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FLORIDA PROFIT/NON PROFIT CORPORATION

Medical Professional Center Condominium Association, **INC.**

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**ARTICLES OF INCORPORATION
OF THE
MEDICAL PROFESSIONAL CENTER CONDOMINIUM ASSOCIATION, INC.**

We, the undersigned, with other persons desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I
NAME**

The name of this corporation is the "Medical Professional Center Condominium Association, Inc." For convenience, the corporation shall be referred to in this instrument as "Association". The corporate and mailing address for the Association is: c/o Simmons, LaPlant and Associates, C.P.A., P.A., 201 E. Kennedy Blvd., Suite 715, Tampa, FL 33602.

**ARTICLE II
PURPOSE**

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617, Florida Statutes, and is a condominium association. The purpose for which the corporation is organized is to provide an entity responsible for the operation of a professional office condominium in Hillsborough County, Florida, known as the Medical Professional Center Condominiums at Town and Country Hospital, hereinafter referred to as the "Condominium". The Declaration of Condominium of the Medical Professional Center Condominiums at Town and Country Hospital and any amendments thereto, whereby said Condominium has or will be created, is herein called the "Declaration".

**ARTICLE III
QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION**

Section 1. The members of the Association shall constitute all the record owners of Units in the Condominium. The Developer shall be a member while the Developer owns any Unit. Change of membership in the Association shall be established by recording in the Public Records of Hillsborough County, Florida, a deed or other instrument establishing record title to a Unit and the delivery to the Association of a certified copy of such instrument. The Unit Owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner of such condominium unit shall thereupon be terminated.

Section 2. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner whatsoever except as an appurtenance to his condominium unit.

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Section 3. The owner of each condominium Unit shall be entitled to at least one (1) vote for each condominium Unit owned as a member of the Association. The exact number of votes to be cast by owners of a condominium Unit and the manner of exercising voting rights shall be determined by the Declaration and the By-laws of the Association.

ARTICLE IV CORPORATE EXISTENCE AND TERM

The Association shall commence upon the execution of these Articles of Incorporation by the subscriber/incorporator, and the term of the Association shall be perpetual.

ARTICLE V BOARD MEMBERS AND OFFICERS

The affairs of the Association shall be managed by its Board of Administration. The Board members and officers may lawfully and properly exercise the powers set forth herein, notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiation and/or consummation of the agreements executed pursuant to such powers are some or all of the persons with whom the corporation enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the corporation enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration, as initially declared or subsequently re-declared or amended, shall stand as an absolute confirmation of such agreements and the valid exercise by the Board members and officers of the corporation of the powers pertinent thereto.

ARTICLE VI BOARD OF ADMINISTRATION

Section 1. The business affairs of this corporation shall be managed by the Association's Board of Administration.

Section 2. The Board of Administration shall initially have three (3) members. The number of Board members may be changed from time to time as provided by the By-laws, but their number may never be less than three (3).

Section 3. Board members of the Association shall be elected at the annual meeting of members in the manner determined by the By-laws. Board members may be removed and vacancies on the Board of Administration shall be filled in the manner provided by the By-laws.

Section 4. The Board members of the Board of Administration shall be elected from among the Unit Owners (or their representatives) of the Medical Professional Center Condominiums at Town and Country Hospital, except that the initial members of

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the Board of Administration, as designated in these Articles, and the Board members during the time the Developer controls the Association, can be other than Unit Owners (or their representatives). The initial members of the Board of Administration shall be appointed by the Developer, and such members shall serve at the pleasure of the Developer (or any party to which Developer assigns such rights). Board members shall be elected by the Members at annual meetings upon the expiration of the term of the directors. All Board members must be 18 years or older.

Section 5. The names, addresses and class of the initial Board of Administration are as follows:

<u>Name</u>	<u>Address</u>
Greg Johnson	5026 Trenton Street Tampa, FL 33619
Scott Johnson	5026 Trenton Street Tampa, FL 33619
Gary Volenec	112 S. 12 th Street Suite D Tampa, FL 33602

Section 6. The Board members named in these articles shall serve until the first election of members of the board and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

ARTICLE VII OFFICERS

Section 1. The officers of the corporation shall be a President, Vice President, Secretary and a Treasurer. The same person may hold the offices of the Secretary and Treasurer simultaneously.

Section 2. The names of the persons who are to initially serve as officers of the Association are as follows:

<u>Office</u>	<u>Name</u>
President	Gary Volenec
Vice President	Scott Johnson
Secretary/Treasurer	Robert LaPlant

Section 3. The officers must be members of the Association (or their representatives), except that the initial officers, as designated in these Articles, and the officers during the time the Developer controls the Association, can be other than Unit Owners (or their representatives). The officers shall be elected by the Board of

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Administration at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Administration.

Section 4. The officers shall have such duties, responsibilities and powers as provided in the By-laws and by Chapters 617 and 718, Florida Statutes.

ARTICLE VIII BY-LAWS

The Board members may adopt By-laws for the Association.

ARTICLE IX AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended at any special or regular meeting of the Unit owners. An amendment may be proposed by either the Board of Administration or by fifty percent (51%) of the members of the Association. A resolution adopting a proposed amendment must bear the approval of not less than fifty-one percent (51%) of the entire membership of the Board of Administration and seventy-five percent (75%) of all members of the Association. Board members and Members not present at the meetings considering the Amendment may express their approval, in writing given before meetings, unless prohibited by law. Any Amendment to these Articles will be voted upon only after notice of any meeting as required by the By-Laws of the Association.

Unless no longer required by applicable Florida Statutes, no amendment to the Articles is valid unless recorded with identification on the first page thereof of the book and page of the public records where the Declaration of each Condominium operated by the Association is recorded.

Notwithstanding the foregoing, to the extent lawful, the Developer alone may amend these Articles pursuant to the provisions of the Declaration and/or Florida law, including, but not limited to, any amendment pursuant to any provisions in the Declaration allowing certain amendments to be effected by the Developer alone.

To the extent lawful, and notwithstanding the foregoing, while the Developer owns any Unit, no amendment affecting the Land, the Developer (or its successors or assigns as Developer), or this Condominium, shall be effective without the prior written consent of the Developer or its successor(s) or assign(s) as Developer. In addition, to the extent lawful, so long as the Developer, or its successor(s) or assign(s) as Developer, owns any Unit no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, reserved to, the Developer in these Articles, the Bylaws and/or the Declaration, unless the Developer, or its successor(s) or assign(s) as Developer, shall join in the execution of the amendment. Furthermore, no amendment to these Articles which may abridge, amend and/or alter the right of the Developer to designate the members of the Board of

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Administration of the Association or the Officers of the Association, may be adopted or become effective without the prior written consent of the Developer or its successor(s) or assign(s) as Developer.

ARTICLE X INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 620 Twiggs St., Tampa, Florida, and the name of the initial registered agent of the Association at that address is Dean W. Birch.

ARTICLE XI POWERS

The Association shall have the following additional powers:

Section 1. All the powers set forth and described in Chapter 617 of the Florida Statutes, and all of the powers of the Association provided for in the Declaration, as amended from time to time.

Section 2. All of the powers of an association as set forth in Chapter 718, Florida Statutes, if any.

Section 3. To acquire and enter into agreements whereby it acquires leaseholds, membership or other possessory or use interests in lands or facilities including, but not limited to, country clubs, golf course, marinas, tennis clubs, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment recreation or other use or benefit of the Unit Owners.

Section 4. To contract with any person, firm or entity for the operation, maintenance or repair of the Condominium Property. Provided, however, that any such contract shall not be in conflict with the powers and duties of the Association nor the rights of unit owners as provided in the Condominium Act and these enabling documents.

Section 5. To enter into a maintenance agreement with other condominiums to provide for acquisition, maintenance, replacement and repair of facilities to used jointly.

Section 6. To acquire by purchase or otherwise, Condominium Units of the condominium, subject, nevertheless, to the provisions of the Declaration and/or By-laws relative thereto.

Section 7. To operate and manage the Condominium in accordance with the sense, meaning, direction, purpose and intent of the Declaration as the same may from

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time to time be amended, and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to it by the Declaration and/or By-laws.

Section 8. To operate and maintain the Surface Water Management System Facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, and to contract for services to provide for operation and maintenance of the Surface Water Management System Facilities.

ARTICLE XII INCORPORATOR

The names and address of the subscriber/incorporator to these Articles of Incorporation is as follows:

Gary Volenec
112 South 12th, Suite D
Tampa, FL 33602

ARTICLE XIII DISSOLUTION

In addition to the provisions of the Condominium Act regarding dissolution, if this Association is dissolved, the control or right of access to the property containing the Surface Water Management Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management facilities shall be conveyed to a non-profit corporation similar to this association. If the Association ceases to exist, all of the Unit Owners shall be jointly and severally responsible for operation and maintenance of the Surface Water Management Facilities in accordance with the requirements of environmental Resource Permit, if any, unless and until an alternative entity assumes responsibility in accordance with the prior sentence.

ARTICLE XIV INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. In subscribing and filing the Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and to the extent not prohibited by law, that the provisions of these Articles of Incorporation and of the Declaration be interpreted, construed, and applies so as to avoid inconsistencies or conflicting results. All capitalized words used in these

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Articles shall have the same definitions as attributed to them the Declaration, if any, except to the extent these Articles provide an express definition for any such word(s).

I, the undersigned, do hereby subscribe to these Articles of Incorporation and in witness whereof, I have hereunto set my hand and seal on this 7 day of April, 2006.

By: [Signature]
Gary Volenec, Subscriber/Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on this 7 day of April, 2006, by Gary Volenec, who is personally known to me or who produced _____, as identification.

(Seal)



Kelly A. Swornstedt
Commission #DD168591
Expires: Dec 02, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

[Signature]
NOTARY PUBLIC, State of Florida

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 617.0501 FLORIDA STATUTES.

[Signature]
DEAN W. BIRCH - Registered Agent

Date: April 10, 2006

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