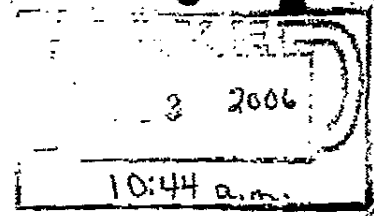


N 06000008077

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.

((H060001924173)))



H060001924173ABC/

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 : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION
Account Number : 071670002600
Phone : (941) 364-2409
Fax Number : (941) 364-2490

FILED
06 JUL 31 PM 1:33
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Marsac Commerce Center Property Owners Association,

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

CB 8-1-06

FAX AUDIT #H06-192417

06 JUL 31 PM 1:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit "B"

ARTICLES OF INCORPORATION

**MARSAC COMMERCE CENTER
PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned hereby forms a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, and certifies as follows:

ARTICLE I. NAME

1.1 The name of the corporation shall be MARSAC COMMERCE CENTER PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II. INITIAL REGISTERED OFFICE AND AGENT

2.1 The street address and mailing address of the principal office this corporation is the following address:

4404 56th Street West, Bradenton, Florida 34210.

and the name of the initial registered agent of this corporation at that address is:

Daniel V. Sack

ARTICLE III. PURPOSE

3.1 The purpose for which the Association is organized is to provide an entity for the operation, management and administration of the property owners association of a commercial development known as the MARSAC COMMERCE CENTER located in Hillsborough County, Florida, hereinafter referred to as the "MARSAC COMMERCE CENTER".

3.2 Distribution of Income: The Association shall make no distribution of income to its members, directors or officers.

ARTICLE IV. MEMBERSHIP

4.1 Members of the Association shall be qualified in the manner set forth in the By-Laws of the Association.

ARTICLE V. POWERS

Prepared by: Mark B. Barnebey, Esq.
Kirk Pinkerton
1301 6th Avenue West, #401
Bradenton, FL 34205
(941) 364-2403
Atty. Bar #0370827

FAX AUDIT #H06-192417

FAX AUDIT #H06-192417

5.1 Common Law and Statutory Power: The Association shall have all of the common law and statutory powers of a corporation not-for-profit.

5.2 Specific Powers: The Association shall have all of the powers and duties set forth under the laws of the State of Florida, for a non-profit corporation, except as limited by these Articles of Incorporation, and by the Declaration of Covenants, Restrictions and Easements of the MARSAC COMMERCE CENTER ("Declaration") and all of the powers and duties reasonably necessary to operate the MARSAC COMMERCE CENTER pursuant such Declaration, as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members as property owners to pay all costs, expenses and losses of the Association and to make special assessments against members as property owners for maintenance or repair which is the responsibility of the property owner.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair and operate all property owned by the Association or to be managed and maintained by the Association, in accordance with the terms and provisions of the Declaration.

(d) To purchase and maintain insurance coverage for the property and improvements owned and held by the Association to protect the Association and its membership.

(e) To reconstruct the improvements after casualty and to further improve the property owned by the Association.

(f) To make and amend reasonable rules and regulations ('Rules and Regulations') respecting the use of all property, improvements and facilities owned or otherwise managed by the Association.

(g) To enforce by legal means the provisions of the laws of the State of Florida, the Declaration, these Articles, the By-Laws of the Association, and the Rules and Regulations for the use of the property in the MARSAC COMMERCE CENTER.

(h) To contract for the management of the Association and to delegate to such manager all powers and duties of the Association, except as are specifically required by Declaration to have the approval of the Directors or of the membership of the Association.

(i) To employ personnel for reasonable compensation to perform the services required for the proper administration and operation of the purposes of the Association.

FAX AUDIT #H06-192417

FAX AUDIT #H06-192417

(j) To pay taxes and assessments which are liens against any part of the Association property, other than the individual Parcels or units, unless the Individual Parcel(s) are owned by the Association, and the appurtenances thereto, and to assess the same against any Parcel or unit and the owner of the Parcel or unit which is subject to such liens.

(k) To enter into agreements whereby it acquires fee simple title, easements, and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the MARSAC COMMERCE CENTER intended to provide benefits to the property owners within the MARSAC COMMERCE CENTER.

(l) To enter into agreements for construction of common facilities for the benefit of the property owners and to borrow money for the purpose of carrying out such construction and to mortgage, lease or otherwise provide security for the repayment of said funds.

(m) To exercise any powers with respect to any Sub-Association and its members as are set forth in the Declaration and the By-Laws of the Association.

5.3 Surface Water Management: The Association has the power to:

(a) Operate and maintain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

(b) Assess members and enforce said assessments.

(c) Exist in perpetuity; however, if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

5.4 Assets Held in Trust: All funds and the title of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members, in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws of the Association.

5.5 Limitation on Exercise of Powers: The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the laws of the State of Florida, the Declaration, these Articles and the By-Laws of the Association.

FAX AUDIT #H06-192417

FAX AUDIT #H06-192417

ARTICLE VI. MEMBERS

6.1 Members: The members of the Association shall consist of all record title owners of Parcels of real property in the MARSAC COMMERCE CENTER.

6.2 Change of Membership: Change of membership in the Association shall be established by the recording in the public records of Hillsborough County, Florida, of a deed or other instrument establishing a change of record title to a Parcel in the MARSAC COMMERCE CENTER and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is thereby terminated.

6.3 Limitation on Transfer of Shares of Assets: 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 Parcel.

6.4 Voting: The owner of each Parcel shall be entitled to voting rights as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE VII. DIRECTORS

7.1 Board of Directors: The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. Directors shall be members of the Association.

7.2 Election of Directors: Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the By-Laws of the Association.

7.3 First Board of Directors: The names and addresses of the initial Board of Directors who shall serve until their successors are elected and have qualified or until they resign or are removed are as follows

Daniel V. Sack

4404 56th Street West,
Bradenton, Florida 34210

Frank Maloney

4404 56th Street West,
Bradenton, Florida 34210

Rav Alexander

4404 56th Street West,
Bradenton, Florida 34210

FAX AUDIT #H06-192417

FAX AUDIT #H06-192417

Any vacancy occurring in the Board prior to the first election shall be filled by the remaining Directors.

7.4 **Developer Control Period.** During the Developer Control Period (as defined in the By-Laws of the Association) all Directors of the Association shall be appointed by MARSAC DEVELOPMENT CORPORATION, a Florida corporation, ("Developer") or its Designated Successors (as defined in the Declaration).

ARTICLE VIII. OFFICERS

8.1 **Officers:** The affairs of the Association shall be administered by officers designated in the By-Laws of the Association. The officers shall be elected by the Board of Directors at its first meeting and shall serve at the pleasure of the Board of Directors. The initial officers who shall serve until the first meeting shall be the following persons:

Daniel V. Sack	President
Daniel V. Sack	Vice-President
Daniel V. Sack	Secretary
Daniel V. Sack	Treasurer

ARTICLE IX. INDEMNIFICATION

9.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer at the time such expenses are incurred, including without limitation any action for negligence, breach of fiduciary duty, or other tort action, except when the Director or officer has been adjudged to have committed gross negligence or an intentional tort; provided that in the event of a settlement, the indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

9.2 The Board of Directors of the Association may purchase liability insurance to insure all Directors, officers, agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the members of the Association as part of the common expenses.

ARTICLE X. BY-LAWS

10.1 **By-Laws:** The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XI. AMENDMENTS

FAX AUDIT #H06-192417

FAX AUDIT #H06-192417

11.1 Amendments: Amendments to the Articles of Incorporation shall be proposed and adopted in the manner provided by Florida law.

11.2 Limitation on Amendments: No Amendments shall make any changes in the qualification for membership, nor the voting rights of members, without the approval in writing by all members and the joinder of all records owners of the mortgages upon the property within the MARSAC COMMERCE CENTER. No amendment shall be made which is in conflict with the laws of the State of Florida or the Declaration. No amendment shall be made during the Developer Control Period without the written consent of Developer or its Designated Successors.

11.3 Certification: A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Hillsborough County, Florida.

ARTICLE XII. TERM

12.1 The term of the Association shall be perpetual.

ARTICLE XIII. INCORPORATOR

13.1 Name and Address: The name and address of the Incorporator to these Articles of Incorporation is as follows:

Daniel V. Sack

4404 56th Street West,
Bradenton, Florida 34210

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this 27th day of July, 2006.

STATE OF FLORIDA
COUNTY OF Manatee

The foregoing was acknowledged before me this 27th day of July, 2006, by Daniel V. Sack personally known OR _____ Produced Identification Type of Identification Provided _____

Jennifer L. Davis
Notary Public
Printed Name:
Commission Expires:
My Commission Expires:

(SEAL)



Jennifer L. Davis
MY COMMISSION # 00154517 EXPIRES
December 2, 2006
BONDED THRU TRIST FARM SERVICES, INC.

FAX AUDIT #H06-192417

FAX AUDIT #H06-192417

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT REGISTERED OFFICE**

Pursuant to the provisions of Section 607.Q501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is:

Marsac Commerce Center Property Owners Association, Inc.

2. The name and address of the registered agent and office is:

Daniel V. Sack
4404 56th Street West,
Bradenton, Florida 34210

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBUGATIONS OF MY POSITION AS REGISTERED AGENT.



Registered Agent

Date: 7-27-06

FAX AUDIT #H06-192417