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Marion D Lamb III
(Requestor's Name)

217 Pinewood Drive
(Address)

(Address)

Tallahassee Fla 32303
(City/State/Zip/Phone #)

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The Mahan Professional Center Property Owners Association Inc.
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05 AUG 30 PM 4:42
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**ARTICLES OF INCORPORATION
OF
THE MAHAN PROFESSIONAL CENTER PROPERTY OWNERS' ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

In compliance with Chapter 617, Florida Statutes, the undersigned, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is The Mahan Professional Center Property Owners' Association, Inc., hereinafter called the "Association."

ARTICLE II

The principal office of the Association is located at 285 Pinewood Drive, Tallahassee, Florida 32303.

ARTICLE III

Waldo Harold Palmer, whose address is 285 Pinewood Drive, Tallahassee, Florida 32303, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and control of the Common Area within that certain tract of property located in Leon County, Florida, and described in the Declaration of Covenants, Conditions and Restrictions of Mahan Professional

Center, hereinafter called the "Declaration," recorded or to be recorded in the Public Records of Leon County, Florida, and as the same may be amended from time to time, said Declaration being incorporated herein by reference, and to promote the health, safety and welfare of the owners within the property described in the Declaration, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

(c) pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) acquire (by gift, purchase or otherwise), own, hold, improve, use, build upon, operate and maintain real or personal property in connection with the affairs of the Association;

(e) borrow money, and with the assent of all of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members (provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by all of the members, agreeing to such dedication, sale or transfer);

(g) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of all of the members;

(h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter possess;

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any portion of the property and every person or entity who is a record owner of a condominium unit located upon the property which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have one class of voting membership which shall be all Owners (as defined in the Declaration). The Owners shall be entitled to one (1) vote for each Lot owned (as defined in the Declaration). When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote cast with respect to any Lot.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of directors and directors' terms of office may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Robert C. Dean	285 Pinewood Drive Tallahassee, Florida 32303
R. Carlton Dean, Jr.	285 Pinewood Drive Tallahassee, Florida 32303
Waldo Harold Palmer, Jr.	285 Pinewood Drive Tallahassee, Florida 32303

ARTICLE VIII

OFFICERS

The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, an Assistant Secretary/ Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The election, term, removal and duties of the officers shall be as set forth in the By-Laws. Until the first election, Robert C. Dean will serve as President, R. Carlton Dean, Jr. will serve as Vice President and Waldo Harold Palmer, Jr. will serve as Secretary and Treasurer.

ARTICLE IX
INDEMNIFICATION

The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that such person is or was a director, officer or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts actually and reasonably incurred by it in connection with the action, suit or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that such person did not act in good faith or in a manner it reasonably believed to be not in, or opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, that such person had reasonable cause to believe the conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, in and of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not or not opposed to the best interest of the Association; and, with respect to any criminal action or proceeding, that it had reasonable cause to believe that its conduct was unlawful.

ARTICLE X

BY-LAWS

The initial By-Laws for the Association shall be adopted by a vote of a majority of the members of the Board of Directors. The By-Laws may be amended or altered at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, in the manner and subject to any other conditions set forth in the By-Laws.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by all of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

AMENDMENTS

(l) Amendments to these Articles shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting

of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by these Articles, the By-Laws or general law for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

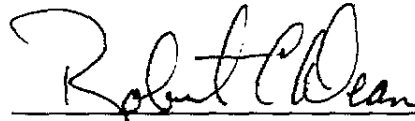
(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of all of the votes of the members entitled to vote thereon.

(2) Any number of amendments may be submitted to the members and voted upon by them at one meeting.

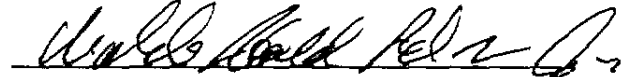
(3) If all of the Directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though subsection (1) had been satisfied.

(4) The members may amend these Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 30th day of August, 2005.



ROBERT C. DEAN



WALDO HAROLD PALMER, JR.

CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT

In compliance with Florida Statutes, the following is submitted:

The Mahan Professional Center Property Owners' Association, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Waldo Harold Palmer, Jr. of 285 Pinewood Drive, Tallahassee, Florida 32303, as its initial statutory registered agent to accept service of process and perform such other duties as are required within the state of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above stated corporation, at the place designated in this Certificate, the undersigned, hereby agrees to act in this capacity, and agrees to comply with the provisions of Florida Statutes Sections relative to keeping open said office, and further states it is familiar with, and accepts, the obligations of said statutes applicable to registered agents of Florida corporations.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA