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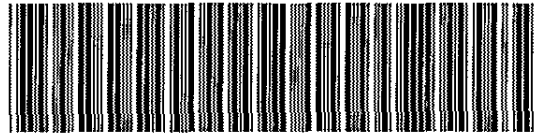
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# PENSON & PADGETT

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
WWW.PENSONANDPADGETT.COM

ALBERT C. PENSON  
TIMOTHY D. PADGETT\*  
JENNIFER L. SWEETING  
ERIC S. HAUG  
DONNA S. BIGGINS

\*CERTIFIED MEDIATOR

2810 REMINGTON GREEN CIRCLE  
TALLAHASSEE, FLORIDA 32308  
(850) 561-8000 TELEPHONE  
(850) 561-8030 FACSIMILE

January 22, 2007

## HAND DELIVERY

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

LU6-81335

FILED  
07 FEB - 1 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: PARK AVENUE VENTURE, L.L.C.

Dear Division of Corporations:

Enclosed is an original and one (1) copy of the Articles of Organization for the above-referenced corporation. Also enclosed is a check in the amount of \$125.00 representing the \$100.00 filing fee and the \$25.00 Registered Agent fee. Please return the filed documents to our office in the enclosed self-addressed, stamped envelope.

Your cooperation in this matter is greatly appreciated.

Sincerely,

Timothy D. Padgett *for*  
Penson & Padgett, P.A.

TDP/tdp  
Enclosures

**ARTICLES OF INCORPORATION OF  
PARK AVENUE CONDOMINIUM, INC..**

We, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes, adopt the following articles of incorporation.

**Article I**

**Name**

The name of this corporation is **PARK AVENUE CONDOMINIUM, INC.**

**Article II**

**Purposes**

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and include providing for the maintenance, preservation, administration, and management of **PARK AVENUE CONDOMINIUM, INC.**, a condominium under the Florida Condominium Act pursuant to a declaration of condominium executed on January 25, 2007, and recorded on January 31, 2007, in Leon County, Florida, under O.R. Book 3650, Page 1892.

The corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other non-recurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner will be credited with the portion of any excess that is proportionate to his or her interest in the common elements of the condominium.

**Article III**

**Members**

Each condominium unit shall have appurtenant to it a membership in the corporation, which membership shall be held by the person or entity, or in common by the persons or entities owning such unit, except that no person or entity holding title to a unit as security for performance of an obligation shall acquire the membership appurtenant to the unit by virtue of the title ownership. In no event may any membership be severed from the unit to which it is appurtenant.

Each membership in the corporation shall entitle the holder or holders of it to exercise that proportion of the total voting power of the corporation corresponding to the proportionate undivided interest in the common elements appurtenant to the unit to which the membership corresponds, as established in the declaration.

**Article IV**

**Initial Registered Office And Agent**

The street address of the initial registered office of the corporation is Penson & Padgett, P.A., 2810 Remington Green Circle, Tallahassee, FL 32308.

The name of the initial registered agent at the office is: Timothy D. Padgett, Esquire.

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

## **Article V**

### **Incorporators**

The names and residences of the incorporators of the corporation are as follows:

Name	Residence
Park Avenue Venture, LLC	3457 Exmouth Lane, Tallahassee, FL 32317

## **Article VI**

### **Directors**

The number of persons constituting the first board of directors is two (2). The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

Name	Address
DAVID GRULICH	3457 Exmouth Lane, Tallahassee, FL 32317
EDWARD GARCIA	7009 Foxglove Lane, Tallahassee, FL 32312

At the first annual meeting, the members shall elect from among the members of the corporation four (4) directors for a term of one year each; at each annual meeting after that the members shall elect from among the membership four (4) directors for a term of three years each.

## **Article VII**

### **Officers**

The affairs of the corporation are to be managed by a president, vice president, secretary, treasurer, and any other officer as deemed necessary by the board of administration who will be accountable to the board. Officers will be elected annually in the manner set forth in the bylaws.

The names of the officers who are to serve until the first election of officers are as follows:

DAVID GRULICH	3457 Exmouth Lane, Tallahassee, FL 32317
EDWARD GARCIA	7009 Foxglove Lane, Tallahassee, FL 32312

## **Article VIII**

### **Bylaws**

Bylaws regulating operation of the corporation will be adopted by the Board of Directors at an organizational meeting following the filing of these articles. The bylaws may be amended by the first board of directors until the first annual meeting of members. Thereafter, the bylaws shall be amended by the members in the manner set forth in the bylaws.

## Article IX

### Powers of Corporation

To promote the health, safety, and welfare of the residents of PARK AVENUE CONDOMINIUM, INC., the corporation may:

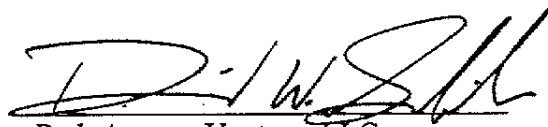
- (1) Exercise all of the powers and perform all of the duties of the association as set forth in the declaration of condominium and in the bylaws, as those documents may from time to time be amended.
- (2) Determine, levy, collect, and enforce payment by any lawful means of all assessments for common charges, and pay such common charges as the same become due.
- (3) Engage the services of a professional corporate management agent and delegate to the agent any of the powers or duties granted to the association of unit owners under the declaration or bylaws other than the power to engage or discharge the agent; the power to adopt, amend and repeal the provisions of it, or of the declaration, bylaws, or rules and regulations of the condominium;
- (4) Take and hold by lease, gift, purchase, devise or bequest any property, real or personal, including any unit in the condominium, borrow money and mortgage any property to finance the acquisition of it on the vote of 100% percent of members, and transfer, lease, and convey any such property.
- (5) Dedicate or otherwise transfer all or any portion of the common areas to any municipality, public agency, authority or utility on the approval of 100% percent of the members.
- (6) Have and exercise any and all rights, privileges and powers which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes, or by associations of unit owners under the Condominium Act.

## Article X

### Dissolution

This corporation may be dissolved at any time with the written consent of all the members to it. On dissolution, the assets of the corporation shall be dedicated to an appropriate municipality, public agency or authority to be used for purposes similar to those for which the corporation is organized. In the event such dedication is not accepted, such assets shall be conveyed or assigned to any nonprofit corporation, association, or other organization devoted to purposes similar to those for which this corporation is organized.

In witness, the undersigned, being the incorporator of this corporation, has, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed these articles of incorporation on January 25, 2007.



Park Avenue Venture, LLC

By: David Grulich

As its: Managing Member

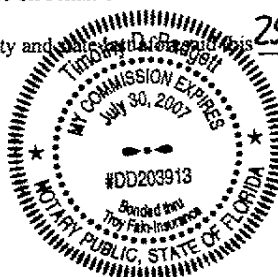
STATE OF FLORIDA  
COUNTY OF LEON

**BEFORE ME** personally appeared, DAVID GRULICH, as Managing Member of PARK AVENUE VENTURE, LLC, a Florida Limited Liability Company, and he ☒ is personally known to me ☐ presented as identification, and he executed the foregoing instrument before me and acknowledged full authority to do so on behalf of the aforesaid entity.

**WITNESS** my hand and official seal in the county and state of Florida this 25 day of January, 2007.

NOTARY PUBLIC

TIMOTHY D. ROBERTT

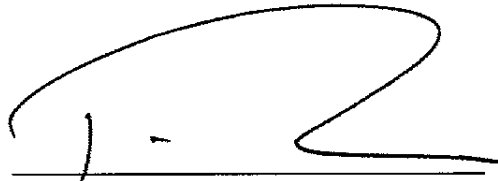


**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

STATE OF FLORIDA  
OFFICE OF THE SECRETARY OF STATE

The undersigned, having been designated as Agent for the service of process with the State of Florida, upon PARK AVENUE CONDOMINIUM, INC., a corporation, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation.

IN WITNESS WHEREOF, the name of said registered agent is hereunto affixed at Tallahassee, Leon County, Florida, this 25<sup>th</sup> day of January, 2007.

  
TIMOTHY D. PADGETT