

N0700000 7770

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000199145 3)))



H070001991453ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : MCKINLEY, ITTERSAGEN ETAL.
Account Number : I20070000030
Phone : (941) 627-1000
Fax Number : (941) 766-0071

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 AUG - 7 PM 12: 26

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

Town Center Professional Office Condominium Associat

Certificate of Status

1

H070001991453

**ARTICLES OF INCORPORATION
OF**

TOWN CENTER PROFESSIONAL OFFICE CONDOMINIUM ASSOCIATION, INC.

FILED
07 AUG -7 PM 12:26
CLERK OF COUNTY OF FLORIDA
JALLAH SEE

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND ADDRESS OF PRINCIPAL OFFICE**

The name of this corporation is Town Center Professional Office Condominium Association, Inc., a Florida non profit corporation, and the principal office is: 18401 Murdock Circle, Port Charlotte FL 33948.

**ARTICLE II
PURPOSE**

The purpose for which the association is organized is to provide an entity pursuant to Chapter 718 of the Florida Statutes (the "Condominium Act"), which shall be responsible for the operation and management of the commercial condominium being established in accordance therewith, to be known as "Town Center Professional Office Condominium" (hereinafter called the "Condominium"), situate, lying and being in Charlotte County, Florida, and for undertaking the performance of carrying out the acts and duties incident to the administration of the operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and in the Condominium Declaration creating the Condominium to be recorded in the Public Records of Charlotte County, Florida (the "Declaration"), and for owning, operating, leasing, selling, trading and otherwise dealing with such real or personal property as may be necessary or convenient in the administration of said Condominium.

**ARTICLE III
DEFINITIONS**

The terms used in these Articles shall have the same meaning as in the Condominium Act and the Declaration (except as herein expressly otherwise provided or unless the context otherwise requires); and where a conflict in meanings shall exist, the Declaration shall control.

H070001991453

H070001991453
ARTICLE IV
POWERS

A. The Association shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of these Articles, the Declaration, the Bylaws of the Association, and the Condominium Act.

B. The Association shall have all of the powers under and pursuant to the Condominium Act and the Declaration and shall have all of the powers reasonably necessary to implement the purposes of the Association, including but not limited to the following:

1. To make, establish and enforce reasonable rules and regulations governing the use of the Condominium or portions thereof;

2. To determine, levy and collect assessments against the Members to provide the funds to pay the common expenses of the Condominium as provided in the Declaration, the Bylaws and the Condominium Act, and to use and expend the proceeds of such assessments in the exercise of the powers and duties of the Association;

3. To maintain, repair, replace and operate the Condominium, specifically including all portions of the Condominium Property of which the Association has the right and power to maintain, repair, replace and operate in accordance with the Declaration, the Bylaws, and the Condominium Act;

4. To reconstruct or restore improvements in the Condominium Property after casualty or other loss and to make further improvements of the Condominium Property;

5. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations of the Association governing the use of the Condominium, and all other documents referred to in the Declaration and these Articles of Incorporation;

6. To contract for the operation, management and maintenance of the Condominium and to delegate to the contracting party all of powers and duties of the Association, except those which may be required by the Declaration to have approval of or to be exercised by the Board of Directors or the Members of the Association, and except those whose delegation is expressly prohibited by the Declaration or these Articles,

7. To acquire and enter into agreements, to acquire leaseholds, easements, memberships or other possessory or use interest in lands or facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment or other use or benefit of the Members;

H070001991453

8. To acquire by purchase, lease or otherwise, Units of the Condominium whether or not offered for sale or lease or surrendered by their Owners to the Association or purchased at foreclosure or other judicial sale; and to sell, lease, mortgage, cast the votes appurtenant to or otherwise deal with Units acquired by, and to sublease the Units leased by, the Association or its designee;

9. To approve or disapprove the sale, mortgage or lease of Units as may be provided by the Declaration and the Bylaws;

10. To employ personnel to perform the services required for proper operation and maintenance of the Condominium; and

11. To obtain insurance for the Condominium.

ARTICLE V MEMBERS

The members of the Association shall consist of all of the record Owners of fee interests in Units in the Condominium. After the Condominium and the Association shall have been created, change of membership in the Association shall be effected by the recordation in the Public Records of Charlotte County, Florida, of a deed or other instrument establishing a record title to or fee interest in a Unit in the Condominium and by the delivery to the Association of a certified copy of such instrument; the Owner designated by such instrument shall thereby become a Member of the Association and the membership of the prior Owner of such Unit shall thereby be terminated with respect to that Unit. The share of a Member in the funds and assets of the Association may not be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit(s) to which such Member has record title or a fee interest.

ARTICLE VI VOTING

Voting rights on all matters as to which the membership shall be entitled to vote are as provided in the Declaration and the Bylaws.

ARTICLE VII TERM

The Association shall have perpetual existence.

H070001991453

H070001991453

ARTICLE VIII
ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be Michael R. McKinley, Esquire, 18401 Murdock Circle, Port Charlotte FL 33948. The name of the initial registered agent at such address is Michael R. McKinley.

ARTICLE IX
BOARD OF DIRECTORS

Responsibility for the administration of the Association shall be that of a Board of Directors (the "Board") consisting of the number of Directors, but not less than three, determined pursuant to the Bylaws; in the absence of such determination, the Board shall consist of five Directors. The initial Board shall consist of four Directors. Directors need not be Members of the Association. Directors of the Association subsequent to the first Board shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. *The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.*

The names and addresses of the members of the first Board are as follows:

Michael R. McKinley
18401 Murdock Circle
Port Charlotte, FL 33948

Scott D. Ittersagen
1861 Placida Rd., #204
Englewood, FL 34223

Miko P. Gunderson
18401 Murdock Circle
Port Charlotte, FL 33948

Robert H. Berntsson
18401 Murdock Circle
Port Charlotte, FL 33948

ARTICLE X
OFFICERS

The Board shall elect a President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time

H070001991453

H070001991453

to time determine. The President shall be elected from among the members of the Board, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary, be held by the same person. Officers shall be elected or appointed by the Board at its first meeting following each annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The names of the officers who shall serve until their successors are elected or appointed by the Board are as follows:

Michael R. McKinley	President
Scott D. Ittersagen	Vice President
Miko P. Gunderson	Secretary
Robert H. Berntsson	Treasurer

ARTICLE XI INDEMNIFICATION

No Director or officer shall be liable to the Association or to the Members thereof for any mistake of judgment or negligence or otherwise, other than for his own willful misconduct or bad faith. Each Director or 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 any 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 in such cases wherein 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 herein shall apply only when the Board approves such settlement and reimbursement 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 BYLAWS

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

ARTICLE XIII AMENDMENTS

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

H070001991453

H070001991453

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

B. A resolution for the adoption of the proposed amendment may be proposed either by the Board or by the Members of the Association. Any amendment to these Articles shall be approved by the affirmative vote of at least a majority of the Members voting in person or by proxy at any duly called meeting of the Members of the Association.

C. As an alternative to approval of amendments to these Articles at a meeting of the Members, amendments may be approved in writing by all Members of the Association.

ARTICLE XIV
INCORPORATOR

The name and post office address of the incorporator of this corporation is:

Michael R. McKinley
18401 Murdock Circle
Port Charlotte, FL 33948

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name and affixed his seal this 17 day of August, 2007.

Witnesses:

Pamela Ross
Pamela Ross

Cheyenne R. Young
Cheyenne R. Young

Michael R. McKinley

STATE OF FLORIDA :
COUNTY OF CHARLOTTE :

SWORN TO AND SUBSCRIBED before me this 17th day of August, 2007 by Michael R. McKinley who is personally known to me.

Pamela Ross
Notary Public, State of Florida
My Commission Expires:



H070001991453

H070001991453

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAME OF REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

This certificate is submitted in compliance with Sections 48.091 and 607.0501(3), Florida Statutes:

Town Center Professional Office Condominium Association, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation in the City of North Port, County of Charlotte, State of Florida, names the following person as its Registered Agent to accept service of process within this State:

Michael R. McKinley
18401 Murdock Circle
Port Charlotte, FL 33948

Acknowledgment

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby state that I am familiar with and accept the obligations of the position, and that I agree to act in this capacity and to comply with the provisions of the said statute relative to keeping open said office.

DATED this 7th day of August, 2007 .


Michael R. McKinley

FILED
07 AUG -7 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H070001991453