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NOV 9 2005

J. Shivers NOV 10 2005
JS

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

850-222-2785

City/St/Zip

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- LIBERTY CENTER OWNERS ASSN., INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED
05 NOV -9 AM 11:28
TALLAHASSEE, FL
CLERK OF COURT

ARTICLES OF INCORPORATION
OF
LIBERTY CENTER OWNERS ASSN., INC.
A Non-Profit Corporation

By these Articles of Incorporation, the undersigned Subscribers form a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("These Articles");

ARTICLE I

Name

The name of the corporation shall be LIBERTY CENTER OWNERS ASSN., INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II
DURATION

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these articles with the Florida Department of State.

ARTICLE III
DEFINITION

The following words shall have the definitions set forth below for purposes of these Articles:

3.1 "Association" shall mean and refer to LIBERTY CENTER OWNERS ASSN., INC., a Florida Corporation not for profit, or its successors and assigns.

3.2 "Common Property" shall mean and refer to all real property and any improvements located thereon, and all personal property, from time to time intended to be devoted to the use and enjoyment of all Members of the Association and maintained by the Association at common expense. "Common Property" includes, without limitation, the property described in Exhibit "A" of the Declaration LESS and EXCEPT therefrom those Office Units and/or Pads conveyed to various Owners of Office Units or Pads that will lie within the Property described in said Exhibit "A".

3.3 "The Declarant" shall mean and refer to ADVENTURE VENTURES OF NORTH FLORIDA, INC., and its successors and assigns.

3.4 "Declaration" shall mean the Declaration of Covenants, Conditions and Restrictions for LIBERTY CENTER as recorded in the Public Records of Alachua County, Florida.

3.5 "Development Plan" shall mean and refer to the Development Report and Master Plan for LIBERTY CENTER as approved by Alachua County, as amended from time to time.

3.6 "Member" shall mean and refer to each Owner who is a Member of the Association as provided in Article II, Section 2, of the Declaration.

3.7 "Office Unit and/or Pad" shall mean and refer to each specific separately described portion of the property upon which an office building is to be located.

3.8 "The Property/Properties" shall mean and refer to the real property described in Exhibit "A" of the Declaration.

3.9 "Owner" shall mean the Owner of any Office Unit.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the Association is located at 4907 NW 43RD Street, Suite F, Gainesville, Florida 32606.

ARTICLE V
REGISTERED OFFICE AND AGENT

JOHN M. PLA, whose address is 4907 NW 43RD Street, Suite F, Gainesville, Florida 32606, is hereby appointed the initial registered agent of the association and the registered office shall be at 4907 NW 43RD Street, Suite F, Gainesville, Florida 32606.

ARTICLE VI
PURPOSE AND POWERS OF THE ASSOCIATION

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors, or officers. The Association is formed to provide for, among other things, the improvement, maintenance, preservation and architectural control of the Property and the Common Property and to promote the recreation, health, safety and welfare of the Owners. The Association shall have all the powers of a non-profit corporation organized under the laws of the state of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Property and Common Property within its jurisdiction.

ARTICLE VII MEMBERSHIP

Each Owner, including the Declarant, shall be a Member of the Association as provided in the Declaration. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each Owner shall be appurtenant to the Office Unit giving rise to such membership, and shall not be transferred except upon the transfer of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VIII VOTING RIGHTS

8.1 The Association shall have two (2) classes of voting membership:

a. Class "A". Class "A" Members shall be all Owners of Office Units, with the exception of the Declarant. Class "A" Members shall be entitled on all issues to one (1) vote for each 1,000 square feet of Office Unit owned (or fraction thereof) in which they hold the interest required for membership. (For example, the Class "A" Member who is the Owner of 7,500 square feet of Office Unit owned is entitled to 7.500 votes.)

b. Class "B". The Class "B" Members shall be the Declarant and any successor of the Declarant who takes title to and to whom Declarant assigns in writing one or more of the Class "B" votes. Upon the execution of this Declaration, the Class "B" Members shall be entitled to 3 votes for each 1,000 square feet of Office Unit owned (or fraction thereof) by a Class "B" Member. (For example, the Class "B" Member who is the owner of 7,500 square feet of Office Unit owned is entitled to 22.500 votes). The Class "B" membership shall terminate and become converted to Class "A" membership upon the happening of the earlier of the following:

- (i) When the total outstanding Class "A" votes in the Association equal the total outstanding Class "B" votes; or
- (ii) Four (4) years from the date of recording this Declaration.
- (iii) When, in its discretion, the Declarant so determines.

From and after the happening of any one of these events, the Declarant shall call a meeting as provided in the Bylaws for special meetings to advise the Association membership of the termination of Class "B" status.

For purposes hereunder, the Declarant is current the Owner of 21,360 square feet of Office Building space (the "Maximum Allowable Building Square Footage"), and each and every conveyance of any portion of the Property by the Declarant (with the exception of the conveyance of Common Property) shall constitute a deduction from the amount of square footage owned by Declarant.

8.2 Multiple Owners. In the event that joint or multiple Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast a vote on behalf of a particular Office Unit, it shall thereafter be conclusively presumed for all purposes that he/she was, or they were, acting with the authority and consent of all other Owners thereof. In the event more than the appropriate number of votes are cast for a particular Office Unit, none of said votes shall be counted and said votes shall be deemed void.

ARTICLE IX BOARD OF DIRECTORS

John M. Pla 4907 NW 43rd Street, Suite F
Gainesville, FL 32606

Amy Howard 4907 NW 43rd Street, Suite F
Gainesville, FL 32606

Carl L. Johnson 4421 N.W. 39th Avenue
Bldg. 1, Suite 2
Gainesville, FL 32606

ARTICLE X

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 the first meeting, and they 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:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	John M. Pla	4907 NW 43 rd Street, Suite F Gainesville, FL 32606

V. President Amy Howard 4907 NW 43rd Street, Suite F
Gainesville, FL 32606

Secretary/
Treasurer John M. Pla 4907 NW 43rd Street, Suite F
Gainesville, FL 32606

INDEMNIFICATION

11.1 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 whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such 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, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being in 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.

11.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final

disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

11.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XII BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XIII AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

13.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or special meeting.

13.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, 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. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

13.3 Vote. 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 a majority of the votes of all Members entitled to vote thereon.

13.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

13.5 Agreement. 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 be adopted then the amendment shall thereby be adopted as though subsection 13.1 through 13.3 had been satisfied.

13.6 Action Without Directors. The Members may amend these Articles without an act of the directors at a meeting for which notice of the changes to be made is given.

13.7 Limitations. No Amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration. So long as the Declarant shall own any of the Property, no Declarant related amendment shall be made to the Declaration, or to the Articles or Bylaws of the Association unless such amendment is first approved in writing by the Declarant. Any amendment shall be deemed to be Declarant related if it does any of the following:

- a. Directly or indirectly by its provisions or in practical application relates to the Declarant in a manner different from the manner in which it relates to other Owners;
- b. Modifies the definitions provided for by Article I of the Declaration in a manner which alters the Declarant's rights or status;
- c. Modifies or repeals any provision of Article II of the Declaration;
- d. Alters the character and rights or membership as provided for by Article III of the Declaration or affects or modifies in any manner whatsoever the rights of Declarant as a Member of the Association;
- e. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;
- f. Denies the right of the Declarant to convey to the Association Common Property;

g. Modifies the basis or manner of assessments applicable to the Declarant or any lands owned by the Declarant;

h. Alters or repeals any of the Declarant's rights or any provision applicable to the Declarant's rights provided for by any such provision of the Declaration.

ARTICLE XIV
SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation are as follows:

Name
John M. Pla

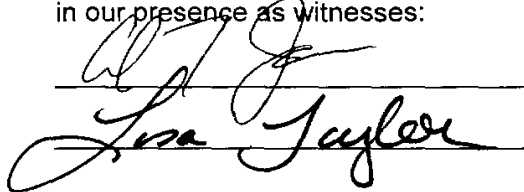
Address
4907 NW 43rd Street, Suite F
Gainesville, FL 32606

ARTICLE XV
NON-STOCK CORPORATION

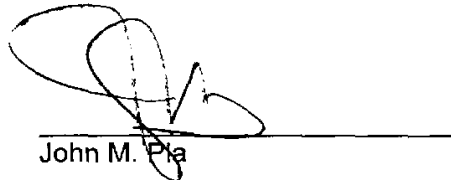
The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned Subscribers have caused these presents to be executed as of the 15 day of November, 2005.

Signed, sealed and delivered
in our presence as witnesses:



Lisa Taylor



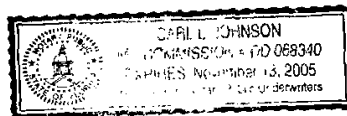
John M. Pla

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Articles of Incorporation of LIBERTY CENTER OFFICE OWNERS ASSN., INC. was acknowledged before me this 15 day of November, 2005, by John M. Pla who is personally known to me or who has produced _____ as identification:



Notary Public
My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN THIS STATE.

In pursuance of Chapter 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First--That LIBERTY CENTER OWNERS ASSN., INC. desiring to organize under the laws of the State of Florida has named JOHN M. PLA, located at 4907 NW 43rd Street, Suite F, City of Gainesville, County of Alachua, State of Florida, as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open this office. I am familiar with, and accept, the obligations of being the registered agent.

By: _____

JOHN M. PLA
Registered Agent

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05 NOV - 9 11:11:28
CLERK OF COURT
STATE OF FLORIDA