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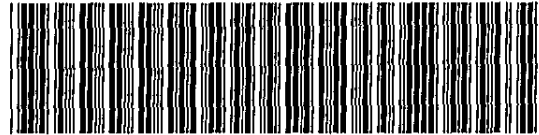
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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Jupiter Design Center

Signature \_\_\_\_\_

Requested by \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
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**ARTICLES OF INCORPORATION  
OF  
JUPITER DESIGN CENTER CONDOMINIUM ASSOCIATION, INC.  
(a Corporation not for Profit)**

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes and certify as follows:

**ARTICLE I**

**Name**

The name of this corporation shall be: Jupiter Design Center Condominium Association, Inc., whose address shall be 775 Indiantown Road, Jupiter, Florida, 33458. For convenience, the corporation shall be referred to in this instrument as the "Association".

**ARTICLE II**

**Term**

The term of the Association shall be perpetual.

**ARTICLE III**

**Purpose**

The purpose for which the Association is organized is to provide an entity pursuant to the CONDOMINIUM ACT of the State of Florida (F.S. 718, et.seq.) and amendments thereto, for the operation of Jupiter Commons Condominium, hereinafter referred to as the "Condominium".

**ARTICLE IV**

**Address**

The address of this Association shall be: 775 Indiantown Road, Jupiter, FL 33458.

ARTICLE V  
Incorporator

The names and addresses of the incorporators are:

| <u>Name</u>       | <u>Address</u>                                   |
|-------------------|--|
| Donaldson Hearing | 1934 Commerce Lane, Suite 1<br>Jupiter, FL 33458 |
| Robert J. Cotleur | 1934 Commerce Lane, Suite 1<br>Jupiter, FL 33458 |

ARTICLE VI  
Registered Agent

The name of the initial registered agent and the address of the initial registered office of said registered agent is as follows:

|                   |  |
|-------------------|--|
| Donaldson Hearing | 1934 Commerce Lane, Suite 1<br>Jupiter, FL 33458 |
|-------------------|--|

ARTICLE VII  
Directors

A. The affairs of the Association shall be managed by a Board of Directors consisting of a number of Directors determined by the Bylaws but shall not be less than three nor more than five. In the absence of such determination, the Board shall consist of three Directors. Directors need not be members of the Association.

B. Directors of the Association shall be elected by annual meetings of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

C. The names and addresses of the members of the first Board of Directors, who shall serve until their successors have been elected and have qualified or until they are removed are:

|                   |   |
|-------------------|---|
| Donaldson Hearing | 1934 Commerce Lane, Suite 1<br>Jupiter, Florida 33458 |
| Robert J. Cotleur | 1934 Commerce Lane, Suite 1<br>Jupiter, Florida 33458 |

D. The Directors named in this Article shall serve until the first election of Directors and any vacancies in their number occurring before the first election of Directors shall be filled by the remaining Directors. The first election of Directors shall not be held until the first to occur of the following:

1. Three (3) years after fifty percent (50%) of all units that will be operated ultimately by the Association have been sold by the Developer and their titles conveyed; or

2. Three (3) months after ninety percent (90%) of all units that will be operated ultimately by the Association have been sold by the Developer and their titles conveyed; or

3. When all units that will be operated ultimately by the Association have been completed, and the Developer ceases to offer unsold units for sale in the ordinary course of business; or

4. When Developer elects to terminate its control of the Association.

At the end of such period of time, a Special Meeting of the Members shall be called and held in accordance with the Bylaws for the purpose of electing Directors.

Notwithstanding the above, upon sale and closing of at least fifteen percent (15%) of the units that will be operated ultimately by the Association, the unit owners other than Developer shall be entitled to elect no less than one-third (1/3) of the Directors. A Special Meeting of the Members shall be called by the Association for this purpose within sixty (60) days after the unit owners other than Developer are entitled to elect Directors to the Board of Directors. The Association shall give not less than thirty (30) days or more than forty (40) days notice to all Members of said Special Meeting.

An employee of a business entity owner, such as Developer, shall be eligible to serve as a Director of the Association. The Directors herein named shall serve until their replacements are duly elected and any vacancies in their number occurring before the first election shall be filled by the Developer.

The Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as Developer holds for sale in the ordinary course of business at least five percent (5%) of the units that will be operated ultimately by the Association.

The Developer shall be entitled at any time to remove or replace any Director originally selected by the Developer.

ARTICLE VIII  
Officers

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association 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 of Directors are as follows:

|                          |                   |  |
|--------------------------|-------------------|--|
| President-Treasurer      | Donaldson Hearing | 1934 Commerce Lane, Suite 1<br>Jupiter, FL 33458 |
| Vice President-Secretary | Robert J. Cotleur | 1934 Commerce Lane, Suite 1<br>Jupiter, FL 33458 |

ARTICLE IX  
Indemnification

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been Director or an Officer at the time such expenses are incurred, except when the Officer or Director is adjudged guilty of willful negligence or fraud in the performance of his duties, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest 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 X  
Bylaws

The Bylaws of the Association shall be adopted by the first Board of Directors and may be altered, amended or rescinded only at duly called meetings of the members in the manner provided by the Bylaws.

ARTICLE XI  
Amendments

A. A majority of the Board of Directors or a majority of the voting members may propose alterations, amendments to, or the rescission of these Articles of Incorporation, so long as the proposals shall set forth the proposed alteration, amendment, or rescission; shall be in writing; shall be filed by the Board of Directors or a majority of the members and shall thereupon call a Special Meeting of the members of the Association not less than ten (10) days nor later than thirty (30) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of seventy-five (75%) of the Board of Directors, and

an affirmative vote of seventy-five (75%) of all votes of members of the Association shall be required for the adoption of the proposed alteration, amendment or rescission.

B. Any voting member may waive any or all of the requirements of this Article as to notice of proposals to the President of the Association for the alteration, amendment, or rescission of these Articles. Said waiver may occur before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

## ARTICLE XII Negation of Pecuniary Gain

The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature, shall be used and distributed exclusively for charitable, scientific, and education purposes.

## ARTICLE XIII Powers

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a nonprofit corporation which are not in conflict with the terms of these Articles.

B. The Association shall have all the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration of Condominium and its Exhibits, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time, including but not limited to, the following:

1. To make and collect assessments against members as unit owners to defray costs, expenses and losses of the Condominium.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. The maintenance, repair, replacement and operation of the Condominium property.
4. The purchase of insurance upon the Condominium property and insurance for the protection of the Association and its members as unit owners.
5. The reconstruction of improvements after casualty and further improvements of the property.
6. To make and amend reasonable regulations respecting the use of the property in the Condominium; provided, however, that all such regulations and their amendments shall be

approved by not less than seventy-five percent (75%) of the votes of the entire membership of the Board of Directors, and not less than a majority of the number of votes in attendance or by proxy, before such shall become effective.

7. To approve or disapprove the transfer, mortgage, and ownership of units as may be provided by the Declaration of Condominium and the Bylaws.

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

9. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease or assign such portions.

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

11. To establish Bylaws for the operation of the Association.

C. Except as provided in the Declaration of Condominium, the Association shall not have the power to purchase any unit in the Condominium except at sales in foreclosures of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the Condominium units.

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

E. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

F. No part of the income, if any, of this Association shall be distributed to the members, directors or officers of the Association unless in connection with the termination of the Condominium.



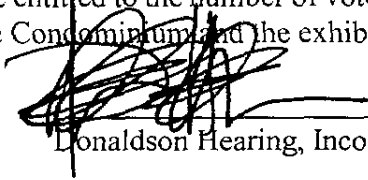
ARTICLE XIV  
Members

A. The members of the Association shall consist of all record owners of units in the Condominium who have been approved for membership by the Association and are record title holders of a condominium unit. After termination of the Condominium, the members of the Association shall consist of those who are members at the time of such termination, their successors, assigns, and/or trustees.

B. After receiving approval of the Association as required by the Declaration of Condominium, a change of membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument of like style and form conveying title. The owner designated by such instrument thus becomes a member of the Association, and the membership of the prior owner is terminated.

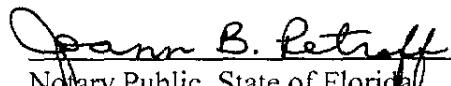
C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

D. The owner(s) of each unit shall be entitled to the number of votes for that unit as set forth in the Declaration of Condominium for the Condominium and the exhibits thereto.

  
Donaldson Hearing, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18 day of November, 2004, by Donaldson Hearing, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

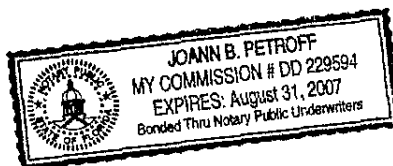
  
Notary Public, State of Florida

Printed Name: Joann B. Petroff

Commission Number: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

(NOTARY SEAL)



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

In compliance with the Florida Statutes, the following is submitted:

JUPITER DESIGN CENTER CONDOMINIUM ASSOCIATION, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, has named

Agent

Address

Donaldson Hearing


1934 Commerce Lane, Suite 1  
Jupiter, FL 33458

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGMENT AND ACCEPTANCE**

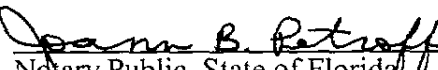
Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

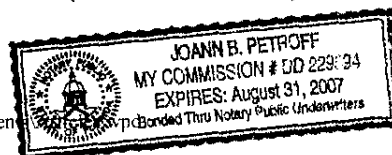
DATED: November 18, 2004

  
\_\_\_\_\_  
Donaldson Hearing  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18 day of November, 2004, by Donaldson Hearing, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Printed Name: Joann B. Petroff  
Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
(NOTARY SEAL)



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