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### TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT:	Delta Way Office Condominium Associatio, Inc.			
(PROPOSED CORPORATE NAME – <u>MUST INCLUDE SUFFIX</u> )				
Enclosed is an original and	d one(1) copy of the Articl	es of Incorporation and a	check for:	
\$70.00	\$78.75	<b>□</b> \$78.75	\$87.50	
Filing Fee	Filing Fee &	Filing Fee	Filing Fee,	
	Certificate of	& Certified Copy	Certified Copy	
	Status	<u> </u>	& Certificate	
		ADDITIONAL COPY REQUIRED		
		<u></u>		
FROM: Inga G. Fahs-Gielisse, Esq.  Name (Printed or typed)				
	2709-4 Killarney Wa	-	_	
Address Tallabassas El 22200				
				Tallahassee, FL 32309  City, State & Zip
	,			
	(850) 894-7077			
Daytime Telephone number				

NOTE: Please provide the original and one copy of the articles.

# ARTICLES OF INCORPORATION OF DELTA WAY OFFICE CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not-for-profit, and hereby adopt the following Articles of Incorporation:

## ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION

The name of the corporation, hereinafter called the "Association," shall be <u>DELTA WAY</u>

<u>OFFICE CONDOMINIUM ASSOCIATION, INC.</u> Its principal office and place of business shall be at <u>3402 Apalachee Parkway, Tallahassee, Florida 32311</u>. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

#### ARTICLE II PURPOSE AND POWERS

- Section 1. The purpose for which this Association is organized is to act as a governing "Association" within the meaning of the Condominium Act (Chapter 718, Florida Statutes) for <u>DELTA WAY OFFICE CONDOMINIUM ASSOCIATION, INC.</u> located in Leon County, Florida.
- Section 2. The Association shall have all the rights, powers, duties and functions of a governing association as set forth in the Condominium Act, now or hereafter in effect and all power

and duties reasonably necessary to administer, govern and maintain the condominium pursuant to the Declaration of Condominium as it may be amended from time to time, including but not limited to, the following:

- (a) Make and collect assessments against members of the Association for the purpose of defraying the charges and expenses of the condominium and of all other properties the Association shall hold, by whatever means, and operation of the Association. Assessments paid by the unit owners shall be held in trust by the Association and used to pay:
  - The cost of operation, maintenance, preservation, enhancement or repair of the condominium property and other costs related thereto; and
  - (2) The cost of administration of the affairs of the Association, including payment of applicable taxes and preservation of the Association's existence, to the extent properly allocable to the Association's duties under the Declaration of Condominium (all thereof, in the event that the Association undertakes no other activities); to the extent not expended in the year in which paid, assessments shall continue to be held in trust by the Association for the benefit of the unit owners to be expended for the aforesaid purposes or, upon any termination of the condominium, the unexpended portion shall be added to the common surplus for disbursement to the unit owners.
- (b) Use the proceeds of assessments in the exercise of its power and duties.
- (c) Maintain, repair, replace or operate the common elements.
- (d) Purchase insurance upon condominium property and all property the Association shall hold and insurance for the protection of the Association and its members.
- (e) Improve condominium property further and, after casualty, to reconstruct improvements.
- (f) Approve or disapprove the transfer, by sale, rental, gift, devise, bequest, succession, or otherwise, and the ownership and encumbrance of family units as may be provided by the Declaration of Condominium and the Bylaws of the Association.
- (g) Enforce by legal means the provision of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association, and the regulations for the use of the condominium.

- (h) Contract for the management and maintenance of the condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties in performing such functions as the submissions of proposals, collection of assessments, preparation of record, enforcement of rules and maintenance, repairs and replacement of common element with funds as shall be available by the Association for such purposes. The Association and its officers, shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including, bu not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (i) Purchase, lease, receive by gift, or otherwise acquire possessory or use interests in real and personal property, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use of benefit to the members of the Association.
- (j) Contract for the management, operation and upkeep of any and all property held or controlled by the Association.
- (k) Encumber, lease, or grant other possessory or use interest or easements in any and all property which the Association may acquire or control, including, but not limited to, the common elements of the condominium and any recreational facilities.
- (1) Enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of date processing facilities or services, so as to carry out the Association's responsibilities and to comply with the requirements of the law of the State of Florida with regard to maintenance of records.
- (m) Enter into such other contract or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and function of the Association.
- (n) Employ all personnel and engage such professional services as are reasonably necessary to perform the services required for proper exercise of the rights, powers, duties, and functions of the Association.
- (o) Exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not-for-profit, and of an

association within the meaning of the Condominium Act, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.

Section 3. Any officer or director individually, or any firm or corporation of which any officer or director shall be a member, stockholder, officer, director, employee or agent, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Association, provided that he/she or such firm or corporation so interested shall be disclosed or shall have known to the Board of Directors or a majority thereof, prior to the making thereof. No contracts or other transactions between this Association and any other such persons, firms, corporations, and no act of this Association shall be in any way affected or invalidated thereby. Any director of this Association who is also director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Association, which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other corporation or not so interested.

## ARTICLE III QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION

- Section 1. The subscribers constitute the sole members of this Association until the recording of a Declaration of Condominium naming this Association as the Association thereunder. Upon the recording of the Declaration of Condominium, each owner of a unit shall be entitled to membership in the Association. At such time as the purchase price is paid and the deed to a unit is recorded, the owner thereof shall become a member.
- **Section 2.** Ownership of a condominium unit shall be a prerequisite to exercising any rights as member. A condominium unit may be owned by more than one person or by a corporation, association, partnership or trust.
- Section 3. Membership shall not be transferable, except as provided herein or in any Declaration of Condominium naming this Association as the Association thereunder. The

provisions of the Declaration of Condominium. The transferor's membership shall automatically transfer and be vested in the new owner succeeding the ownership interest in the units, subject to a lien thereon for all undischarged assessments or assessment installments. The Association may rely on a recorded deed as evidence of transfer of a unit and thereupon terminate the transferor's membership and recognize the membership of the transferee.

## ARTICLE IV TERM OF EXISTENCE

The Association shall have perpetual existence.

## ARTICLE V NAMES AND RESIDENCE OF THE SUBSCRIBER

The names and address of the subscriber of these Articles are as follows:

Jim Bennett

3402 Apalachee Parkway

Tallahassee, FL, 32311

#### ARTICLE VI OFFICERS

Section 1. The Officers of the Association shall consist of a <u>President</u>, a <u>Vice-</u>

<u>President</u>, a <u>Secretary-Treasurer</u>, and any assistance to such officers or other officers as the Board of Directors may deem appropriate from time to time.

**Section 2.** The officers who are to serve until the first election are:

<u>NAME</u> <u>OFFICE</u> <u>ADDRESS</u>

Jim Bennett President 3402 Apalachee Parkway

Tallahassee, FL 32311

Michelle Johnston Secretary/Treasures 3402 Apalachee Parkway
Tallahassee, FL 32311

Section 3. Officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of the majority of the member of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

#### ARTICLE VII BOARD OF DIRECTORS

Section 1. The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of not less than <u>three (3) members.</u>

Section 2. The initial Board of Directors consists of two (2) members whose names and terms of office are as follows:

**NAME** 

**TERM** 

Jim Bennett

One year

Michelle Johnston

One year

Section 3. At the expiration of the <u>one (1) year</u> term of the initial Director, his successor shall be elected by the members of the Association to serve for a term of <u>one (1) year</u>. A Director shall hold office until his successor has been elected and qualified. The voting interests of the Association may establish, by majority vote, <u>one (1) year</u> alternating terms for members of the Board of Directors. By such vote the members shall also establish the method by which the alternating terms shall be initiated and further determine the number of members the Board of Directors shall have.

**Section 4.** Directors may be removed with or without cause, by a majority vote of the membership at any annual meeting or any special meeting duly called therefore, with or without cause by the vote or agreement in writing by a majority of all the voting interests in the manner provided by <u>Section 718.112(2)(k)</u>, <u>Florida Statutes.</u>

**Section 5.** In the event of a vacancy on the Board by reason of death, resignation, or otherwise, a majority of the Board is authorized to fill the vacancy until the next annual meeting. If

after a written request of any member of the Association that the vacancy be filled, the Board fails or refused to fill the vacancy for a period of <u>ninety (90) days</u> from the receipt of such notice, then the vacancy shall be filled by the members of the Association at a duly called meeting. Subject to the provisions of <u>718.301, Florida Statutes</u>, only the Owner may vote to fill a vacancy on the Board previously occupied by a member elected or appointed by the Owner. Only unit owners other than the Owner may vote to fill a vacancy on the Board previously occupied by a member elected by unit owners other than the owner.

Section 6. Annual meetings of the Board shall be held immediately following the annual meeting of the members and at the same place. Special meetings of the Board may be called by the President, Secretary, or a majority of the Board upon written notices by telegram, personal delivery or by United States Mail to each Director sent <u>at least two (2) days prior</u> to the date of the meeting.

## ARTICLE IX AMENDMENTS TO THESE ARTICLES

**Section 1.** Amendments to these Articles of Incorporation shall be proposed to the membership of the Association in writing. A <u>two-thirds (2/3) affirmative vote</u> of the total voting interest of the Association shall be necessary to amend the Articles of Incorporation.

Section 2. No amendment shall make any change in the qualifications for membership without approval in writing of all members and the joinder of all record holders of mortgages upon any condominium property or upon property held by the Association. No amendment shall be made that is conflict with the Condominium Act or the Declaration of the Condominium governed by this Association.

## ARTICLE X VOTING

Section 1. Each member in good standing shall be entitled to <u>one (1) vote</u>. Any unit owned by more that one person or by a corporation, partnership, or trust shall be entitled to only one

## ARTICLE X VOTING

- Section 1. Each member in good standing shall be entitled to <u>one (1) vote</u>. Any unit owned by more that one person or by a corporation, partnership, or trust shall be entitled to only one vote, to be cast by a designee or the holder or holders. If the designation is not filed with the Secretary prior to the commencement of the meeting in which the vote may be exercised, the unit shall not vote. The designation may be drawn to apply to a specific meeting or to any meetings until revoked by the owner or owners of the units.
- Section 2. Votes may be cast either in person or by proxy. No power of attorney may be used for purposes of voting. All proxies and voting trust agreements must be in writing and filed with the Secretary before the convening for each meeting. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof.
- Section 3. All members of the Association shall be entitled to vote upon matters affecting the Association, its property, and other possessory interests or uses and election of Directors.
- **Section 4.** A membership shall be deemed in "good standing" upon evidence of ownership of a condominium unit and membership shall pass as an appurtenance thereof.

## ARTICLE XI ADDITIONAL PROVISIONS

- **Section 1.** No officer, Director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declaration of Condominium naming this Association as the association thereunder.
- Section 2. The Association shall not be operated for profit. 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 a reasonable amount to its members, Directors, or Officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon

dissolution or final liquidation may make distributions to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

**Section 3.** Where the context of these Article permits, the use of the plurals shall the singular and the singular shall include the plural, and the use of the gender shall be deemed to include all genders.

Section 4. Each member of the Board of Directors and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by 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 being, or having been, a member of the Board of Directors or officer of the Association, except in such cases wherein the director or officer is adjudged guilty of will misfeasance or malfeasance in the performance of his duties, whether or not he is a member of the Board of Directors or officer at the time such expenses are incurred.

## ARTICLE XII SEVERABILITY

Should any paragraph, sentence, phrase, or portion thereof of any of these Articles or the Bylaws or rules and regulations be held invalid, it shall not affect the validity of the remaining parts thereof or the remaining instruments.

## ARTICLE XII APPOINTMENT OF AGENTS FOR SERVICE OF PROCESS

Pursuant to Section 48.901, Florida Statutes, <u>MICHELLE JOHNSTON</u>, <u>3402 Apalachee</u>

<u>Parkway</u>, <u>Tallahassee</u>, <u>Florida 32311</u>, is appointed agent for service of process upon be <u>DELTA WAY</u>

<u>OFFICE CONDOMINIUM ASSOCIATION</u>, <u>INC.</u>

#### **SIGNATURE**

JIM BENNETT

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

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

That <u>DELTA WAY OFFICE CONDOMINIUM ASSOCIATION</u>, INC. desiring to organize under the laws of the State of Florida with its principal office indicated in the Articles of Incorporation in the City of <u>Tallahassee</u>, County of <u>Leon</u>, State of <u>Florida</u>, has named <u>MICHELE</u> <u>JOHNSTON</u>, <u>3402 Apalachee Parkway</u>, <u>Tallahssee</u>, <u>FL 32311</u>, as its agent to accept service of process within this state.

#### **ACKNOWLEDGMENT**

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to being available at said location.

MICHELLE JOHNSTON

#### EXHIBIT "A"

Commence at a concrete monument (4"x4",#1254) marking the Southeast corner of a 15 sore tract of land as described in Official Records Book 344, on Page 134, of the Public Records of Leon County, Florida, and run thence North 00 degrees 27 minutes 10 seconds East along the Basterly boundary of said tract 680.39 feet to an iron pipe (found, 1", no cap) for the POINT OF BEGINNING. From said POINT OF BEGINNING run thance North 89 degrees 52 minutes 59 seconds Bast 185:75 feet to an iron rod (found, 5/8", no cap) marking the Southwest corner of property as described in Official Records Book 2143, on Page 2072, of the Pubic Records of Leon County, Florida. Thence North 00 degrees 08 minutes 38 seconds West along the Westerly boundary of said property 104.63 feet to an iron rod (set, 5/8", with cap#LB5509) on the Southwesterly right of way boundary of Delta Way (50 foot wide right of way), said iron rod being on a curve concave to the Northeasterly, thence Northwesterly along said right of way with a radius of 87.50 feet, through a central angle of 62 degrees 28 minutes 10 seconds, for an arc distance of 95.40 feet (the chord of said are being North 30 degrees 46 minutes 26 seconds West 90.75 feet) to an iron rod (set, 5/8" with cap#LB5509); thence North 00 degrees 27 minutes 39 seconds Bast along said right of way boundary 41.63 feet to an iron rod (set, 5/8", with cap #LB5509); thence leaving a said right of way boundary run North 89 degrees 37 minutes 00 seconds West 138.14 feet to an iron rod (found, 5/8", with cap#4664) on the Basterly boundary of said property as described in Official Records Book 344, on Page 134; thence South 00 degrees 27 minutes 10 seconds West along said boundary 225.54 feet to the POINT OF BEGINNING.

Together with and subject to the following described easements:

#### 30 POOT DRAINAGE AND UTILITY EASEMENT

a 30 foot wide Drainage and Utility Basement lying across the Westerly boundary of the above described parcel, said easement lying North of and connects to the Retention Facility and Drainage Easement described below.

#### RETENTION FACILITY AND DRAINAGE BASEMENT

Commence at a concrete monument (4"x4", #1254) marking the Southeast corner of a 15 acre tract of land as described in Official Records Book 344, on Page 134, of the Public Records of Leon County, Florida, and run thence North 00 degrees 27 minutes 10 seconds East along the Easterly boundary of said tract 680.39 feet to an iron pipe (found, 1", no cap) for the POINT OF BEGINNING. From said POINT OF BEGINNING run thence North 89 degrees 52 minutes 59 seconds East 85.00 feet; Thence North 00 degrees 27 minutes 10 seconds Bast 90.0 feet; thence South 89 degrees 52 minutes 59 seconds West 85.00 feet to the Easterly boundary of said property as described in Official Records Book 344, on Page 134; thence South 00 degrees 27 minutes 10 seconds West along said boundary 90.00 feet to the POINT OF BEGINNING.

#### 20 FOOT WIDE DRAINAGE AND UTILITY EASEMENTS.

Commence at a concrete momenent (4"x4", #1254) marking the Southeast corner of a 15 acre tract of land as described in Official Records Book 344, on Page 134, of the Public Records of Leon County, Florida, and run thence North 00 degrees 27 minutes 10 seconds East along the Easterly boundary of said tract 680.39 feet to an iron pipe (found, 1", no cap); thence North 89 degrees 52 minutes 59 seconds East 85.00 feet; thence North 00 degrees 27 minutes 10 seconds East 73.56 feet to the POINT OF BEGINNING. From said POINT OF BEGINNING continue North 00 degrees 27 minutes 10 seconds Bast 16.44 feet; thence South 89 degrees 52 minutes 59 seconds West 12.70 feet; thence North 37 degrees 55 minutes 22 seconds East 108.68 feet to a point on the Southwesterly right of way boundary of Delta Way (50 foot wide right of way), said point being on a curve concave to the Northeasterly; thence Southeasterly along said right of way with a radius of 87.50 feet, through a central angle of 17 degrees 00 minutes 24 seconds, for an arc distance of 25.97 feet (the chord of said are being South 12 degrees 41 minutes 33 seconds East 25.88 feet); thence leaving said right of way boundary run South 37 degrees 55 minutes 22 seconds West 97.49 feet to the POINT OF BEGINNING.





