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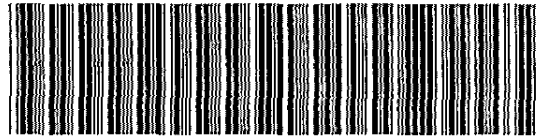
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10/9/06

Owen Goodwynne
Requester's Name
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Address
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City/State/Zip Phone #

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PROFESSIONAL PLAZA OFFICE Condominium Association, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 9, 2006

OWEN GOODWYNE
POST OFFICE BOX 1386
TALLAHASSEE, FL

SUBJECT: PROFESSIONAL PLAZA OFFICE CONDOMINIUM ASSOCIATION,
INC.

Ref. Number: W06000044218

We have received your document for PROFESSIONAL PLAZA OFFICE CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

An effective date may be added to the Articles of Incorporation **if a 2007 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 406A00059910

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PROFESSIONAL PLAZA OFFICE CONDOMINIUM ASSOCIATION, INC.

The undersigned, by these Articles, hereby forms this not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 718, Florida Statutes. Any capitalized terms not defined herein shall have the meaning set forth in the Declaration of Condominium of Professional Plaza, an office condominium. The undersigned certifies as follows:

ARTICLE I
NAME and ADDRESS

The name of the corporation shall be PROFESSIONAL PLAZA OFFICE CONDOMINIUM ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as "the Association." The principal place of business is 1871 and 1875 Professional Park Circle, Tallahassee, FL and the mailing address is 1871 Professional Park Circle, Tallahassee, FL 32308.

ARTICLE II
PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to the members. The specific purpose for which it is formed is providing the operation, maintenance, preservation and architectural control of the condominium units and common elements within that certain Condominium more particularly described in the Declaration of Condominium for Professional Plaza, an Office Condominium (hereinafter, "the Declaration of Condominium"), recorded in the Public Records of Leon County, Florida, and to promote the health, safety and welfare of the condominium unit owners and guests and invitees to the condominium and any additions. In order to effectuate these purposes, the Association shall have the power to exercise all powers and privileges and to perform all duties and obligations of the Association as set forth in the Declaration of Condominium, as well as those set forth in Chapter 718, Florida Statutes (the Condominium Act), which powers and privileges include but are not limited to the following:

1. to fix, levy, collect and enforce payment by any lawful means all appropriate charges or assessments;

2. to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Common Elements and Limited Common Elements;
3. to 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 the Common Elements on behalf of the membership of the Association;
4. to borrow money and mortgage, pledge or hypothecate any or all of the Common Elements as security for money borrowed or debts incurred;
5. to participate in mergers and consolidations with other non-profit corporations organized for the same purposes;
6. to have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not-for-Profit Corporation Law may now or hereafter have or exercise.

ARTICLE III MEMBERSHIP AND VOTING

- A. Membership. Each person or entity who is a record owner of either of the two units in the Condominium shall be a member of the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Change of membership in the Association shall be established by recording in the Public Records of Leon County, Florida, a deed or other instrument establishing a record title to a Unit in a transferee and the delivery to the Association of a certified copy of such instrument. Upon such delivery the transferee designated by such instrument shall become a member of the Association and the membership of the transferor shall be terminated.
- B. Appurtenance to Unit. The share of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.
- C. Voting Rights. Since there are only two units in the condominium, all business shall be carried out by a three-member Board of Directors with a majority making all decisions. Each unit owner, or the unit owner's designee, is an automatic board member. Since Unit Y is approximately three times the size of Unit X, the Owner of Unit Y shall appoint the third director at the annual members' meeting. This third board member shall serve a one-year term and shall be eligible for repeated re-

appointments. This third director can be removed from office with or without cause only by the act of the Unit Y owner.

ARTICLE IV BOARD OF DIRECTORS

- A. Membership of Board. The affairs of this Association shall be managed by a Board of Directors consisting of three Directors, two of whom shall be the owners of the two units, or the Unit Owner's designee, and the third appointed by the owner of Unit Y.
- B. First Board of Directors/Administrators. The names and addresses of the persons who shall act in the capacity of Directors until ownership of a unit (s) changes are:

NAME	ADDRESS
Myrle R. Grate, Jr.	1871 Professional Park Circle Tallahassee, FL 32308
Joan Grate	1871 Professional Park Circle Tallahassee, FL 32308
Richard Huth	2626 Capital Medical Blvd. Tallahassee, FL 32308

ARTICLE V OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws. After the first election of Board members, the officers shall be elected by the Board at the first Board meeting following the annual meeting. Officers shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

Myrle R. Grate, Jr. 1871 Professional Park Circle Tallahassee, FL 32308	President
Joan Grate 1871 Professional Park Circle Tallahassee, FL 32308	Vice President/Treasurer

Richard Huth
2626 Capital Medical Blvd.
Tallahassee, FL 32308

Secretary

ARTICLE VI INDEMNIFICATION

The Association shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Association) by reason of the fact that Indemnatee is or was a director, officer, employee or agent (each, an "Indemnatee") of the Association, against liability incurred in connection with such proceeding, including any appeal thereof, if Indemnatee acted in good faith and in a manner Indemnatee reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which Indemnatee reasonably believed to be in, or not opposed to, the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE VII BYLAWS

The first Bylaws of the Association shall be adopted by the Board and may be thereafter altered, amended or rescinded in the manner provided in such By-Laws.

ARTICLE VIII AMENDMENTS

Amendments to the Articles of Incorporation may be considered at any regular or special meeting of the Board of Directors and may be adopted by the concurrence of two Board members with written notice of the subject matter of a proposed amendment and of the meeting or special meeting at which a proposed amendment is to be considered.

ARTICLE IX TERM

The term of the Association shall be perpetual.

ARTICLE X
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by two of the three Board of Directors. 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 the Association was created. In the event that such dedication shall be refused acceptance, such assets shall be granted, conveyed and assigned to any Florida profit or Florida non-profit corporation to be devoted to such similar purposes.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:

Myrle R. Grate, Jr. 1871 Professional Park Circle, Tallahassee, FL 32308

ARTICLE XII
MISCELLANEOUS

- A. Stock. The Association shall issue no shares of stock of any kind or nature whatsoever.
- B. Severability. Invalidation of any one or more of the provisions hereof shall in no way affect any other provisions, which shall remain in full force and effect.
- C. Principal Office; Registered Office and Registered Agent. The initial principal office ~~and registered office~~ shall be 1871 Professional Park Circle, Tallahassee, FL 32308.
OKy The initial registered agent shall be Owen Goodwyne whose address is 1924 Temple Drive, Tallahassee, Florida 32303.

IN WITNESS WHEREOF, the incorporator has affixed his signature this 3rd day of October, 2006.

Witnesses:

Owen Goodwyn
signature

Owen Goodwyn
printed name

Claire V. Ancheta
signature

Claire V. Ancheta
printed name

Myrle R. Grate, Jr.
Myrle R. Grate, Jr., Incorporator
1871 Professional Park Circle
Tallahassee, FL 32308

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TALLAHASSEE, FLORIDA

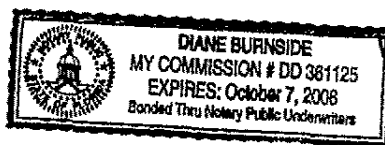
STATE OF FLORIDA)
COUNTY OF LEON)

BEFORE ME, the undersigned authority, a notary public, authorized to administer oaths in the State of Florida, personally appeared Myrle R. Grate, Jr., who (☒) is personally known to me to be the individual described herein, or () provided identification in the form of Florida driver's license # _____ and he did not take an oath.

SWORN and subscribed to before me this 3 day of October, 2006.

OFFICIAL NOTARY SEAL
COMMISSION NO.

MY COMMISSION EXPIRES:



Diane Burnside

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles, I hereby agree to act in such capacity and agree to comply with the provisions of all applicable statutes concerning the proper and complete performance of my duties.

Owen Goodwyn
Owen Goodwyn, Registered Agent

Date: 10/3/06