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(City/State/Zip/Phone #)

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(Business Entity Name)

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05 DEC 19 AM 10:17
05 DEC 19 AM 10:51
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

12/20

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/St/Zip

850-222-2785

Phone #

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

1- MARLBORO FARMS COMMERCIAL ASSOCIATION, 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 DEC 19 AM 10:17

CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MARLBORO FARMS COMMERCIAL ASSOCIATION, INC.**

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 720, Florida Statutes, and pursuant to the following provisions ("these Articles");

ARTICLE I

NAME

The name of the corporation shall be **MARLBORO FARMS COMMERCIAL ASSOCIATION, 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

PRINCIPAL OFFICE

The principal office of the Association is located at 6110 NW 1st Place, Suite A, Gainesville, Florida 32607.

ARTICLE IV

REGISTERED OFFICE AND AGENT

Ronald A. Carpenter, whose address is 5608 NW 43rd Street, Gainesville, Florida 32653, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

The Properties as defined in this section shall mean and refer to the "commercial shopping center" of Marlboro Farms PUD. The Association shall be vested with full power to regulate architectural design and maintenance of all ingress, egress, stormwater, signage existing on the

Property. It being the intent that the Association shall bear full and complete authority and liability to comply with all governmental regulations applying to the Properties. 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 Properties and to promote the recreation, health, safety and welfare of the Owners. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida. 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 Master Declaration, and Supplemental Declarations, 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 Properties. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part, to any Neighborhood Association, developer, management agent, governmental unit, public body, or similar entity. Any instrument effecting such a transfer shall specify the duration thereof and the means of revocation.

ARTICLE VI

MEMBERSHIP

Each Owner, including the Declarant, shall be a Member of the Association. 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 Parcel giving rise to such membership, and shall not be transferred except upon the transfer of title to said Parcel and then only to the transferee 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 VII

BOARD OF DIRECTORS

The initial Board shall be comprised of two (2) persons. Anything in these Articles to the contrary notwithstanding, until such time as the Declarant has conveyed to purchasers not affiliated with the Declarant all lands which are subject to potential annexation pursuant to Article II, Section 2, of the Master Declaration, or at such earlier date as may be selected by the Declarant, the Declarant shall be entitled to designate the Board of Directors of the Association. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are:

Name

Address

Stephen Shey, Trustee
Becky Capeloto

6110 NW 1st Place, Gainesville, FL 32607
5333 NW 45th Lane, Gainesville, FL 32606

ARTICLE VIII

OFFICERS

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/Treas.	Stephen Shey, Trustee	6110 NW 1 st Place, Gainesville, FL 32607
V. Pres/Sec'y	Becky Capeloto	5333 NW 45 th Lane, Gainesville, FL 32606

ARTICLE IX

INDEMNIFICATION

9.1 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 for 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.

9.2 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.

9.3 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 X

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 XI

ADDITIONAL PROPERTY

Additional Property may be added from time to time to The Properties in accordance with the Master Declaration. When made, the additions shall extend the jurisdiction, functions, duties and membership of the Association to such Additional Property as may be contemplated by the Master Declaration.

The Association and each Member must accept as Members the Owners of all Parcels where the instrument hereafter annexing Additional Property to the jurisdiction of the Association provides that the Owners of the Parcels located therein are intended to be Members of the Association and that the Association is intended to have jurisdiction over them.

ARTICLE XII

SUBSCRIBER

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

<u>Name</u>	<u>Address</u>
Ronald A. Carpenter	5608 NW 43 rd Street, Gainesville, FL 32653

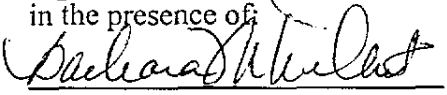
ARTICLE XIII

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 Subscriber has caused these presents to be executed as of the 14th day of December, 2005.

Signed, sealed and delivered
in the presence of:


Printed Name: **BARBARA M. WILHITE**


Printed Name: Lynn Holton

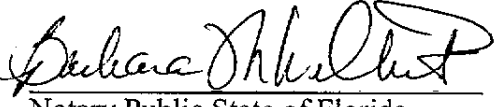

Ronald A. Carpenter

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **Ronald A. Carpenter**, to me known to be the subscriber described in the foregoing Articles of Incorporation, and he acknowledged and swore to the execution of the said Articles of Incorporation for the purposes therein expressed.

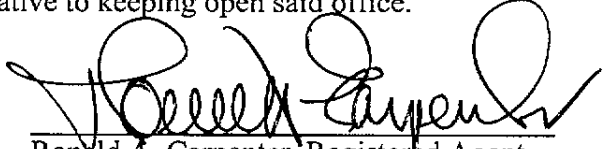
WITNESS my hand and official seal in the County and State last aforesaid on this 14th day of December, 2005.

NOTARY PUBLIC STATE OF FLORIDA
 Barbara M. Wilhite
Commission #DD403856
Expires: APR. 03, 2009
Bonded Thru Atlantic Bonding Co., Inc.


Notary Public State of Florida
My Commission Expires:

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Ronald A. Carpenter, Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA