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FLORIDA PROFIT/NON PROFIT CORPORATION

Whisper Oaks Professional Center Management Associat

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ARTICLES OF INCORPORATION

OF

WHISPER OAKS PROFESSIONAL CENTER
MANAGEMENT ASSOCIATION, INC.

We, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes hereby adopt the following articles of incorporation.

ARTICLE I

Name

The name of this corporation is WHISPER OAKS PROFESSIONAL CENTER MANAGEMENT ASSOCIATION, INC.

ARTICLE II

Purposes

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and include providing for the maintenance, preservation, administration and management of WHISPER OAKS PROFESSIONAL CENTER, a condominium under the Florida Condominium Act.

The corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other non-recurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such expenses shall be held by the corporation and used to reduce the amount of assessments that would be required by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner will be credited with the portion of any excess that is proportionate to his or her interest in the common area of the condominium.

ARTICLE III

Members

Each condominium unit shall have appurtenant thereto a membership in the corporation, which membership shall be held by the person or entity holding title to a unit as security for performance of an obligation shall acquire the membership appurtenant to such unit by virtue of such title ownership. In no event may any membership be severed from the unit to which it is appurtenant.

Each membership in the corporation shall entitle the holder or holders thereof to exercise that proportion of the total voting power of the corporation corresponding to the proportionate undivided interest in the common area appurtenant to the unit to which such membership corresponds, as established in the declaration.

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ARTICLE IV

Initial Registered Agent and Principal Office

The initial registered agent of the corporation is Fred C. Armstrong, and the street address of the principal office of the corporation is 5801 Cherry Road, Ocala, Florida 34472.

ARTICLE V

Incorporators

The names and residences of the incorporators of the corporation are as follows:

Fred C. Armstrong, 5802 Cherry Road, Ocala, Florida 34472

ARTICLE VI

Directors

The number of persons constituting the first board of directors is three (3). The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

Fred C. Armstrong, 5802 Cherry Road, Ocala, Florida 34472

Scott Armstrong, 5802 Cherry Road, Ocala, Florida 34472

Wendy Armstrong, 5802 Cherry Road, Ocala, Florida 34472

At the first and each annual meeting thereafter, the members shall elect from among the members of the corporation three (3) directors for a term of one year each.

ARTICLE VII

Officers

The affairs of the corporation may be managed by a president and a combination secretary/treasurer who will be accountable to the board of directors. Officers will be elected annually in the manner set forth in the bylaws.

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

Fred C. Armstrong - President

Wendy Armstrong - Secretary/Treasurer

ARTICLE VIII

Bylaws

Bylaws regulating operation of the corporation are annexed to the declaration. The bylaws may be amended by the first board of directors until the first annual meeting of members. Thereafter, the bylaws shall be amended by the members in the manner set forth in the bylaws.

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ARTICLE IX
Powers of Corporation

To promote the health, safety, and welfare of the residents of WHISPER OAKS PROFESSIONAL CENTER MANAGEMENT ASSOCIATION, INC., the corporation shall:

(1) Exercise all the powers and perform all of the duties of the Association as set forth in the declaration of condominium and in the bylaws attached thereto, as those documents may be from time to time be amended.

(2) Determine, levy, collect and enforce payment by any lawful means of all assessments for common charges, and pay such common charges as the same become due.

(3) Engage the services of a professional corporate management agent and delegate to such agent any of the powers or duties granted to the association of unit owners under the declaration or bylaws other than the power to engage or discharge such agent; the power to adopt, amend and repeal the provisions thereof, or of the declaration, bylaws, or rules and regulations of the condominium.

(4) Take and hold by lease, gift, purchase, devise or bequest any property, real or personal, including any unit in the condominium, borrow money and mortgage any such property to finance the acquisition thereof on the vote of eighty (80%) percent of members, and transfer, lease and convey any such property.

(5) To hold title to any real or personal property comprising a common area, however no such property shall be encumbered, mortgaged, liened or hypothecated.

(6) Dedicate or otherwise transfer all or any portion of the common areas to any municipality, public agency, authority or utility on the approval of eighty (80%) percent of the members.

(7) Have and exercise any and all rights, privileges and powers which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes, or by associations of unit owners under the Condominium Act, however contrary to any provision provided bylaw, the Corporation shall not have the power and authority to borrow money and/or grant a lien on any common area of the Whisper Oaks Property.

(8) Convey any portion of the common area to a condemning authority for the purpose of providing utility easements, right-of-way expansion, or other public purposes, whether negotiated or as a result of eminent domain proceedings.

ARTICLE X
Special Duties of Corporation

(1) To promote the health, safety, and welfare of the residents of WHISPER OAKS PROFESSIONAL CENTER MANAGEMENT ASSOCIATION, INC., the corporation shall:

a. Maintain the Common Areas and shall assume all of the Declarant's responsibility to either the

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City or County, their governmental and quasi-governmental subdivisions and similar entities of any kind with respect to the Common Areas or the Property including, but not limited to, roads and water distribution systems, or any Surface Water or Storm Water Management System, and shall indemnify and hold Declarant harmless with respect thereto.

b. Be responsible for the maintenance, operation and repair of the surface water or storm water management system. Maintenance of the surface water or storm water management system (s) shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or storm water management capabilities as permitted by the St. Johns Water Management District. The Association shall be responsible for such maintenance and operation. Any repair or reconstruction of the surface water or storm water management systems shall be permitted, or as modified, or as approved by the St. Johns Water Management District.

The Declarant shall cause to be constructed drainage swales and/or drainage berms upon units where shown on plans for the purpose of managing and containing the flow of excess surface water, if any, found upon such units from time to time. Each unit owner shall be responsible for the maintenance, operation and repair of the drainage swales or berms. Maintenance of the drainage swales and/or berms shall mean the exercise of practices, such as erosion repair, which allow the swales and berms to provide drainage, water storage, conveyance or other storm water management capabilities as permitted by the St. Johns Water Management District. Filling, excavation, removal, operation, repair and construction of fences or otherwise obstructing the surface water flow in the swales or along the berms is prohibited. No alteration of the drainage swales or berms shall be authorized and any damage to any drainage swales or berms, whether caused by natural or human induced phenomena, shall be repaired and the drainage swale or berm returned to its former condition as soon as possible by the Owner (s) of the Unit (s) upon which the drainage swales or berms are located.

The St. Johns Water Management District shall have the right to enforce, by proceeding at law or in equity, the provisions contained in these Articles and the Declaration which relate to the maintenance, operation and repair of the surface water or storm water management system.

Any amendment which alters the surface water or storm water management system, beyond maintenance in its original condition, including the water management provisions of the Common Areas, must have the prior written approval of the St. Johns Water Management District, notwithstanding any other provisions contained herein.

ARTICLE XI Dissolution

This corporation may be dissolved at any time with the written consent of all the members thereto. On dissolution, the assets of the corporation shall be dedicated to an appropriate municipality, public agency or authority to be used for purposes similar to those for which the corporation is organized. In the event such dedication is not accepted, such assets shall be conveyed or assigned to any nonprofit corporation, association, or other organization devoted to purposes similar to those for which this corporation is organized.

IN WITNESS WHEREOF, we, the undersigned, being the incorporators of this corporation, have,

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for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed the
Articles of Incorporation this 23rd day of March, 2006.

WHISPER OAKS PROFESSIONAL CENTER
MANAGEMENT ASSOCIATION, INC.

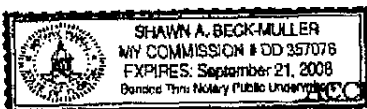
By:

Fred C. Armstrong
Fred C. Armstrong, Incorporator

STATE OF FLORIDA
COUNTY OF MARION

Before me personally appeared Fred C. Armstrong, to me well known and known to me to be the
person described in and who executed the foregoing Articles of Incorporation and acknowledged to and
before me that he executed said instrument for the purposes therein expressed, on behalf of said corporation,
and that he is personally known to me.

WITNESS my hand and official seal this 23 day of March, 2006.



[Signature]
Notary Public

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person being named as registered agent and to accept service of process for the
above-stated Corporation at the place designated in this statement, hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes
relating to the proper and complete performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.

Fred C. Armstrong
Fred C. Armstrong
Date: 3/23/06

Prepared by:
Daniel Hicks, P.A.
421 South Pine Avenue
Ocala, FL 34474
Phone No.: (352) 351-3353
Florida Bar No.: 0145139

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