

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

* FORT WALTON BEACH MEDICAL ARTS BUILDING I
CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
FORT WALTON BEACH MEDICAL ARTS BUILDING I CONDOMINIUM
ASSOCIATION, INC.**

(A Florida Corporation Not-for-Profit)

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Okaloosa County, Florida, or in Chapter 718, Florida Statutes (the "Condominium Act"), unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 2

NAME AND ADDRESS

The name of this corporation shall be Fort Walton Beach Medical Arts Building I Condominium Association, Inc., (referred to herein as the "Association"). The street address of the initial principal office and the mailing address of the Association is 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431.

ARTICLE 3

PURPOSE OF ASSOCIATION

The purpose of the Association is to administer, manage and operate Fort Walton Beach Medical Arts Building I Condominium.

ARTICLE 4

POWERS

In furtherance of the foregoing purposes, the Association shall have the following powers:

(a) The Association shall have all of the common law and statutory powers of a Florida corporation not for profit which are not in conflict with the Condominium Act or the terms and conditions of the Condominium Documents;

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(b) The Association shall have all of the powers of a condominium association under the Condominium Act and all of the powers granted to the Association under any of the Condominium Documents;

(c) The Association shall have all of the powers reasonably necessary to implement the purposes of the Association set forth in these Articles and in any of the Condominium Documents, including but not limited to the following powers, which powers will be exercised in accordance with the Condominium Act and the Condominium Documents:

(i) to make, establish, amend and enforce reasonable rules and regulations governing the Condominium and the use of any Condominium Property;

(ii) to make, levy, collect and enforce assessments against Owners to provide funds to pay for the expenses of the Association and the administration, management, operation and maintenance of the Condominiums and to use and expend the proceeds of such assessments in the exercise of the powers and duties of the Association;

(iii) to administer, manage and operate the Condominium and to maintain, repair and replace Condominium Property;

(iv) to construct and reconstruct Condominium Property in the event of casualty or other loss;

(v) to enforce by legal means the provisions of the Condominium Documents; and

(vi) to employ personnel, retain independent contractors and professional personnel, and enter into any supply, service, management or other agreements and contracts consistent with the purposes of the Association to assist the Association in the administration, management and operation of the Condominium and the Association and the maintenance, care and repair of Condominium Property.

ARTICLE 5

MEMBERS

The qualification of Members, the manner of their admission to membership in the Association, the manner of termination of such membership, and the manner of voting by Members shall be as follows:

(a) Until such time as Developer conveys a Unit, the membership of this Association shall be composed solely of the incorporator to these Articles ("Incorporator Member"). The Incorporator Member shall be entitled to cast one vote on all matters requiring a vote of the membership.

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(b) Upon the conveyance by Developer of a Unit, membership of the Incorporator Member in the Association shall be automatically terminated. Thereafter, each and every Owner (and only Owners), including the Developer as to Units owned by Developer, shall be entitled to be Members and to exercise all of the rights and privileges of Members.

(c) Membership in the Association for Owners other than Developer shall be established by the acquisition of ownership of fee title to a Unit as evidenced by the recording of an instrument of acquisition in the Public Records of Okaloosa County, Florida. Where title to a Unit is acquired by conveyance from a party other than Developer by means of sale, gift, inheritance, devise, judicial decree or otherwise, the person, persons or entity thereby acquiring such Unit shall not be a Member unless and until such owner shall deliver a true copy of a deed or other instrument of acquisition of title to the Association.

(d) No Member may assign, hypothecate or transfer in any manner his membership in the Association or his share in the funds and assets of the Association except as an appurtenance to this Unit.

(e) Any Member who conveys or loses title to a Unit by sale, gift, bequest, judicial decree or otherwise shall immediately upon such conveyance or loss of title no longer be entitled to be a Member of the Association, shall not be such a Member, and shall lose all rights and privileges of a Member of the Association.

(f) Each Member or Members owning a Unit shall be entitled to cast votes, with each Unit having voting rights in the same percentage as the percentages of interests set forth in the Declaration. If there is more than one Member with respect to a Unit as a result of the fee interest in such Unit being held by more than one person, such Members collectively shall be entitled to vote the voting interests of such Unit. The vote of the owners of a Unit owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the owners of the Unit, or, if appropriate, by properly designated officer, partners or principals of the respective legal entity, and filed with the Secretary of the Association, and such certificate shall be valid until revoked by a subsequent such certificate. If such a certificate is not filed with the Secretary of the Association, the vote of such Unit shall not be considered for any purpose.

ARTICLE 6

TERM

The Association shall have perpetual existence.

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Fax Audit No.: H05000278478 3**ARTICLE 7****INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is as follows:

NAME

James J. Wheeler

ADDRESS

Broad and Cassel
7777 Glades Road
Suite 300
Boca Raton, Florida 33434

ARTICLE 8**OFFICERS**

8.1 The affairs of the Association shall be managed by a President, one or several Vice Presidents, a Secretary and a Treasurer, and, if elected by the Board, an Assistant Secretary, an Assistant Treasurer and such other officers and assistant officers as may be designated by the Board, all of which officers shall be subject to the directions of the Board.

8.2 The Board shall elect officers of the Association annually at the first meeting of the Board. Officers may be removed by the Board in the manner provided in the Bylaws and such officers may be replaced or additional officers elected as the Board shall from time to time determine. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person.

ARTICLE 9**FIRST OFFICERS**

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President
Vice President/Secretary
Treasurer

Kenneth Birdsong
Kenneth Birdsong
Kenneth Birdsong

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ARTICLE 10

BOARD OF DIRECTORS

10.1 The number of persons constituting the Board of Directors shall be determined in the manner provided by the Bylaws but in no event less than three (3) Directors. The First Board (hereinafter defined) shall consist of three (3) Directors.

10.2 The names and addresses of the persons who are to serve as directors on the first Board of Directors (the "First Board") until the first election of their respective successors in accordance with this Article 10 are as follows:

NAMES

Kenneth Birdsong
John McClellan
George Ligeti

ADDRESSES

The Greenfield Group
2300 Glades Road
Suite 100E
Boca Raton, Florida 33431

10.3 The First Board shall serve until the earliest to occur of the following events:

(a) The sending by Developer to the Association and to each member of a written notice that Developer voluntarily relinquishes its right to continue to designate any of the members of the Board of Directors of the Association; or

(b) Developer no longer holds for sale in the ordinary course of business at least five (5%) percent of the Units.

10.4 Developer reserves the right to designate and elect successor directors to serve on the First Board upon the resignation or removal of directors from the First Board or upon the election of the First Board at annual meetings of the Members of the Association for so long as the First Board is to serve; provided, however, the Members of the Association other than Developer shall have such right of designation and election to the extent set forth in Sections 10.5 and 10.6 immediately following.

10.5 The Members of the Association other than Developer shall have the right to elect one (1) member of the First Board after such Members of the Association own fifteen (15%) percent or more of the Units.

10.6 The Members of the Association other than Developer shall have the right to elect two (2) members of the First Board following the earliest to occur of the following events (the "Turnover Date"):

(a) Three (3) years after fifty (50%) percent of the Units that will be operated ultimately by the Association have been conveyed by Developer;

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(b) Three months after ninety (90%) percent of the Units have been conveyed by Developer; or

(c) When all the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed by the Developer, and none of the others are being offered for sale by the Developer in the ordinary course of business;

(d) When some of the Units have been conveyed by the Developer and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

(e) Seven (7) years after the recordation of the Declaration of Condominium.

10.7 Upon the occurrence of an event giving rise to the right of the Members of the Association other than Developer to elect a member of the First Board under Paragraph 10.5 and 10.6 above, or upon the right of the Members of the Association to elect the entire Board upon the termination of the First Board as provided in Paragraph 10.3 hereof, the Members shall elect such directors at a special meeting called by the Board for such purpose. Notice of such meeting shall be forwarded to all Members of the Association within sixty (60) days after Members are so entitled to elect such directors and the Members shall be given at least sixty (60) but not more than ninety (90) days notice of such meeting. The term of any member of the First Board who has been elected by Members of the Association shall extend until the next annual meeting of the Members of the Association and until a successor is duly elected by such Members and qualified.

10.8 After the termination of the First Board, the Board shall serve until the next annual meeting of the Members of the Association, whereupon the Members shall elect all of the directors to serve on the Board in accordance with the Bylaws of the Association, and the Board shall continue to be so elected at subsequent annual meetings of the Members of the Association.

ARTICLE 11

BYLAWS

The Bylaws of the Association shall be made and adopted by the First Board, and thereafter may be altered, amended or rescinded by a majority of the Board and a majority of the Members present at a meeting of each of such bodies in the manner provided for in the Bylaws.

ARTICLE 12

AMENDMENT

12.1 Prior to the conveyance by Developer of a Unit, these Articles may be amended only by an instrument in writing signed by the Incorporator Member and filed in the Office of the Secretary of State of the State of Florida.

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12.2 After the conveyance by Developer of a Unit, these Articles may be amended in the following manner:

An amendment may be first considered by either the Board or the Members, and notice of the subject matter of the proposed amendment shall be set forth in the notice of the meeting (whether of the Board or of the Membership) at which time such proposed amendment shall be considered. Upon approval of a proposed amendment by either the Board or the Members, such proposed amendment shall be submitted for approval to the other of said bodies. Approval by the Members must be by a vote of Members owning no less than two-thirds (2/3) of the total percentage interests in the Condominium at a meeting of the Members at which a quorum is present, and approval by the Board must be by two-thirds (2/3) of the directors present at a meeting of the directors at which a quorum is present.

12.3 Notwithstanding any provision of this Article 12 to the contrary, these Articles shall not be amended in any manner which shall abridge, amend or alter the rights or priorities of any Institutional First Mortgagee or Developer, including the rights of Developer to designate the directors of the First Board as provided in Article 10 hereof, without the prior written consent to such amendment by Developer or such Institutional First Mortgagee, as the case may be.

12.4 Notwithstanding any provision of this Article 12 to the contrary, these Articles shall not be amended in any manner which shall amend, modify or affect any provisions, terms, conditions, rights and obligations set forth in any other Condominium Documents, as the same may be amended, from time to time in accordance with the respective provisions hereof.

12.5 Any instrument amending the Articles shall identify the particular Section or Sections being amended and give the exact language of such amendment. A certified copy of each of such amendments shall be attached to any certified copy of these Articles, and a copy of each amendment certified by the Secretary of State shall be recorded amongst the Public Records of Okaloosa County, Florida.

ARTICLE 13

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association and the name of the initial registered agent of the Association at such address shall be as follows:

Registered Agent

James J. Wheeler

Address

Broad and Cassel
7777 Glades Road
Suite 300
Boca Raton, Florida 33434

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Fax Audit No.: H05000278478 3**ARTICLE 14****INDEMNIFICATION**

The Association shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted under law. Without limiting the foregoing, each and every director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including counsel fees at all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any threatened, pending or completed proceeding or litigation, or any settlement in which he is a party, by reason of his being or having been a director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such a person is a director or officer at the time such cost, expense or liability is incurred. Notwithstanding the foregoing, in the event a director or officer admits or is adjudged guilty of unlawful conduct or liable for gross negligence or willful malfeasance in the performance of his duties, the indemnification provisions of this Article 14 shall not apply.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature this 5th day of December, 2005.

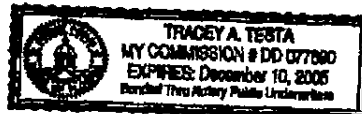
Name: James J. Wheeler, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5th day of December, 2005 by James J. Wheeler, who (☒) is personally known to me or who (☐) has produced _____ as identification.

Tracey A. Testa
Notary PublicPrint Name: TRACEY A. TESTA

State of Florida

My Commission Expires: December 10, 2006Fax Audit No.: H05000278478 3

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


In compliance with the laws of the State of Florida, the following is submitted:

FIRST - That Fort Walton Beach Medical Arts Building I Condominium Association, Inc., desiring to organize under the laws of the State of Florida, has designated 7777 Glades Road, Suite 300, Boca Raton, Florida 33434, as the place of business for the service of process within this state.

SECOND - That the above corporation has named James J. Wheeler as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 5th day of December, 2005.



Name: James J. Wheeler
Registered Agent

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