

JUL-21-2006 5:28

Ram Realty Services

561 630 6711

NO6000007755

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000186302 3)))



H060001863023ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : RAM REALTY SERVICES
Account Number : 120030000002
Phone : (561) 630-6110
Fax Number : (561) 630-6717

FILED
06 JUL 21 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

MDTC Property Owners Association, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

MRB 7/24
7/21/2006

FILED

(((H06000186302 3)))

ARTICLES OF INCORPORATION

06 JUL 21 PM 1:04

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MDTC PROPERTY OWNERS ASSOCIATION, INC.

The undersigned hereby establishes the following for the purpose of becoming a nonprofit corporation under the laws of the State of Florida by and under the provisions of Chapter 617 of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I**Name and Principal Address of Corporation**

The name of this Corporation (hereinafter the "Corporation") shall be MDTC PROPERTY OWNERS ASSOCIATION, INC., with an office located at 3399 PGA Boulevard, Suite 450, Palm Beach Gardens, FL 33410.

ARTICLE II**Purposes**

MARTIN DOWNS TOWN CENTER LLC, a Florida limited liability company (referred to herein as "Declarant") is the owner of certain property in Martin County, Florida, commonly known as "Martin Downs Town Center" (hereinafter referred to as the "Property"). The Property is more particularly described in the Declaration of Covenants and Restrictions for Martin Downs Town Center (hereinafter the "Declaration"). All terms used in these Articles of Incorporation which are defined in the Declaration shall have the same meaning herein as therein.

The purpose of this Corporation is to own, lease, maintain, operate, and/or administer certain Common Property located within the Property and to carry out its rights and duties set forth in the Declaration.

(((H06000186302 3)))

((H06000186302 3)))

ARTICLE III

Powers and Limitations

- A. The Corporation shall have the power:
1. To own, lease, operate, maintain, and administer the Common Property within or related to the Property in accordance with the Declaration.
 2. To establish through its Board of Directors reasonable rules and regulations regarding the Common Property.
 3. To carry out all the powers and duties vested in the Corporation pursuant to these Articles, the Bylaws of the Corporation and the Declaration.
 4. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes and Chapter 607, Florida Statutes, respectively.
 5. To engage professional management agents to manage its affairs and pay a fee therefor.
 6. To grant easements and leases to any person over, under, through, and/or across the Common Property for or without compensation to this Corporation without any need to obtain the approval or joinder of any Member or lien holder thereof.
 7. To assess Members of the Association and enforce such Assessments in accordance with the Declaration.
 8. To contract with governmental, and quasi-governmental, agencies.
- B. The Corporation is not organized for profit nor shall it have the power to issue certificates of stock or pay dividends.
- C. All funds and title to all interests in property acquired by the Corporation, whether fee simple or leasehold or otherwise, shall be held in trust for Members of the Corporation.

((H06000186302 3)))

((H06000186302 3)))

ARTICLE IV

Directors

A. The business of this Corporation shall be conducted by the Board of Directors, consisting of three (3) Directors.

B. The election of directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of this Corporation.

C. The directors herein named shall serve until their successors are duly designated and qualified, until they are removed in the manner elsewhere provided, or until they resign, whichever first occurs, and any vacancies in their number occurring before a successor has been duly designated and qualified shall be filled in accordance with the Bylaws of this Corporation.

ARTICLE V

Names and Addresses of Directors

The names and addresses of the initial Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and Bylaws of the Corporation shall be:

Robert Skinner

President

David A. Dean

Vice President and Treasurer

Keith L. Cummings

Secretary

ARTICLE VI

Bylaws

The first bylaws of the Corporation shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided by the Bylaws.

((H06000186302 3)))

((H06000186302 3)))

ARTICLE VII

Indemnification

The Corporation shall indemnify any Director or Officer of the Corporation and any member of any Committee of the Corporation in accordance with, and subject to, the terms of the Declaration.

ARTICLE VIII

Transactions in Which Directors or Officers Are Interested Parties

No contract or transaction between the Corporation and one (1) or more of its officers or directors, between the Corporation and any other corporation, partnership, association, or other organization in which one (1) or more of its directors or officers are directors or officers of this Corporation, or have a financial interest in this Corporation, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at, or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No directors or officers of the Corporation shall incur liability merely by reason of the fact that he is or may be interested in any such contract or transaction.

ARTICLE IX

Amendments

A. So long as the Declarant owns any portion of the Property, Declarant may amend these Articles of Incorporation, in its discretion, without the joinder of any other party.

((H06000186302 3)))

((H06000186302 3)))

Following the conveyance by Declarant of all of the Property, these Articles of Incorporation may be amended only by the unanimous vote of the Board of Directors.

B. A copy of each amendment to the Articles of Incorporation as approved must be accepted by the Secretary of State of the State of Florida or such other person required by Florida law.

ARTICLE X

Incorporator

The name and address of the Incorporator of these Articles of Incorporation is Karen D. Geller, Esq., 3399 PGA Boulevard, Suite 450, Palm Beach Gardens, Florida 33410.

ARTICLE XI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3399 PGA Boulevard, Suite 450, Palm Beach Gardens, Florida 33410, and the name of the initial registered agent of this Corporation is Peter D. Cummings & Associates, Inc.

IN WITNESS OF THE FOREGOING, the undersigned has hereunto set its hand and seal in acknowledgment of the foregoing Articles of Incorporation, this 20th day of July, 2006, which Articles are to be filed in the Office of the Secretary of State.

By: 

Karen D. Geller, Authorized Representative

((H06000186302 3)))

(((H06000186302 3)))

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, Peter D. Cummings & Associates, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Peter D. Cummings & Associates, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Peter D. Cummings & Associates, Inc. is familiar with and accepts the obligations of its position as registered agent.

Peter D. Cummings & Associates, Inc.By: 

Karen D. Geller, Vice President

Date: July 20, 2006

FILED
06 JUL 21 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H06000186302 3)))