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FLORIDA PROFIT/NON PROFIT CORPORATION

Magnolia Professional Centre Association, Inc.

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**ARTICLES OF INCORPORATION
OF
MAGNOLIA PROFESSIONAL CENTRE ASSOCIATION, INC.
(A Corporation Not For Profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not for profit corporation without stock under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is **MAGNOLIA PROFESSIONAL CENTRE ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE II - PURPOSE

The purposes and objects of the Association shall be as stated in Article V, Section 1 of the Declaration of Covenants and Restrictions of Magnolia Professional Centre (the "Declaration") as recorded in the Public Records of Brevard County, Florida. The capitalized terms used in these Articles shall have the same meanings as set forth in the Declaration.

ARTICLE III - POWERS

The Association shall have the following powers:

1. The Association shall have all of the powers and duties granted to corporations not for profit under the laws of the State of Florida except as limited by these Articles of Incorporation and the Declaration.

2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

(a) To make and establish reasonable rules and regulations governing the use of Parcels and Common Areas.

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(b) To buy, sell, lease, mortgage, convey, acquire, or otherwise deal with any of the property belonging to or to be acquired by the Association, whether real or personal, and any and all property owned by or desired to be owned by the Association, whether real or personal.

(c) To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the requirements of the applicable St. Johns River Water Management District permit and applicable district rules; and to assist in the enforcement of those provisions of the Declaration which relate to the surface water or stormwater management system(s).

(d) To levy and collect assessments against members of the Association to defray the common expenses of the Common Areas as may be provided in said Declaration and in the Bylaws of this Association which may be hereafter adopted, including the right to levy and collect assessments for the costs of maintenance and operation of the surface water or stormwater management system and including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, and the improvements thereon.

(e) To maintain, repair, replace, operate and manage the Common Area, including the right to reconstruct improvements after casualty and to make further improvements to the Common Area.

(f) To contract for the improvement, maintenance, and repair of the Common Area.

(g) To enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association, Architectural Rules and Guidelines, and the Rules and Regulations governing the use of the land within the Encumbered Property as such may be hereafter established from time to time by the Association;

(h) To execute, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.

(i) All funds and the titles to all property acquired by the Association, and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

ARTICLE IV - MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership and voting by members shall be as follows:

1. Every Owner shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Parcel which is subject to assessment.

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2. Membership shall be acquired by recording in the Public Records of Brevard County, Florida, a deed or other instrument establishing record title to a Parcel, the Owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, that any party who owns more than one Parcel shall remain a member of the Association so long as he/she shall retain title to or a fee ownership interest in any Parcel.

3. The interest 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 his/her Parcel. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws which may be hereafter adopted.

4. On all matters on which the membership shall be entitled to vote, there shall be only those votes for each Parcel as set forth in the Declaration, notwithstanding the fact that the Parcel is owned by more than one person, and such vote or votes may be exercised by the Owner or Owners of each Parcel in such manner as may be provided in the Bylaws hereafter adopted by the Association. Should any Owner or Owners own more than one Parcel, such Owner or Owners shall be entitled to exercise or cast as many votes as are allocated to the particular Parcels owned, in the manner provided by the Bylaws.

ARTICLE V - TERM

Existence of the Association shall commence upon execution of these Articles of Incorporation. The Association shall exist in perpetuity. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VI - LOCATION

The principal office of the Association shall be located at 1800 Penn Street, Suite 11, Melbourne, Florida 32901, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE VII - DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors. The number of persons which will constitute the entire Board of Directors shall not be less than three (3) nor more than seven (7), except as may be changed from time to time as provided in the Bylaws. The manner of electing directors shall be provided for in the Bylaws of the Association.

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2. The number of directors constituting the initial Board of Directors of the Association is three (3). The names and addresses of said persons who are to serve on the initial Board of Directors are:

MICHAEL S. ULLIAN	1800 Penn Street, Suite 11 Melbourne, Florida 32901
CHRISTINE A. ULLIAN	1800 Penn Street, Suite 11 Melbourne, Florida 32901
CONNIE CHILES-COOKE	2320 Dairy Road, Suite 1 West Melbourne, Florida 32904

ARTICLE VIII - OFFICERS

The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The president and such other officers and assistant officers as the Board of Directors may from time to time designate, shall constitute the officers of the Association. The officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	MICHAEL S. ULLIAN 1800 Penn Street, Suite 11 Melbourne, Florida 32901
Vice-President:	CHRISTINE A. ULLIAN 1800 Penn Street, Suite 11 Melbourne, Florida 32901
Secretary/Treasurer:	CONNIE CHILES-COOKE 2320 Dairy Road, Suite 1 West Melbourne, Florida 32904

ARTICLE IX - BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may, thereafter, be altered, amended or rescinded only as provided in said Bylaws.

ARTICLE X - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in

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which he/she may become involved, by reason of his/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/her duties; provided that any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance should be paid by the Parcel Owners as part of the common expense.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended by the members of the Association owning a majority of the Parcels whether meeting as members or by instrument in writing signed by them. Provided, however, that no amendment shall make changes in the qualifications for membership nor the voting rights of the members without approval in writing of all members and the joinder of all record owners of mortgages on the Parcels. Furthermore, no amendment shall be made that is in conflict with the Florida Statutes or the Declaration.

ARTICLE XII - CONFLICTS OF INTEREST

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

ARTICLE XIII - INCORPORATOR

The name and address of the initial incorporator is as follows: Gary B. Frese, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

ARTICLE XIV - REGISTERED AGENT

The initial registered agent of the Association is Gary B. Frese and the street address of the initial registered office of the Association is 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901. This corporation shall have the right to change such registered agent and office from time to time as provided by laws.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 31st day of October, 2006.



Gary B. Frese, Incorporator

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OCT-31-2006 TUE 02:37 PM FRESE HANSEN

FAX NO. 3219513741

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I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Gary B. Frese, Registered Agent

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