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SCHROEDER AND LARCHE, P.A.

ATTORNEYS AT LAW
120 EAST PALMETTO PARK ROAD
SUITE 150
BOCA RATON, FLORIDA 33432

MICHAEL A. SCHROEDER
W. LAWRENCE LARCHE*
NANCY S. HARRISON**

TELEPHONE (561) 241-0300
FACSIMILE (561) 241-0798

*FLORIDA BAR BOARD CERTIFIED WILLS
TRUSTS AND ESTATES LAWYER
**ALSO ADMITTED IN MICHIGAN

mschroeder@schroederlarche.com
wlarche@schroederlarche.com
nharrison@schroederlarche.com

August 2, 2004

Division of Corporations
Attn: Mr. Lee Yarbrough
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing Articles of Incorporation
Juno Ocean Key Professional Building Condominium Association, Inc.

Dear Mr. Yarbrough:

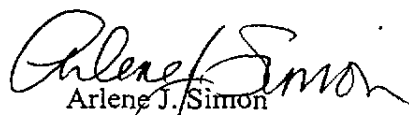
Thank you for your assistance today regarding the difficulty I was having attempting to electronically file the above-referenced Articles of Incorporation. As I indicated to you, the field for the name of the entity was not long enough to accommodate this name.

You stated that we could forward the documents to your attention and you would file the Articles for us. Accordingly, I am enclosing the original Articles of Incorporation for filing as well as a copy which we would like to have "date stamped." Additionally, we would like to obtain a certified copy of these Articles. I have also enclosed our firm's Check No. 12521 in the amount of \$78.75 which covers the filing fee and certified copy charge.

I would appreciate your filing these Articles as soon as you receive this package, fax us the confirmation of filing and send the stamped copy back to us by regular mail.

Thank you again for your assistance in this matter.

Sincerely,


Arlene J. Simon
Legal Secretary
Schroeder and Larche, P.A.

ARTICLES OF INCORPORATION
OF
JUNO OCEAN KEY PROFESSIONAL BUILDING
CONDOMINIUM ASSOCIATION, INC.,
A NOT-FOR-PROFIT CORPORATION

04 AUG -3 PM 4:15
TALLahas, FLORIDA

ARTICLE I - NAME

The name of the corporation is Juno Ocean Key Professional Building Condominium Association, Inc., a Florida not-for-profit corporation (hereinafter referred to as the "Association").

ARTICLE II - INCORPORATION

This Association is incorporated as a corporation not for profit under the provisions of Chapter 617, Florida Statutes, as amended.

ARTICLE III - PRINCIPAL OFFICE

The initial principal office and post office address of the Association shall be 287 Goolsby Boulevard, Deerfield Beach, Florida 33442.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The street address of the registered office of the Association is 120 East Palmetto Park Road, Suite 150, Boca Raton, Florida 33432, and the name of the resident agent of the Association at that address is Michael A. Schroeder, Esq.

ARTICLE V - PURPOSE

The general nature, objects and purposes of the Association are as follows:

- A. To operate, administer, maintain, repair and replace the Common Elements of Juno Ocean Key Professional Building Condominium (the "Condominium"), to be created pursuant to the provisions of the Chapter 718, Florida Statutes, as amended (the "Condominium Act").
- B. To operate and administer the Condominium and carry out the functions and duties of the Association as set forth in the Declaration of Condominium of Juno Ocean Key Professional Building Condominium, and the exhibits annexed thereto, establishing the Condominium (the

"Declaration"), which Declaration shall be recorded among the Public Records of Palm Beach County, Florida.

C. To own and acquire any real estate or interest or rights therein appurtenant thereto and any and all personal property in connection therewith as may be incidental or necessary to such purpose, all on a not-for-profit basis.

ARTICLE VI - TERM OF EXISTENCE

The term for which this Association is to exist is perpetual.

ARTICLE VII - MEMBERS

The members of the Association shall consist of all of the record owners (each, a "Unit Owner") of the units comprising the Condominium Property (each, a "Unit"). Until the recording of the Declaration submitting the Condominium Property to condominium ownership, the members of the Association shall consist of the incorporators. A Unit Owner shall automatically be and become a member of the Association. The share of a member in the funds and assets of this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit. Membership shall likewise automatically terminate upon sale or transfer of the Unit, whether voluntarily or involuntarily. Each Unit Owner shall be entitled to one vote at any meeting of the Association. A vote of a Unit Owner shall not be divisible.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the Association shall be governed by a Board of Directors which Board will consist of not less than three (3) nor more than the number specified by the Bylaws, except that the first Board of Directors shall consist of three (3) persons who need not be members of the Association. Directors shall be elected or appointed in the manner specified in the Bylaws. All of the duties and powers of the Association existing under the Condominium Act, the statutes of the State of Florida respecting corporations not for profit, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

ARTICLE IX - OFFICERS

The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, and such assistants to such officers as the Board may deem appropriate. The foregoing officers shall be elected at the first meeting of the initial Board of Directors and at each annual meeting of the Board of Directors thereafter, and shall hold office until their successors are elected or until they are otherwise removed. Any officer may be removed at any meeting by the affirmative vote of a majority of the members of the Board of Directors, either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

ARTICLE X - BYLAWS

The initial Bylaws of the Association are those annexed to the Declaration. Such Bylaws, subject to the provisions herein and therein contained, may be altered, amended, or added to in the manner for in said initial Bylaws or any subsequent Bylaws.

ARTICLE XI - AMENDMENT TO ARTICLES

These Articles of Incorporation may be altered, amended, changed, added to or repealed (a) in the manner now or hereafter prescribed by statute; or (b) as provided in the Bylaws or in the Declaration, as each of the same may exist from time to time. In no event, however, will any amendment to these Articles be effective that conflicts with the provisions of the Declaration unless and until a corresponding amendment to the Declaration is adopted in the manner therein provided.

ARTICLE XII - COMPENSATION

The Association shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the Association shall be distributed to its members, Directors or officers. The Association may pay compensation in reasonable amounts to its members, Directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distributions to its members, provided, however, that no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income.

ARTICLE XIII - TERMINATION

In the event of the termination of said Condominium under the Condominium Act, or pursuant to the Declaration, the distributive share to each Unit Owner shall be determined in accordance with the provisions of the Declaration.

ARTICLE XIV - POWERS

The Association shall have all the powers which a corporation not for profit may have under Chapter 617, Florida Statutes, as amended, together with those powers conferred by the Condominium Act, the Declaration, these Articles and the Bylaws of the Association. Neither the Association nor any member thereof shall have the right to exercise any power which is in conflict with the laws of the State of Florida which are applicable to condominiums and corporations not for profit, the Declaration, these Articles, or the Bylaws of the Association.

ARTICLE XV - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon such Director or officer in connection with or arising out of any action, suit or proceeding in which such Director or officer may be involved or to which such Director or officer may be made a party by reason of having been a Director or officer of the Association, such expense to be included in the cost of reasonable settlements (other than amounts paid to the Association itself) made with a view to the curtailment of the costs of litigation. The Association shall not, however, indemnify such Director or officer with respect to matters as to which such Director or officer shall be finally adjudged in any action, suit or proceeding to be liable for negligence or misconduct in the performance of the duty of such Director or officer as a Director or officer, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or officer in conducting such litigation to final conclusion. Any such settlement that has been approved by the Association shall be deemed to be reasonable in amount. In no event shall anything herein contained be construed as authorizing the Association to indemnify any such Director or officer against any

liability of the Association to which such Director or officer would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the office of such officer or Director. The foregoing right of indemnification shall be in addition to any other rights to which any such Director or officer may be entitled as a matter of law or otherwise, and may be effected by the Association through the purchase of Directors' and officers' liability insurance.

ARTICLE XVI - DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration unless herein provided to the contrary or unless the context otherwise requires.

ARTICLE XVII - INCORPORATOR

The name and address of the incorporator of this Association is as follows:

David Lesnoy
12001 Remington Drive, Suite 200
Silver Spring, Maryland 20902

I THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, does hereby subscribe to these Articles of Incorporation, and has hereunto set his hand and seal this 27th day of July, 2004.



DAVID LESNOY

STATE OF MARYLAND)
) ss:
COUNTY OF MONTGOMERY)

The foregoing instrument was acknowledged before me this 27th day of July,
2004, by David Lesnoy. He/She is ✓ personally known to me or _____ has produced
_____ as identification.

My Commission Expires:
My Commission Number:
My Notary Seal:



Thomas S. Olin
Notary Public, State of Maryland

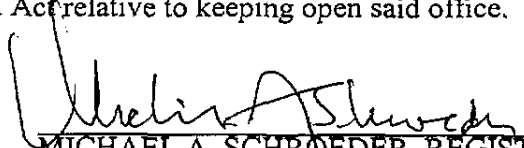
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Juno Ocean Key Professional Building 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, has named Michael A. Schroeder, Esq., of the firm of Schroeder and Larche, P.A., at 120 E. Palmetto Park Road, Suite 150, Boca Raton, County of Palm Beach, State of Florida 33431, as its agent to accept service of process within this State. The principal office of the Association shall be 287 Goolsby Boulevard, Deerfield Beach, Florida 33442.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Association, at the place designated in this Certificate, I hereby accept the designation to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL A. SCHROEDER, REGISTERED AGENT

04 AUG -3 PM 4:15
STATE
TALLAHASSEE FLORIDA