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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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\_\_\_\_\_  
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

B. McKnight APR 06 2007

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

56 Professional Center Condominium  
Association, Inc.

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

\_\_\_\_\_ Cert. Copy \_\_\_\_\_

☒ Photo Copy \_\_\_\_\_

\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**56 PROFESSIONAL CENTER**  
**CONDOMINIUM ASSOCIATION, INC.**

07 APR -5 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**I.**  
**Name**

The name of the corporation shall be 56 PROFESSIONAL CENTER CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association.

**II.**  
**Purpose**

2.1 The purpose for which the Association is organized is to create a Condominium Association pursuant to the Florida Condominium Act, which is Chapter 718, Florida Statutes.

2.2 The Association shall make no distributions of income to its members, directors or officers.

**III.**  
**Power**

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act, these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium, and to account to each member for assessments against that member's unit.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. To maintain, repair, replace and operate the property of the condominium, including easements.

d. To purchase insurance upon the property of the condominium and insurance for the protection of the Association and its members as unit owners.

e. To reconstruct the improvements after casualty and to further improve the property.

f. To make and amend reasonable rules and regulations respecting the use of the property in the condominium, other than the restrictions contained in the Declaration of Condominium; provided, however, that all such rules and regulations and their amendments shall be approved by not less than seventy percent of the votes of the entire membership of the Association before such shall become effective.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and any Regulations for the use of the property in the condominium.

h. To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

i. To employ personnel to perform the services required for proper operation of the condominium.

3.3 All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the condominium in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.

#### **IV.**

#### **Members**

4.1 The members of the Association shall consist of all the record owners, by deed or otherwise, of condominium units in the condominium being managed by this Association, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

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4.2 Change of membership in the Association shall be established, after receiving approval of the Association required by the Declaration of Condominium, by recording in the Public Records of Hillsborough County, Florida, a deed, or other instrument establishing a record title to the unit in the condominium and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated and transferred in any manner except as an appurtenance to his unit.

4.4 The owner of each unit shall be entitled to vote the percentage interest he has acquired incident to purchasing his unit subject to the terms of the Declaration. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

## **V.**

### **Directors**

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of such determination shall consist of three directors. Directors need not be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

5.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Names</u>	<u>Addresses</u>
M. I. Saleh	10320 N. 56 <sup>th</sup> Street, Suite 100 Tampa, Florida 33617
Bilal Saleh	10320 N. 56 <sup>th</sup> Street, Suite 100 Tampa, Florida 33617
Ramon Santiago	11531 N. 56 <sup>th</sup> Street Tampa, Florida 33617

#### **VI.** **Officers**

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers 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:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	M. I. Saleh	10320 N. 56 <sup>th</sup> Street, Suite 100 Tampa, Florida 33617
Vice President	Ramon Santiago	11531 N. 56 <sup>th</sup> Street Tampa, Florida 33617
Secretary/Treasurer	Marilyn Aref	4501 Bloomsbury Court Tampa, Florida 33624

#### **VII.** **Registered Agent and Office**

The street address of the initial registered office of the Association shall be 1501 South Florida Avenue, Lakeland, Florida 33803.

The initial registered agent for the Association at the above address shall be Peter J. Munson.

**VIII.**  
**Principal Office and Corporation Address**

The street address of the Principal office and the corporation shall be 10320 N. 56<sup>th</sup> Street, Suite 100, Tampa, Florida 33617.

**IX.**  
**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 in connection with any proceeding or settlement of any proceeding 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 when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for 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.

**X.**  
**Bylaws**

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

**XI.**  
**Amendments**

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:



11.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

11.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

a. Such approvals must be by not less than two thirds ( $2/3$ ) of the entire membership of the Board of Directors and by not less than two thirds ( $2/3$ ) of the votes of the entire membership of the Association; or

b. By not less than sixty-six and two-thirds ( $66\frac{2}{3}\%$ ) percent of the votes of the entire membership of the Association.

11.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of paragraph III, without approval in writing by all members affected by said change and the joinder of all owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

11.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Hillsborough County, Florida.

**XII.**  
**Term**

The term of the Association shall be perpetual.

**XIII.**  
**Subscribers**

The name and address of the subscriber of these Articles of Incorporation is as follows:

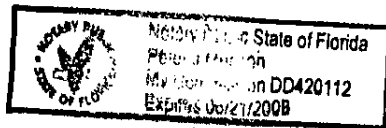
<u>Name</u>	<u>Address</u>
M. I. Saleh	10320 N. 56 <sup>th</sup> Street, Suite 100 Tampa, Florida 33617

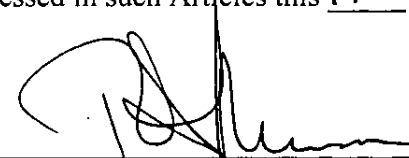
**IN WITNESS WHEREOF**, the undersigned has affixed his signature this 17 day of February, 2007.

  
\_\_\_\_\_  
M. I. SALEH, Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

**BEFORE ME**, the undersigned authority, personally appeared M. I. Saleh, who is personally known to me and who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 17 day of February, 2007.



  
\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

To: The Department of State  
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:


**56 PROFESSIONAL CENTER CONDOMINIUM ASSOCIATION, INC.**, with its place of business at 10320 N. 56<sup>th</sup> Street, Suite 100, Tampa, Florida 33617, has named Peter J. Munson located at 1501 South Florida Avenue, Lakeland, Florida 33803, as its agent to accept service of process within Florida.

Dated: February 17, 2007.

  
M. I. SALEH, Incorporator

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated: February 17<sup>th</sup>, 2007.

  
PETER J. MUNSON, Registered Agent

07 APR -5 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED