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FLORIDA PROFIT/NON PROFIT CORPORATION

Dale Mabry Town Center Property Owners Association,

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This Instrument Prepared By:
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STATE OF FLORIDA
COUNTY OF PASCO

ARTICLES OF INCORPORATION

OF

**DALE MABRY TOWN CENTER PROPERTY
OWNERS ASSOCIATION, INC.**

BE IT KNOWN that the undersigned, **The Mitchell Company, Inc.**, an Alabama corporation, acting as incorporator of a corporation under the laws of the State of Florida, and in particular, the "Florida Nonprofit Corporation Act" (Florida Statute, Chapter 617) does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the corporation shall be **DALE MABRY TOWN CENTER PROPERTY OWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE II

PERIOD OF DURATION: The period of duration of the Association shall be perpetual. The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such

dedication is refused acceptance, such assets shall be granted, conveyed and assigned to non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

OEA: It is acknowledged that a document titled Amended and Restated Operation and Easement Agreement ("OEA") has been or will be recorded against the Subdivision (as defined below). Notwithstanding anything to the contrary in these Articles, the responsibilities and obligations of the Association shall be carried out in the manner established in the OEA.

ARTICLE III

PURPOSE: For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of an Association not for profit under Florida law, including those powers set forth in Chapter 617, Florida Statutes (2006), except as limited or modified by these Articles, the Amended and Restated Operation and Easement Agreement for Dale Mabry Town Center ("OEA") or the Bylaws of the Association. Unless otherwise provided by these Articles, all defined terms herein shall have those meanings set forth in the OEA. The Association shall have all of the powers and duties reasonably necessary to operate the Shopping Center pursuant to the OEA as it may hereafter be amended including, but not limited to, the following:

1. To furnish all services reasonably necessary, for the health, comfort, safety, welfare and enjoyment of the lot owners of the subdivision known as **DALE MABRY TOWN CENTER SUBDIVISION** to be recorded in the Public Records of Pasco County, Florida (the "Subdivision").

2. To own the Association Tract and maintain, repair, replace or operate the Association Common Areas, including the Surface Water Management System pursuant to the OEA.
3. To assess, collect and direct the proper disbursement of the Members' prorata shares of the costs and expenses incurred in the carrying out of said purposes in accordance with the OEA.
4. To make, amend and enforce reasonable rules and regulations governing the use of the Association Common Areas and the operation of the Association.
5. To sue and be sued.
6. To enter into contracts for services for the maintenance, repair, replacement or operation of the Association Common Areas.
7. To require all Parties to be Members.
8. To take any other action necessary for the purposes for which the Association is organized.
9. To enforce the conditions of the permit issued by Southwest Florida Water Management District ("SWFWMD") for the Shopping Center.
10. To purchase insurance as required by the OEA.

ARTICLE IV

GENERAL POWERS: The powers of the Association are as follows:

1. The Association shall have the power to own, accept, acquire, mortgage and dispose of real and personal property, and to obtain, invest and retain funds, in advancing the purposes stated in Article III above.
2. The Association shall have the power to transact all business being not for profit consistent with the purposes for which this Association is organized and to protect the lawful rights and interests of its members in connection therewith.

ARTICLE V

NAMES AND ADDRESSES OF INCORPORATORS: The name and address of the incorporator hereof is as follows:

The Mitchell Company, Inc.
3928 Summit Blvd.
#18
Pensacola, FL 32503

ARTICLE VI

MEMBERSHIP AND VOTING RIGHTS: There shall be only one (1) class of membership. The members of the Association shall be all of the record owners of Tracts within said subdivision. Membership in the Association shall be established by recording in the public records of Pasco County, Florida, a deed of conveyance transferring record title to a Tract in said subdivision and the delivery to the Association of an executed true copy of said deed. The owner designated by such instrument shall thereby automatically become a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Tract in said subdivision.

Members shall be entitled to the number of votes assigned to its Tract(s) in accordance with the formula set forth in Exhibit entitled "Association Member Voting" (currently Exhibit G) to the OEA. When more than one (1) person holds an interest in any Tract all such persons shall be members. The vote for such Tract shall be exercised as they, among themselves, shall determine, but in no event shall more than the allowed number of votes be cast with respect to any single Tract.

ARTICLE VII

NOT FOR PROFIT CORPORATION:

The Association shall be without capital stock, will not be operated for profit and will not distribute gains, profits or dividends to any of its members. The members of the Association shall not be personally liable for the debts, liabilities or obligations of the Association. The purposes of

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the Association shall be served without pecuniary profit to any director or member of the Association.

ARTICLE VIII

NAME AND ADDRESS OF INITIAL REGISTERED AGENT: The location and principal mailing address of the Association is as follows:

Location: The Mitchell Company, Inc.
3928 Summit Blvd.
#18
Pensacola, FL 32503

and the name of the initial registered agent at such address is:

Donald P. Kelly

ARTICLE IX

BOARD OF DIRECTORS: Except as provided herein, the affairs of the Association shall be managed by a Board of not less than three (3) directors, who must be members of the Association.

Until such time as a Board of Directors shall be elected according to the provision contained in the By-Laws, the affairs of the Association shall be governed by an Interim Board of Directors, which directors need not be members of the Association, composed of the following Three (3) persons:

Name

Address

Donald P. Kelly

41 West I-65 Service Rd N, Suite 300
Mobile, AL 36608

Paul Wesch

41 West I-65 Service Rd N, Suite 300
Mobile, AL 36608

Jane Borden

1000 Nicollet Mall, TPN-1277
Minneapolis, MN 55403

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ARTICLE X

INDEMNIFICATION: The Association shall indemnify every officer and director of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding, if approved by the then Board of Directors of the Association) to which he may be made a party by reason of being or having been an officer or director of the Association, whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors of the Association shall not be liable to the members of the Association for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them in good faith on behalf of the Association and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Association may be entitled.

The directors shall exercise their powers and duties in good faith and with a view to the interest of the Association and the subdivision.

ARTICLE XI

ASSESSMENTS: The covenants and conditions relating to Association Common Area Costs are set forth in the OEA, as same may be amended from time to time, which covenants and conditions are incorporated herein by reference.

ARTICLE XII

Bylaws of the Association may be adopted, made, altered or rescinded by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these Articles.

ARTICLE XIII

Amendments to the Articles of Incorporation may be proposed by any Director at any regular or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the Bylaws, shall be submitted to a vote of the membership. If approved by a two-thirds (2/3) affirmative vote of the membership at a meeting of the members properly called and noticed as provided in the Bylaws, such Amendment shall be forwarded to the Secretary of State of the State of Florida and filed and shall become effective upon issuance, by said officer, of a certificate reflecting same.

IN WITNESS WHEREOF, the undersigned incorporator has caused these presents to be executed on this the 20th day of July, 2007.

[SIGNATURES TO FOLLOW]

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THE MITCHELL COMPANY, INC.

By: 
DONALD P. KELLY
Its Senior Executive Vice President

State of Alabama
County of Mobile

I, the undersigned notary public in and for said state and county, hereby certify that **Donald P. Kelly**, whose name as **Senior Executive Vice President of The Mitchell Company, Inc.**, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument he, as such officer and with full authority, executed the same on behalf of said corporation.

Given under my hand and notarial seal on this the 20th day of July, 2007.

Margaret M. Thomas
Notary Public

My Commission Expires: 3/31/08

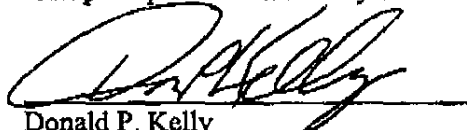
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

DALE MABRY TOWN CENTER PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office as indicated in its Articles of Incorporation has named Donald P. Kelly, 3928 Summit Blvd. #18, Pensacola, FL 32503, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing 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, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.


Donald P. Kelly
Date: July 20, 2007

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