium upon the recording of such Declaration. This Article VII is intended to comply with Chapter 617, Florida Statutes.

- (B) After the recording of the Declaration of Condominium of Creekside Medical Commercial Condominium, a Commercial Condominium (the "Declaration") in the Public Records of Collier County, Florida, these Articles may be amended in the following manner:

- (1) Proposal. Amendments to these Articles may be proposed by a majority of the Board of Directors or by petition of the Owners of 2/3rd of the Voting Interests (as defined in the Declaration) by instrument, in writing, signed by them.
- (2) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Unit Owners, such proposed amendment or amendments shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given.
- (3) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that notice contains the full text of the proposed amendment.
- (4) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

H04000119828 3

P04000119828 3

**ARTICLE VIII**

**INITIAL REGISTERED AGENT:**

The initial registered office of the Association shall be at:

4001 Tamiami Trail North, #300  
Naples, Florida 34103

The initial registered agent at said address shall be:

Matthew L. Grabinski, Esq.

**ARTICLE IX**

**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities including attorney's fees (at all trial and appellate levels), actually and reasonably incurred by or imposed on such person or persons in connection with any claim, legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not such person is a Director or officer at the time such expenses are incurred. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (1) Gross negligence or willful misconduct in office by any Director or officer.
- (2) Any criminal action, unless the Director or officer acted in good faith and in a manner reasonably believed was in, or not opposed to, the best interest of the Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

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.

P04000119828 3

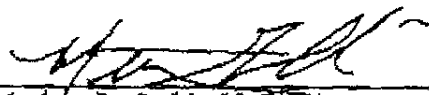
H04000119828 3

**ARTICLE X**

**DEFINITIONS:**

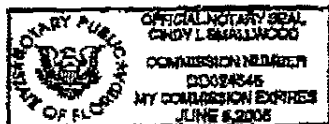
All terms utilized herein shall have the same meanings as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit.

4<sup>th</sup> WHEREFORE the incorporator has caused these presents to be executed this day of June, 2004.

  
Matthew L. Grabinski, Esquire

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of June, 2004 by Matthew L. Grabinski, who is personally known to me.



  
Notary Public  
Print Name  
Cindy L. Smallwood  
State of Florida at Large  
Commission No. \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Act.

  
Matthew L. Grabinski

H04000119828 3