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DIVISION OF STATE  
TALLAHASSEE FLORIDA

**FLORIDA NON-PROFIT CORPORATION**

**Bayfront Medical Office Plaza Condominium, Inc.**

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ARTICLES OF INCORPORATION  
OF  
BAYFRONT MEDICAL OFFICE PLAZA CONDOMINIUM, INC. OF STATE  
(A Corporation Not For Profit) PINELLAS COUNTY FLORIDA

In order to form a corporation under and in accordance with the provisions or the Laws of the State of Florida for the Formation of Corporations Not for Profit, the undersigned, hereby subscribes to these ARTICLES OF INCORPORATION (the "Articles"):

I

The name of this corporation shall be: BAYFRONT MEDICAL OFFICE PLAZA CONDOMINIUM, INC., (the "Association").

II

The Association is organized for the purpose of providing an entity pursuant to Chapter 718, Florida Statutes, (the "Condominium Act") to operate the BAYFRONT MEDICAL OFFICE PLAZA CONDOMINIUM, an Office Condominium, (the "Condominium"), to be established by BAYFRONT HEALTH SYSTEM, INC., a Florida not for profit corporation, (the "Developer"), in accordance with the Condominium Act by the filing of a DECLARATION OF CONDOMINIUM upon property situate, lying and being in Pinellas County, Florida, as more particularly described in the DECLARATION OF CONDOMINIUM ("Declaration of Condominium") thereof.

III

Terms not specifically defined within the Articles are defined as set forth in Chapter 718 of Florida Statutes.

IV

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to corporations not for profit, except where the same are in conflict with the Declaration of Condominium, the Articles or the By-Laws, if any, hereinafter to be adopted by this Association (the "By-Laws").

2. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, except as limited herein. These powers include but are not limited to the following:

a. To make and establish Rules and Regulations governing the use of the Condominium Property.

b. To levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium as provided for in the Declaration of

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Condominium and the By-Laws, if any, including but not limited to the right to levy and collect assessments for the purchase of insurance on the Condominium Property and insurance for the protection of the Association and its members and for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Units in said Condominium, which may be necessary or convenient for the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration of Condominium.

c. To maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and to make further improvements to the Condominium Property.

d. To contract for the management of the Condominium and to delegate such powers and duties of the Association to such manager as may be provided for in the Declaration of Condominium and the By-Laws, if any.

e. To enforce the provisions of said Declaration of Condominium, the Articles, the By-Laws, if any, and the Rules and Regulations governing the use of said Condominium which may hereafter be adopted (the "Rules and Regulations").

f. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Condominium.

g. To acquire and enter into agreements whereby the Association acquires real property, holds, leases or mortgages the same, subject to provisions of the Declaration and By-Laws, if any. The expenses incurred in the maintenance, operation and taxes of any such property shall be included in the Common Expenses of the Association.

h. The irrevocable right of access to each unit during reasonable hours, when necessary, for the maintenance, repair or replacement of any Common Elements or for making emergency repairs necessary to prevent damage to the Common Elements or to another unit.

i. To approve or disapprove the transfer, mortgage and ownership of units as may be provided by the Declaration and By-Laws, if any.

## V

The qualifications to become a member of the Association, the manner of admission as a member in the Association and the manner of termination of such members follows:

1. The owners of all Units in the Condominium shall be the members of the Association, and no other persons or entities shall be entitled to membership, except as provided in Item 2 of this Article V.

2. Subject to the provisions of the Declaration of Condominium and the By-Laws, if any, membership shall be established by the acquisition of fee title to a unit in the Condominium. The membership of any party shall be automatically terminated upon the member being divested

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of title to all units owned by such member in the Condominium. Membership is non-transferable except as appurtenant to a unit.

## VI

Votes by the membership may be exercised or cast by the owner or owners of each Unit in such manner as may be provided for in the Declaration of Condominium and By-Laws, if any.

## VII

The Association shall have perpetual existence.

## VIII

The street address of the initial registered office of this Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202 and the name of the initial registered agent at such address is F&L Corp.

## IX

The Association shall maintain a principal office, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. The principal office of the Association is at: 701 Sixth Street South, St. Petersburg, Florida 33701.

## X

The affairs of the Association will be managed by a Board of Directors consisting of Four (4) Directors. Directors need not be members of the Association.

The first election of a member of the Board of Directors will not be held until unit owners other than the Developer are entitled to elect a number of said Board in accordance with Florida Statute 718.301. Subsequent elections shall be held as and when unit owners other than the Developer become entitled to elect another member or members of the Board of Directors in accordance with said Statute.

Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws, if any. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws, if any.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors or as provided for in the Declaration of Condominium or the By-Laws, if any, of the Association.

The name and address of the Director who shall hold office until their successors are appointed or elected is:

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Sue G. Brody  
701 Sixth Street South  
St. Petersburg, Florida 33701

Robert Thornton  
701 Sixth Street South  
St. Petersburg, Florida 33701

Eric Feder  
701 Sixth Street South  
St. Petersburg, Florida 33701

Philip Powell  
701 Sixth Street South  
St. Petersburg, Florida 33701

## XI

The officers of the Association 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.

## XII

The Subscriber to the Articles is:

Stephen J. Szabo  
Foley & Lardner LLP  
100 North Tampa Street  
Suite 2700  
Tampa, Florida 33602

## XIII

The original By-Laws, if any, of the Association shall be adopted by a majority vote of the Directors of the Association and thereafter such By-Laws may be altered or rescinded only in such manner as said By-Laws, if any, may provide.

## XIV

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred. This indemnification shall not apply in such cases where the Director or officer is adjudged

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guilty of willful misfeasance or malfeasance in the performance of his duties. 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. The Directors shall be authorized to purchase, out of the assets of the Association, Directors' Liability Insurance.

## XV

Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by a majority of the members of the Association entitled to cast votes of the Association, whether meeting as members or by instrument in writing signed by them. Any Amendment or Amendments to the Articles of Incorporation being proposed by said Board of Directors, or members, shall be enacted as part of the Articles upon performance of the following:

1. Such proposed Amendment or Amendments shall be transmitted to the President of the Association, or other officer of the Association in the absence of the President, who shall thereupon call a Special Meeting of the members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from receipt by him of the proposed Amendment or Amendments.

2. Upon call of a Special Meeting it shall be the duty of the Secretary to give to each member written or printed notice of such Special Meeting, stating the time and place thereof, and reciting the proposed Amendment or Amendments in reasonably detailed form, which notice shall be mailed not less than ten (10) days or more than thirty (30) days before the date set for such Special 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 Association, 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 Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

3. At the Special Meeting, the Amendment or Amendments proposed must be approved by an affirmative vote of two-thirds of the total number of votes entitled to be cast by all of the membership in order for such Amendment or Amendments to become effective. Thereupon, such Amendment or Amendments of the Articles of Incorporation shall be transcribed and certified by the President and Secretary of the Association as having been duly adopted and the original or an executed copy of such Amendment or Amendments so certified and executed with the same formalities as a Deed shall be filed with the Secretary of State of Florida and also recorded in the Public Records of the county in which the condominium property is situated, within ten (10) days from the date on which the same became effective, such Amendment or Amendments to specifically refer to the recording data identifying the Declaration of Condominium. At any meeting held to consider such Amendment or Amendments, the written vote of any member of the Association shall be recognized if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

4. Thereafter, a copy of said Amendment or Amendments in the form in which the same were placed of record by the officers of the Association shall be delivered to all of the

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owners of all Units, but delivery of a copy thereof shall not be a condition precedent to the effectiveness of such Amendment or Amendments.

5. Notwithstanding the foregoing provisions of this Article XV, no amendment of these Articles of Incorporation which shall abridge, limit, amend or alter the right of the Developer as set forth in the aforesaid Declaration of Condominium may be adopted or become effective without the prior written consent of the Developer.

#### XVI

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. The funds and assets of the Association shall belong solely to the Association 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.

#### XVII

The Association shall be free to contract with the Developer, its officers and directors, and any other corporation in which any of them are interested.

IN WITNESS WHEREOF, the subscriber has affixed his signature this 24th day of November, 2004.

  
\_\_\_\_\_  
Stephen J. 24100

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### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and acknowledges that it is familiar with and accepts the obligations of its position as registered agent.

REGISTERED AGENT:

F&L CORP.

Date: November 23, 2004

By:

Randolph J. Wolfe  
Randolph J. Wolfe, Vice President

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