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**ARTICLES OF INCORPORATION**  
of  
**PALMS POINTE OFFICE PARK**  
**OWNERS ASSOCIATION, INC.**  
A Not-for-Profit Corporation

**FILED**  
2006 NOV 14 A 11:38  
SECRETARY OF STATE  
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 **PALMS POINTE OFFICE PARK OWNERS ASSOCIATION, INC.** ("Association"). The terms contained in these Articles of Incorporation ("Articles") 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, repair, improve, reconstruct 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 Palms Pointe Office Park (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.

THIS INSTRUMENT PREPARED BY:  
DALE A. DETTMER, ESQ.  
304 S. Harbor City Boulevard, Suite 201  
Melbourne, Florida 32901  
(321) 723-5646  
Florida Bar Number: 172988

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E. The Association shall operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the permit issued by the St. Johns River Water Management District and applicable District rules, and shall assist in the enforcement of the Declaration of Condominium which relates to the surface water or stormwater management system.

### 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 their Unit is conveyed. If a member conveys title to his Unit under the provisions of the Declaration, the new Unit Owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

B. Each Unit shall have one (1) vote in all elections of the Association. An individual, corporation or other entity owning an interest in more than one Unit may be designated as the voting member for each Unit in which he or it 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 his Unit. No part of the income of the Association shall be distributed to its members, directors or officers.

### ARTICLE IV EXISTENCE

This Association shall have perpetual existence. In the event of termination, dissolution or final liquidation of the corporation, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System shall be transferred to and accepted by an entity which shall 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 V INCORPORATOR

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

Coy A. Clark, Manager  
Palms Pointe Office Park, LLC  
575 S. Wickham Road, Suite E  
West Melbourne, FL 32904

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## ARTICLE VI DIRECTORS

A. The affairs and property of the Association shall be managed and governed by a Board of Administration composed of not less than three (3) persons ("Directors"). The first Board of Administration shall have three (3) 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 said unexpired term.

C. All officers shall be elected by the Board of Administration in accordance with the By-Laws at the regular annual meeting of the Board as established by the By-Laws. The Board of Administration shall elect from among the members a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable. The President shall be elected from among the membership of the Board of Administration but no other officer need be a Director.

## ARTICLE VII FIRST BOARD OF ADMINISTRATION

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

<u>Name</u>	<u>Address</u>
Coy A. Clark	575 S. Wickham Road West Melbourne, FL 32904
Robert Robb	575 S. Wickham Road West Melbourne, FL 32904
Michael Maguire	575 S. Wickham Road West Melbourne, FL 32904

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### 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 said 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:

NameOffice

Coy A. Clark  
Michael Maguire  
Robert Robb

President  
Vice President  
Secretary/Treasurer

### ARTICLE IX BY-LAWS

A. The By-Laws of this Association shall be adopted by the Board of Administration 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 said By-Laws.

B. No amendment to the By-Laws shall be passed which would change the rights and privileges of the developer referred to in the Declaration, and the exhibits attached thereto, without the Developer's written approval.

C. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee.

### ARTICLE X AMENDMENTS

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Condominium Act or the Declaration may be made by any Unit Owner. 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 nor 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 more than (2) of the members shall be required for approval of the proposed amendment or amendments.

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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 of Incorporation.

C. Notwithstanding anything herein to the contrary, these Articles may be amended only by the Developer of the Condominium during such time as the Developer shall be in control of the Association; provided, further, that the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

#### **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 of Administration 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 575 S. Wickham Road, Suite E, West Melbourne, Florida 32904, or at such other place as may be subsequently designated by the Board of Administration.

#### **ARTICLE XIII CONVEYANCE**

The Association shall accept any and all deeds of conveyance delivered to it by the "Developer" as defined in the Declarations.

#### **ARTICLE XIV QUORUM**

A quorum at a members' meeting shall be attained by the presence, either in person or by proxy, of persons entitled to cast a majority of the votes of the entire membership. If voting

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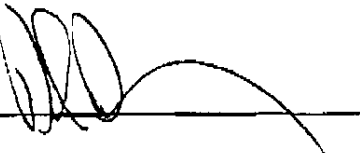
rights of any Owner are suspended pursuant to the provisions of the Declaration or the By-Laws, then the vote(s) of such Owner shall not be counted for the purpose of determining the presence of a quorum and a total number of authorized votes shall be reduced accordingly during the period of such suspension.

**ARTICLE XV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 575 S. Wickham Road, Suite E, West Melbourne, Florida 32904 and the name of the Association's initial registered agent at that address is Coy A. Clark.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 14<sup>th</sup> day of November, 2006.

INCORPORATOR:

  
Karl A. Shotwell

  
Coy A. Clark

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared Coy A. Clark, personally known to me, who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed on this 14<sup>th</sup> day of November, 2006.

  
Notary Public  
My Commission Expires:



Karl A. Shotwell  
Commission # DD258982  
Expires October 20, 2007  
Barnard Troy Poirier • 1114111111 • 800-888-7019

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**CERTIFICATE OF RESIDENT AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: **PALMS POINTE OFFICE PARK OWNERS 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, at Melbourne, county of Brevard, state of Florida, has named **Coy A. Clark** located at 575 S. Wickham Road, Suite E, West Melbourne, Florida 32904, 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.

Date: 11-14-06, 2006

Coy A. Clark  
Coy A. Clark, Resident Agent

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