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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. Shivers JUN 05 2006



HHH MANAGEMENT INC.
An Asset Management Company

Via Priority Federal Express

June 1, 2006

Rhonda Dulgar
Young, Van & Affenderp
225 S. Adams Street
#200
Tallahassee, FL 32301
850-222-7206

RE: Mt. Dora Marketplace Condominium Association, Inc.

Dear Ms. Dulgar:

In accordance with your conversation with Douglas E. Gonano, Esq. today, enclosed please find two (2) original counterparts of the Articles of Incorporation of Mt. Dora Marketplace Condominium Association, Inc. I also enclose the following checks:

1. Payable to the Secretary of State in the amount of \$78.75 for the filing fees and certified copy charge;
2. Payable to your firm in the amount of \$50.00 for your services.

Please expedite the processing of the enclosed Articles with the Department of State and send the certified copy of the Articles to:

Douglas E. Gonano, Esq.
1600 S. Federal Highway
Suite 200
Fort Pierce, FL 34950 (e-mail: dgonano@gh-law.com)

If you would, I would appreciate receiving a copy of the certified Articles by e-mail: nancyungar@hhhcompanies.com. (If this is not possible, please fax to the fax number noted below.)

Thank you for your assistance.

Sincerely,

HHH MANAGEMENT, INC.

Nancy Ungar
Executive Administrator

Enc.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MT. DORA MARKETPLACE CONDOMINIUM ASSOCIATION, INC.

Article I: Name

The name of the corporation is: MT. DORA MARKETPLACE CONDOMINIUM ASSOCIATION, INC.

Article II: Principal Office

The principal place of business address of this corporation shall be 18700 U.S. Highway 441, Mt. Dora, FL 32757. The mailing address of this corporation shall be P.O. Box 273760, Boca Raton, FL 33427-3760.

Article III: Duration

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

Article IV: Purpose

This corporation is generally organized for any lawful purposes not for pecuniary profit for which corporations may be incorporated in this jurisdiction under the Florida Not-For-Profit Corporation Act. Specifically, this corporation is organized for the purpose of providing an entity under the Florida Condominium Act (the Act) for the operation of a condominium located in Lake County, Florida, and known as Mt. Dora Marketplace, A Condominium (the Condominium), created pursuant to the Declaration of Condominium for Mt. Dora Marketplace, A Condominium (the Declaration). This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in the relevant provisions of Florida Statutes, Chapters 607, 617, and 718.

Article V: Benefits

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article IV hereof.

Article VI: Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2206 W. Atlantic Avenue Suite 201, Delray Beach, FL 33445 . The name of the initial registered agent of this corporation at that address is Nancy Ungar.

Article VII: Directors and Officers

There shall be a Board of Directors comprised of three (3) natural persons, who need not be members of the corporation. All Directors shall be elected in accordance with the Bylaws of the corporation, however, owner of Unit 18840 of the Condominium shall at all times have the right to appoint one (1) director to the Board of Directors. No amendment to these Articles of Incorporation which affects the owner of Unit 18840's right to appoint one (1) director to the Board of Directors or changes the total number of Directors shall be effective unless the owner of Unit 18840 votes for or consents in writing to such amendment. The Board of Directors is that group of persons vested with the business and affairs of the corporation. The names, capacity and addresses of the initial Board of Directors and Officers are:

<u>Name</u>	<u>Capacity</u>	<u>Address</u>
Harry H. Hahamovitch	Director/President	2206 W. Atlantic Ave. Suite 201 Delray Beach, FL 33445
Nancy Ungar	Director/Vice President/ Secretary/Treasurer	2206 W. Atlantic Ave. Suite 201 Delray Beach, FL 33445
Pleasant A. Lewis	Director	2732 Lake Howell Lane Winter Park, FL 32792

Article VIII: Indemnification of Directors

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, (including attorney's fees), judgment, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors.

Article IX: Management by Officers

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, Treasurer, and such other officers and committees as may be deemed necessary and proper by the Board of Directors. Notwithstanding the foregoing the corporation may retain and pay a manager to perform the management of the corporation and to discharge the corporation's obligations under the Declaration and under the Act. Such officers shall be appointed by the Board of Directors in accordance with the Bylaws of the corporation. Those officers that shall serve until the first election or appointment of officers are as stated in Article VII hereof.

Article X: Membership

The qualification of members and the manner of their admission shall be as regulated by the Bylaws.

Article XI: Incorporator

The name and address of the person signing these Articles of Incorporation is:

Nancy Ungar

2206 W. Atlantic Ave.
Suite 201
Delray Beach, FL 33445

In witness whereof, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned constituting the incorporator of this corporation, have executed these Articles of Incorporation this 31st day of May, 2006.



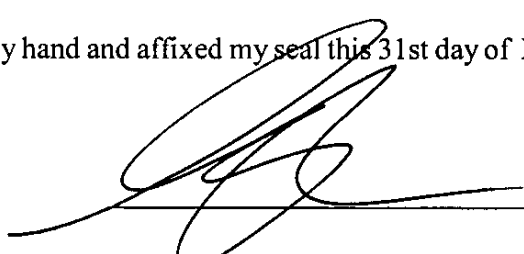
Nancy Ungar

State of Florida
County of Palm Beach

Before me, the undersigned authority, this day personally appeared Nancy Ungar, who is personally known by me or has produced _____ as identification, who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed those Articles for the purposes expressed herein.

In witness whereof, I have hereto set my hand and affixed my seal this 31st day of May, 2006.



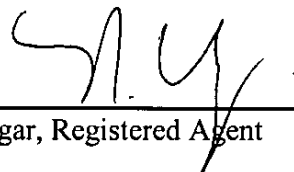


Notary Public, State of Florida
Print Name:
My commission expires:

Acceptance of Registered Agent

Having been named to accept service of process for the above named corporation, at the place designated in the 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.

Dated this 31st day of May, 2006.



Nancy Ungar, Registered Agent

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