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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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W07-1191

D. McKnight JAN 16 2007



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 701661 9666A

AUTHORIZATION :

*Lyubov Elena*

COST LIMIT : \$ 70.00

ORDER DATE : January 8, 2007

ORDER TIME : 10:17 AM

ORDER NO. : 701661-005

CUSTOMER NO: 9666A

DOMESTIC FILING

NAME: CALA HILLS PROFESSIONAL CENTRE  
CONDOMINIUM OWNERS'  
ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT. 2949

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 9, 2007

CSC  
ATTN: LC

**RESUBMIT**  
Please give original  
submission date as file date.

SUBJECT: CALA HILLS PROFESSIONAL CENTRE CONDOMINIUM OWNERS'  
ASSOCIATION, INC.  
Ref. Number: W07000001191

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

Non profit corporations do not have shares. Refer to article 4.,

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) 245-6931.

Becky McKnight  
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Letter Number: 907A00001776

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CALA HILLS PROFESSIONAL CENTRE  
CONDOMINIUM OWNERS' ASSOCIATION, INC.

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APPROVED  
AND  
FILED  
07 JAN -8 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida the undersigned hereby associate themselves together for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, 1997, as amended, and do hereby certify:

**ARTICLE 1.**

**Section 1.1** The name of the Corporation is **CALA HILLS PROFESSIONAL CENTRE CONDOMINIUM OWNERS' ASSOCIATION, INC.** and the mailing address of the Corporation is 1700 SE 17<sup>th</sup> Street, Suite 300, Ocala, FL 34471.

**ARTICLE 2.**

**Section 2.1** **Duration.** The period of duration of the Corporation is perpetual.

**ARTICLE 3.**

**Section 3.1** **Purpose.** The primary purpose of this Association is to create an entity to provide a forum for discussion and communication among the Unit Owners of Cala Hills Professional Centre Condominiums and to facilitate and assure the maintenance and operation of such property as may be subjected to the terms of the Declaration of Condominium of Cala Hills Professional Centre Condominiums pursuant to its terms.

**Section 3.2** **Nonprofit Character of Association.** The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

**ARTICLE 4.**

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

**ARTICLES OF INCORPORATION  
OF  
CALA HILLS PROFESSIONAL CENTRE CONDOMINIUM  
OWNERS' ASSOCIATION, INC.**

*Page 2 of 5*

- Section 4.1** To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Condominium of Cala Hills Professional Centre Condominiums as recorded in the Public Records of Marion County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.
- Section 4.2** To establish, collect, and disburse assessments to be used for the maintenance and upkeep of the Common Elements.
- Section 4.3** To manage, operate, maintain, repair and improve the Common Elements or any property owned by another third party for which the Association by rule, regulation, contract or pursuant to the Declaration of Condominium of Cala Hills Professional Centre Condominiums has a right or duty to provide such services.

**ARTICLE 5.**

The Developer and every Unit Owner as defined in the Declaration of Condominium of Cala Hills Professional Centre Condominiums shall be a Member of the Association. All Members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

**ARTICLE 6.**

The Association shall have two classes of voting Members:

**CLASS A:** Class A Members shall be all Owners, with the exception of the Developer, and shall be entitled to one (1) vote for each percentage interest it owns in the Common Elements. When more than one (1) person holds an interest in any Unit, all such persons shall be Members. The vote for such Unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to each percentage interest in any Unit.

**CLASS B:** The Class B Member shall be the Developer so long as the Developer owns a Unit. The Class B membership shall cease and be converted to a Class

**ARTICLES OF INCORPORATION  
OF  
CALA HILLS PROFESSIONAL CENTRE CONDOMINIUM  
OWNERS' ASSOCIATION, INC.**

*Page 3 of 5*

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A membership at such time that the Developer no longer owns a Unit. The Developer shall be entitled to three (3) votes for each percentage interest it owns in the Common Elements.

**ARTICLE 7.**

**Section 7.1** **Cumulative Voting.** At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

**ARTICLE 8.**

**Section 8.1** **Bylaws.** The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

**Section 8.2** **Director Conflicts.** Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

**ARTICLES OF INCORPORATION  
OF  
CALA HILLS PROFESSIONAL CENTRE CONDOMINIUM  
OWNERS' ASSOCIATION, INC.**

*Page 4 of 5*

- Section 8.3** **Indemnification and Related Matters.** The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.
- Section 8.4** **Removal of Directors.** At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.
- Section 8.5** **Amendment of Articles of Incorporation.** The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

**ARTICLE 9.**

- Section 9.1** **Organizing Directors.** The initial Board of Directors shall consist of three (3) Directors. The number of Directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the initial Directors of this Corporation are:

<u><b>Name</b></u>	<u><b>Address</b></u>
Roy T. Boyd III	1700 SE 17 <sup>th</sup> Street, Suite 300 Ocala, FL 34471
Christopher E. Boyd	1700 SE 17 <sup>th</sup> Street, Suite 300 Ocala, FL 34471
Brian Snow Boyd	1700 SE 17 <sup>th</sup> Street, Suite 300 Ocala, FL 34471

**ARTICLE 10.**

- Section 10.1** **Registered Agent and Registered Office.** The name and address of the initial Registered Agent of the Corporation is Tim D. Haines, whose mailing address is 125 NE 1<sup>st</sup> Avenue, Suite 1, Ocala, FL 34470.

**ARTICLE 11.**

**ARTICLES OF INCORPORATION  
OF  
CALA HILLS PROFESSIONAL CENTRE CONDOMINIUM  
OWNERS' ASSOCIATION, INC.**

*Page 5 of 5*

**Section 11.1 Incorporators.** The name and address of the person signing these Articles is Tim D. Haines, whose mailing address is 125 NE First Avenue, Suite 1, Ocala, FL 34470.


**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles this 11<sup>th</sup> day of January, 2007.

  
TIM D. HAINES

**STATE OF FLORIDA  
COUNTY OF MARION**

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared TIM D. HAINES, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

**WITNESS** my hand and official seal this 11<sup>th</sup> day of January, 2007.

  
Print Name: JENNIFER A. VOLKMAR  
Notary Public, State of Florida  
Commission No.: DD 620956  
My commission expires: 01-01-11

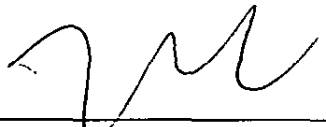
**JENNIFER A. VOLKMAR  
Notary Public, State of Florida  
My comm. exp. Jan. 1, 2011  
Comm. No. DD 620956**



## CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

TIM D. HAINES, whose address is 125 NE 1<sup>st</sup> Avenue, Suite 1, Ocala, FL 34470, is the initial registered agent named in the Articles of Incorporation to accept service of process for **CALA HILLS PROFESSIONAL CENTRE CONDOMINIUM OWNERS' ASSOCIATION, INC.**, a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 11<sup>th</sup> of January, 2007.

  
\_\_\_\_\_  
TIM D. HAINES

APPROVED  
AND  
FILED  
07 JAN -8 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA