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FLORIDA PROFIT/NON PROFIT CORPORATION

Parkway Office Plaza Property Owners Association, In

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**ARTICLES OF INCORPORATION
OF
PARKWAY OFFICE PLAZA PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and do hereby certify:

**ARTICLE I
NAME**

The name of the corporation is PARKWAY OFFICE PLAZA PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "Association."

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is located at 102 Park Place Blvd, Suite B-3, Kissimmee, Florida 34741, or such other place as may be designated from time to time.

**ARTICLE III
REGISTERED AGENT**

Cynthia Nugent whose address is 2425 Roat Drive, Orlando, Florida 32835, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control within that certain tract of property described as:

SEE EXHIBIT "A" WHICH IS ATTACHED HERETO AND MADE A PART
HEREOF,

and to promote the health, safety and welfare of the Owners or occupants of Lots within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

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- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions applicable to the Property and recorded Public Records of Osceola County, Florida (hereinafter the "Declaration"), and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means, all liens, charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money, and with the assent of two-thirds (2/3) of the Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Association;
- (f) participate in mergers and consolidations with other nonprofit corporations organized for the same or substantially similar purposes as the Association, or annex additional property, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the Members entitled to vote (with no distinction between classes) in accordance with the Declaration;
- (g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise; and
- (h) waive minor violations of any one or more of the provisions of the Declaration.

ARTICLE V **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall automatically be a Member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of any obligation

shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of a Lot. If any Sub-Association is created to govern a portion of the Property of a Lot or if a Lot is made subject to a declaration of condominium

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ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be Members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name	Address
Kevin S. Cole	719 Park Lake Circle, Orlando, FL 32803
Ken Buikema	2425 Roat Drive, Orlando, FL32835
Cynthia Nugent	2425 Roat Drive, Orlando, FL32835

At the first annual meeting, the Members shall elect one (1) director for a term of one year, one (1) director for a term of two years and one (1) director for a term of three years; and at each annual meeting thereafter the Members shall fill any vacancy on the Board and shall elect one (1) director for a term of three years.

ARTICLE VIII
OFFICERS

The officers of the Association shall be a president, vice president, secretary and treasurer and such other officers as may be provided in the Bylaws. All officers shall be elected at the annual meeting of the Board of Directors. Vacancies in any office may be filled by the Board of Directors. The officers who will serve until their successors are elected are:

Name	Office
Kevin S. Cole	President, Vice President, Treasurer, and Secretary

ARTICLE IX
DISSOLUTION

The Association may be dissolved with the written assent of not less than two-thirds (2/3) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X
DURATION

The corporation shall exist perpetually.

ARTICLE XI
AMENDMENTS

The Articles of Incorporation may be amended by the Members at any regular, special or annual meeting of the Members, called for such purpose, or in the case of an annual meeting, provided notice of the proposed changes have been furnished in writing to all Members entitled to vote thereon, at least thirty (30) days prior to said meeting. Amendments may be proposed by the Directors or upon the vote of Twenty-five Percent (25%) of the membership. Such amendment shall be effective when approved by Seventy-five Percent (75%) of the entire membership.

ARTICLE XII
BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors. The Bylaws may be amended, altered or rescinded by a two-thirds (2/3) quorum present, in person or by proxy, at any regular or special meeting of the Members. However, the Developer shall have the right to change the By-laws at any time without the joinder of any person while it remains the owner of a Lot.

ARTICLE XIII
DEFINITIONS

The terms used in these Articles which are defined in the Declaration shall have the meanings assigned to such terms in the Declaration, except as herein expressly otherwise provided or unless the context otherwise requires.

ARTICLE XIV
SUBSCRIBERS

The names and addresses of the subscribers, named as incorporators, are as follows:

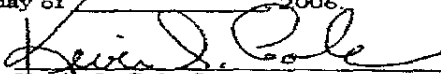
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Name
Kevin S. Cole

Address
719 Park Lake Circle, Orlando, FL 32803

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this _____ day of _____, 2006.


Kevin S. Cole, Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 22 day of JANUARY, 2006, by Kevin S. Cole, who ~~are~~ personally known to me or who produced _____, and _____, respectively, as identification.



Daniel L. DeCubellis
My Commission DD057380
Expires June 03, 2006


NOTARY PUBLIC

My Commission Expires: _____

Having been named as Registered Agent for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties.


Cynthia Nugent

Dated: 27 January 2006

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