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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

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AUTHORIZATION

COST LIMIT : \$ 78.75

ORDER DATE : November 1, 2006

ORDER TIME : 9:27 AM

ORDER NO. : 568784-005

CUSTOMER NO: 10690A

DOMESTIC FILING

NAME: ROCKLEDGE MURRELL PROFESSIONAL
CONDOMINIUM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 2916

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
ROCKLEDGE MURRELL PROFESSIONAL
CONDOMINIUM ASSOCIATION, INC.
A Not-for-Profit Corporation**

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06 NOV 11 AM 3:36
SEAL OFFICE OF THE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do hereby state as follows:

**ARTICLE I
NAME**

The name of this corporation shall be ROCKLEDGE MURRELL PROFESSIONAL CONDOMINIUM ASSOCIATION, INC. ("Association"). The terms contained in these Articles of Incorporation shall have the same meaning as set forth in the Declaration unless otherwise defined herein.

**ARTICLE II
PURPOSES**

The purposes for which this Association is formed are as follows:

- A.** To form an "Association" as defined in Chapter 718, Florida Statutes, ("Condominium Act"), and, as such, to operate, maintain, and administer the Condominium Property of, and to perform the acts and duties necessary and desirable for the management of the Units and Common Elements in ROCKLEDGE MURRELL PROFESSIONAL CONDOMINIUM (the "Condominium"); and to own, operate, lease, sell and trade property, whether real or personal, including Units in the Condominium, as may be necessary or convenient in the administration of the Condominium Property.
- B.** To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium ("Declaration") of each Unit.
- C.** To establish by-laws for the operation of the Condominium Property ("By-Laws"), provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Condominium Act, the Declaration, these Articles of Incorporation and the By-Laws.
- D.** The Association shall have all of the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Condominium Act, the Declaration, these Articles and the By-Laws of the Association.

ARTICLE III MEMBERS

A. All Unit Owners in the Condominium shall automatically be members of the Association and membership shall automatically terminate when title to a Member's Unit is conveyed. If a member conveys title to the Member's Unit under the provisions of the Declaration, the new Unit Owner shall automatically acquire membership in the Association.

B. Each Unit shall have a vote equal to its percentage of ownership of the Common Elements in all elections of the Association. An individual may be designated as the voting representative for each Unit in which an entity or group of Owners owns an interest.

C. 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 Unit. No part of the income of the Association shall be distributed to its members, directors or officers.

ARTICLE IV EXISTENCE

The existence of the Association shall commence with the filing of these Articles with the Secretary of State. This Association shall have perpetual existence.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

John L. Soileau, Esq.
3490 N. U.S. Highway 1
Cocoa, FL 32926

ARTICLE VI DIRECTORS

A. The affairs and property of the Association shall be managed and governed by a Board of Directors composed of not fewer than three (3) persons ("Directors"). The first Board of Administration shall have eight (8) members and, in the future, the number shall be determined from time to time in accordance with the Association's By-Laws.

B. The Directors named in Article VII shall serve until the first election of a director or directors as provided in the By-Laws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the Members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of the unexpired term.

C. All officers shall be elected by the Board of Directors. The Board shall elect from

among the Directors, a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable.

ARTICLE VII

FIRST BOARD OF ADMINISTRATION

The following persons shall constitute the first Board of Directors, and shall serve until the first election of the Board at the first regular meeting of the membership:

<u>Name</u>	<u>Address</u>
Juan Perez, M.D.	800 Century Medical Drive, Suite A Titusville, FL 32796
Richard Levine, M.D.	800 Century Medical Drive, Suite A Titusville, FL 32796
Solomon Zimm, M.D.	800 Century Medical Drive, Suite A Titusville, FL 32796
Ricardo Rivera, M.D.	800 Century Medical Drive, Suite A Titusville, FL 32796
Ashish Dalal, M.D.	800 Century Medical Drive, Suite A Titusville, FL 32796
R. Duff Sprawls, M.D.	800 Century Medical Drive, Suite A Titusville, FL 32796
Juan Castro-Gonzalez, M.D.	800 Century Medical Drive, Suite A Titusville, FL 32796
Germaine Blaine, M.D.	800 Century Medical Drive, Suite A Titusville, FL 32796

ARTICLE VIII

OFFICERS

Subject to the direction of the Board of Administration, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of the Board of Administration. The following persons shall constitute the initial officers of the Association and they shall continue to serve as such officers until removed by the Board of Administration:

<u>Name</u>	<u>Office</u>
Juan Perez, M.D.	President
Richard Levine, M.D.	Vice President
Ricardo Rivera, M.D.	Secretary / Treasurer

ARTICLE IX BY-LAWS

The By-Laws of this Association shall be adopted by the Board and attached to the Declaration to be filed in the Public Records of Brevard County, Florida. The By-Laws may be amended by the members in the manner provided in the By-Laws.

ARTICLE X AMENDMENTS

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Condominium Act may be made by ten percent (10%) of the voting interests of the members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the members not less than ten (10) days or more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of a majority of the voting interests of the members shall be required for approval of the proposed amendment or amendments.

B. Any member may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon either before, at or after a membership meeting at which a vote is taken to amend these Articles.

ARTICLE XI INDEMNIFICATION

Every Director and 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, in connection with any proceedings or any settlement thereof, 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 of the Association, whether or not he is 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 duties; provided, that all settlements must be approved by the Board as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XII ADDRESS

The principal address of the Association shall be 800 Century Medical Drive, Suite A, Titusville, FL, 32796, or at such other place as may be subsequently designated by the Board.

ARTICLE XIII QUORUM

A quorum at members' meeting shall be attained by the presence, either in person or by proxy, of persons entitled to cast a majority of the voting interests of members. If voting rights of any Owner are suspended pursuant to the provisions of the Declaration or the By-Laws, then the vote(s) of such Owner shall not be counted for the purpose of determining the presence of a quorum and a total number of authorized votes shall be reduced accordingly during the period of such suspension.

ARTICLE XIV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3490 N. Highway U.S. 1, Cocoa, FL 32926 and the name of the Association's initial registered agent at that address is John L. Soileau, Esq.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 31st day of October, 2006.

JOHN L. SOILEAU, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared John L. Soileau, personally known to me, who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation, as Incorporator, for the purposes therein expressed on this 31st day of October, 2006.

NOTARY PUBLIC-STATE OF FLORIDA
Julie E. O'Connor
Commission # DD509588
Expires: MAR. 08, 2010
Bonded Thru Atlantic Bonding Co., Inc.

Julie E. O'Connor
Notary Public
My Commission Expires:

CERTIFICATE OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: **ROCKLEDGE MURRELL PROFESSIONAL CONDOMINIUM ASSOCIATION, INC.**, a corporation not for profit, desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation, in the County of Brevard, state of Florida, has named John L. Soileau, as its agent to accept service of process for the above-stated corporation, at the place designated in this Certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

JOHN L. SOILEAU
Date: _____, 2006

NOTARY PUBLIC-STATE OF FLORIDA
Julie E. O'Connor
Commission # DD509588
Expires: MAR. 08, 2010
Bonded Thru Atlantic Bonding Co., Inc.