

NO60000003496

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000066872890

FILED

2006 MAR 29 AM 10:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

06 MAR 29 PM 1:50

DIVISION OF CORPORATION

T. Hampton MAR 30 2006

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:
(Sub Account)

Date:

3/29/06

Requestor Name: Carlton Fields

Address: Post Office Drawer 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen, CLA (ext. 5261)

Corporation Name:

Gate Parkway West Professional
Center Owner's Association, Inc.

Entity Number:

Authorization:

Kim Pullen

☒ Articles
Certified Copy

☒ New Filings

☐ Fictitious Name

☒ Certificate of Status

☐ Annual Report

☐ Registration

☐ Plain Stamped Copy

☐ Amendments

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

CF Internal Use Only

Client: 23271

Matter: 81317

Name: W. Reas

Office: —

FILED

ARTICLES OF INCORPORATION

OF

2006 MAR 29 AM 10:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GATE PARKWAY WEST PROFESSIONAL CENTER OWNER'S ASSOCIATION, INC.
(A Florida corporation not for profit)

The undersigned, by these Articles, hereby associates himself for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes and certify as follows:

ARTICLE 1 - NAME

The name of the corporation shall be: Gate Parkway West Professional Center Owner's Association, Inc. (the "Association").

ARTICLE 2 - PURPOSE

In general nature, objects and purposes for which the Association is organized are as follows:

(a) To promote the health, safety and social welfare of the members of the Association in protecting and enhancing the value of the property of the members located in Gate Parkway West Professional Center (the "Development").

(b) To endeavor to see that ad valorem taxes and assessments levied on said property of the members of the Association are uniform and fair;

(c) To endeavor to see that adequate police and fire protection, garbage and trash removal and other conveniences and utility services are furnished to the property of the members;

(d) To provide for the maintenance, improvement and beautification of Access Ways, Common Parcels, and other properties in the Development;

(e) To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association, as the Board of Directors (the "Board"), in its discretion, determines necessary, appropriate and/or convenient;

(f) To operate without profit for the sole and exclusive benefit of its members, but without pecuniary gain or profit to the members of the Association.

ARTICLE 3 - GENERAL POWERS

The general powers that the Association shall have are as follows:

- (a) To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation (the "Articles");
- (b) To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;
- (c) To delegate power or powers where such is deemed in the interest of the Association;
- (d) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing and all of the objects and purposes set forth in the Articles and not forbidden by the laws of the State of Florida;
- (e) To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures;
- (f) To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board;
- (g) To pay taxes and other charges, if any, on or against property owned or accepted by the Association;
- (h) To borrow money and from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement with regard to all or any part of the property, rights, or privileges of the Association wherever situated;
- (i) In general, to have all common law and statutory powers conferred upon corporations not for profit by the laws of the State of Florida that are not in conflict with the terms of the Articles.

ARTICLE 4 - MEMBERS

Every Owner of a Lot in the Development ("Owner") shall be a member of the Association. The Association shall have two classes of voting membership:

(a) Class A. Class A Members shall be all Owners, with the exception of (the "Developer"), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine; but in no event shall more than one vote be taken. Each co-owner shall file the name of the voting co-owner with the secretary of the Association in order to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the secretary applicable to all votes until rescinded.

(b) Class B. The Class B member(s) shall be the Developer and shall be entitled to five votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(i) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(ii) December 31, 2008.

ARTICLE 5 - TERM

This Association shall have perpetual existence.

ARTICLE 6 - INITIAL SUBSCRIBER

The name and address of the subscriber hereto is:

William J. Deas, Esquire
2215 River Boulevard
Jacksonville, Florida 32204

ARTICLE 7 - DIRECTORS

The activities and affairs of the Association shall be managed by a Board who shall be elected by the members at the annual meeting of the members or at such other time as may be specified in the By-Laws of the Association (the "Bylaws"). The number of Directors shall be fixed by the By-Laws. The first Board, who shall serve until the annual meeting of the members to be held in 2006, shall consist of the following persons:

Robert A. Sharp, Jr.
John T. Starling
Andrew L. Skigen

All vacancies in the Board shall be filled by the remaining Directors.

The Board may by resolution designate an Executive Committee, to consist of one or more of the Directors, which, to the extent provided in said resolution or in the By-Laws of the Association, shall have and may exercise the powers of the Board in the management of the affairs of the Association.

The Board may deal with and expend the income and principal of the Association in such manner as in the judgment of the Board will best promote its purposes.

The By-Laws may confer powers upon the Board in addition to the foregoing and other powers and authorities expressly conferred upon them by statute.

ARTICLE 8 - OFFICERS

The officers of the Association, who shall manage its affairs under the direction of the Board, shall be a President, a Vice- President, a Secretary, and a Treasurer, and such other officers as the Board from time to time may elect or appoint. The officers shall be elected at the annual meeting of the Board or at such other time as may be specified in the By-Laws and shall hold office for such period of time as the By-Laws shall provide.

The names, addresses and offices held of the officers who are to serve until the first election or appointment under the Articles are:

President	Robert S. Sharpe
Vice President	John T. Starling
Secretary/Treasurer	Andrew L. Skigen

ARTICLE 9 - INDEMNIFICATION

Every Director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any 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 by reason of his serving or having served the Association at its request, whether or not he is a Director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled but shall be limited by the

applicable law and specifically shall not include acts of gross negligence or willful misconduct.

ARTICLE 10 - BY-LAWS

The members by a vote of a majority of those present at any meeting at which a quorum is present, shall make, alter, amend, or rescind the By-Laws.

ARTICLE 11 - DISSOLUTION

Upon the dissolution or liquidation of the Association, whether voluntary or involuntary, all of its funds and other assets remaining after payment of all costs and expenses of dissolution or liquidation shall be distributed and paid over entirely and exclusively to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, or to the federal government, or to a state or local government, for a public purpose. None of the funds or assets and none of the income of the Association shall be paid over, distributed to or inure to the benefit of any member, officer or Director of the Association or any other private individual.

ARTICLE 12 - STOCK

The Association shall not have or issue any shares of corporate stock.

ARTICLE 13 - OFFICE

The initial principal office of the Association is to be located at 2215 River Boulevard, Jacksonville, Florida 32204, which office may be changed from time to time by action of the Board.

ARTICLE 14 - AMENDMENTS

Amendments to the Articles may be proposed and adopted as follows: Every amendment shall first be proposed by a member and shall then be approved by a majority of the members by resolution duly adopted at any meeting thereof at which a quorum is present. A copy of the proposed amendment with thereon a certificate that it has been approved by the members, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice-President, shall be prepared and filed with the Secretary of State of the State of Florida in the manner required for Articles of corporations not for profit. The Articles shall be amended and the amendment incorporated therein when the amendment has been filed with the Secretary of State, approved by him, and all filing fees have been paid. Subject to the foregoing terms and conditions, the Association reserves the right to alter, amend, change or repeal any provision contained herein.

ARTICLE 15 - CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation, or partnership shall be affected or invalidated by the fact that any Director or officer of the Association is pecuniarily or otherwise interested therein. Any Director may be counted in determining the existence of a quorum at any meeting of the Board for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a Director, member or officer of such firm, association, corporation, or partnership. It is specifically intended that officers of the Association may also be officers in or have an interest in the corporations with which management or maintenance agreements are or may be entered into with respect to the Development.

ARTICLE 16 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2215 River Boulevard, Jacksonville, Florida 32204, and the name of the initial registered agent of this corporation at that address is William J. Deas, Esquire.

IN WITNESS WHEREOF, I, William J. Deas, the undersigned subscribing incorporator, have hereunto set my hand and seal this 28th day of March, 2006, for the purpose of forming this not for profit corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge, and file in the office of the Secretary Of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.




WILLIAM J. DEAS

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, personally appeared William J. Deas, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and that the facts set forth therein are true and correct.

Witness my hand and official seal this 28th day of March, 2006.



Notary Public, State and County Aforesaid.
My Commission Expires



HOLLY A. BAKER
Commission #DD390739
Expires Feb. 21, 2009


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That Gate Parkway Professional Center Owner's Association, Inc. desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles Of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named William J. Deas, located at 2215 River Boulevard, Jacksonville, Florida 32204, as its Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



William J. Deas
Registered Agent

\\server\shared\DOCS\MISC\800-58\Articles of Incorporation Rev 3-8-06.doc

LAW OFFICE
WILLIAM J. DEAS, P.A.
2215 RIVER BOULEVARD
JACKSONVILLE, FL 32204