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FLORIDA PROFIT/NON PROFIT CORPORATION

The Plaza North Tower Commercial Condominium Associa

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Estimated Charge	\$87.50

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Handwritten signature and date 6/2/2006

**ARTICLES OF INCORPORATION  
OF  
THE PLAZA NORTH TOWER COMMERCIAL  
CONDOMINIUM ASSOCIATION, INC.**

(a corporation not-for-profit)

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All terms used in these Articles of Incorporation of The Plaza North Tower Commercial Condominium Association, Inc. (the "Articles") will have the same meaning as the identical terms used in the Declaration of Condominium of The Plaza North Tower Commercial Condominium (the "Declaration"), unless the context otherwise requires.

**ARTICLE I**

Name

The name of the corporation will be The Plaza North Tower Commercial Condominium Association, Inc. For convenience this corporation will be referred to as the "Association."

**ARTICLE II**

Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a condominium to be known as The Plaza North Tower Commercial Condominium (the "Condominium") in accordance with the Declaration, and for any other lawful purpose.
2. The Association will have no capital stock and will make no distribution of income or profit to its members, directors or officers.

**ARTICLE III**

Powers

1. The Association will have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.
2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.

3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration.

#### ARTICLE IV

##### Members

The qualifications of members, the manner of their admission to the Association, and voting by members will be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner will be entitled to vote in accordance with the Bylaws.

2. Changes in membership in the Association will be established by the recording in the Public Records of Orange County, Florida, of a deed or other instrument establishing a change of record title to a Unit and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a member of the Association. The membership of the prior Owner will be thereby terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit.

#### ARTICLE V

##### Directors

1. The affairs of the Association will be managed by a board of directors of not less than three (3) nor more than seven (7) directors as shall be determined by the Bylaws, and in the absence of such determination shall consist of three (3) directors.

2. Directors of the Association must be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

#### ARTICLE VI

##### Indemnification

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of

willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification herein will apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE VII

### Bylaws

The Bylaws will be adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

## ARTICLE VIII

### Amendments

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
2. Proposal of an amendment and approval thereof will require the affirmative action of a majority of the entire membership of the Board, and no meeting of the members nor any approval thereof is required.
3. Any amendment of these Articles shall be subject to and will be exercised in accordance with the provisions of the Declaration.
4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Orange County, Florida.
5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity or as may be necessary to conform these Articles to any governmental statutes.

**ARTICLE IX**

Term

The term of the Association is perpetual unless terminated in accordance with Florida law.

**ARTICLE X**

Incorporator

The name and residence of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Anne L. Bingler, Esq.	205 E. Central Boulevard, Ste. 600 Orlando, FL 32801

**ARTICLE XII**

Registered Agent

The Association hereby appoints Anne L. Bingler, Esq. as its Registered Agent to accept service of process within this state, with the Registered Office located at 205 E. Central Boulevard, Suite 600, Orlando, Florida 32801.

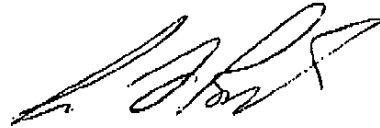
**ARTICLE XII**

Principal Office

The address of the principal office and the mailing address of the Association shall be 205 E. Central Boulevard, Suite 600, Orlando, Florida 32801, or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 718.

IN WITNESS WHEREOF the incorporator has hereto affixed the incorporator's signature this 2<sup>nd</sup> day of ~~May~~ June, 2006.

*JLone*



\_\_\_\_\_  
Anne L. Bingler, Esq.

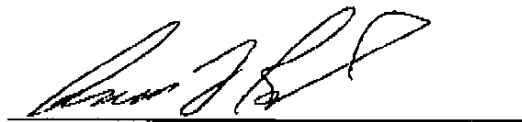
REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That THE PLAZA NORTH TOWER COMMERCIAL CONDOMINIUM ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Anne L. Bingler, Esq. located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states that she is familiar with Section 617.0501, Florida Statutes.



\_\_\_\_\_  
Anne L. Bingler, Esq.

DATED: <sup>JUNE</sup> ~~May~~ 2, 2006

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