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ALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION
MEDICAL SERVICE CENTER PROPERTY OWNERS ASSOCIATION,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MEDICAL SERVICE CENTER PROPERTY OWNERS
ASSOCIATION, INC.**

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

ARTICLE I

Name

The name of the corporation shall be **MEDICAL SERVICE CENTER PROPERTY OWNERS ASSOCIATION, INC.** For convenience, the corporation will be referred to in this instrument as the Association. The place of business shall be 3880 39th Square, Vero Beach, Florida, until changed by the owners at the first meeting.

ARTICLE II

Purposes

The purposes for which the Association is organized are as follows:

2.1 To establish, maintain and operate a corporation not for profit; to uphold, maintain and promote the property interests and rights of member owners of the following-described real property located in Indian River County, Florida:

Lots 1 - 22, MEDICAL SERVICE CENTER SUBDIVISION, according to the Plat thereof, as recorded in Plat Book 13, at Page 18, of the Public Records of Indian River County, Florida.

And to do any other thing necessary or desirable in the interests of the safety, health, protection, comfort and convenience of such member property owners.

2.2 To make and establish reasonable rules and regulations governing the use and maintenance of the real property described above.

2.3 To collect, from time to time, assessments from owners to defray expenses of operation of the Association, including, but not limited to, security, taxes, maintenance, utilities, reserves and expenditures for capital improvements, improvements and repair of easements. The individual assessments will be based upon an allocation share per individual parcel owner of the total common expenses, except where the membership votes for a special assessment for a particular purpose for the benefit of a specific area of the properties in which event a majority of the members to be assessed must approve the special assessment.

2.4 To enforce and abide by the provisions of any covenants or restrictions which are, or may be, applicable to the property and which may be adopted from time to time as provided in the Bylaws of the Association.

ARTICLE III

Powers

The Association shall have all of the powers and privileges granted to associations not for profit under the laws of the State of Florida and shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

3.1 To promote the safety and health of members of the Association and their property interests and rights by providing, improving and maintaining entrance way, and right-of-way areas, and such other and further similar type services as may be reasonably necessary or desirable.

3.2 To purchase insurance for properties owned by the Association; and insurance for the protection of the Association and its members, officers and directors.

3.3 To maintain, repair, replace and operate the common properties.

3.4 To make and establish covenants and restrictions governing the use and maintenance of property located within Medical Service Center.

3.5 To amend, modify or change any covenants and restrictions which are, have been, or may be applicable to Medical Service Center.

3.6 To enforce the provisions of any covenants or restrictions, which are or may be made applicable to the property located within Medical Service Center and which may be adopted from time to time as provided in the Declaration of Covenants, Conditions and Restrictions of Medical Service Center, as they may exist from time to time.

3.7 To levy and collect, from time to time, assessments against members of the Association to defray expenses of maintenance and repair of the items in areas lying within Medical Service Center, as described in paragraph 3.1 above, and other expenses incurred in implementing the Association's purposes in such manner as may be provided by the Bylaws of the Association and the Declaration of Covenants, Conditions and Restrictions for Medical Service Center, and the Association shall have a lien upon any property of a member of the Association lying within Medical Service Center for the payment of such assessments. The lien herein provided shall secure the monies due for all assessments levied against a member of the Association, as provided in the Bylaws and Declaration of Covenants, Conditions and Restrictions for Medical Service Center, together with interest upon delinquent assessments, and for all the costs and expenses, including a reasonable attorneys' fee, which may be incurred by the Association in preparing, recording and enforcing its lien. The lien shall be enforced by recording on the public records of Indian River County, Florida, a claim of lien and by foreclosure in the same manner as real estate mortgages may be foreclosed in the State of Florida.

3.8 To reconstruct improvements comprising the items and areas lying within Medical Service Center, as described in paragraph 3.1 above, and to repair and maintain the same.

3.9 To employ personnel to perform the services required for the proper management and operation of the Association.

All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions of Medical Service Center, these Articles of Incorporation and the Bylaws.

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The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions of Medical Service Center and the Bylaws.

ARTICLE IV

Term

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE V

Dissolution

Upon dissolution of the Association, the common area owned by the Association shall be distributed to the members.

ARTICLE VI

Members

6.1 Membership. Every person or legal entity who is a record owner of a fee or undivided fee interest in any parcel which is subject to covenants of record and assessment by the Association shall be a member of the Association; provided that any such person or legal entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

6.2 Voting Rights. All members shall be entitled to one (1) vote for each lot owned. When more than one person or entity holds a fee simple interest in a given lot, all such persons or entities shall be members and shall be entitled to their or its pro rata portion of the vote for that lot.

ARTICLE VII

Board of Directors

7.1 The affairs of the Association shall be managed by a Board of Directors consisting of not less three (3) or more than five (5) persons. All decisions of Association shall require majority vote of Board of Directors. Directors may be removed and vacancies on the Board of

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Directors will be filled in the manner provided by the Bylaws of the Association. The Directors of the Association shall be elected at the annual meeting of the Association.

7.2 The first election of Directors shall be held at the first Annual Meeting of the Association. The Directors named in these Articles will serve until the first election of Directors, or until the parcel owned by a Director is conveyed to someone other than the individual elected as a Director, whichever event occurs first, and any vacancies in their number occurring before the first election will be filled by the remaining Directors.

7.3 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>Name</u>	<u>Address</u>
J. P. Hill	3880 39 th Square Vero Beach, Florida 32960
Garrick Kantzler	805 37 th Place Vero Beach, Florida 32960
Ben Bailey	P. O. Box 643426 Vero Beach, Florida 32963

7.4 Any Director shall have the right to designate an authorized representative to act on behalf of said Director at any duly-called meeting.

ARTICLE VIII

Officers

The affairs of the Association shall be administered by the officers designated in the Bylaws of the Association. Said officers shall be elected by the Board of Directors annually at its 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 will serve until their successors are designated, are as follows:

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<u>Name</u>	<u>Address</u>	<u>Office</u>
J.P. Hill	3880 39 th Square Vero Beach FL 32960	President
Gary Kantzler	805 37 th Place Vero Beach FL 32960	Secretary
Ben Bailey	P. O. Box 643426 Vero Beach FL 32963	Treasurer

ARTICLE IX

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.

ARTICLE X

Amendments

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

10.1 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.

10.2 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. Such amendment must be approved by not less than a majority of the vote of the membership of the Association present in person or by proxy at a meeting duly called to consider the amendment.

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the owner's individual parcel. No amendment shall be made that is in conflict with the Declaration of Covenants, Conditions and Restrictions of Medical Service Center.

10.4 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded on the public records of Indian River County, Florida.

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ARTICLE XI

Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
J.P. Hill	3880 39 th Square Vero Beach, Florida 32960

ARTICLE XII

Registered Agent

The street address of the initial registered office of the Association is: 21 Royal Palm Pointe, Suite 100, Vero Beach, Florida, and, the name of the initial registered agent of the Association at that address is: Kathryn E. Block.

IN WITNESS WHEREOF, we, the undersigned, being each and all of the original subscribers to the Association hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, do hereby make, subscribe, acknowledge and file this certificate, hereby jointly and severally declaring and certifying the facts herein stated are true and that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, and accordingly have set our hands and seals at Vero Beach, Indian River County, Florida, this 28th day of January, 2008.



J. P. Hill

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CAPITAL CONNECTION

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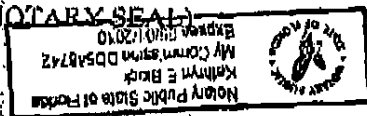
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, appeared J. P. HILL, known to me and/or who
produced as identification, and who executed the foregoing
instrument and acknowledged before me that he executed said instrument for the purposes therein
expressed.

WITNESS my hand and official seal this 28th day of January, 2008.

(NOTARY SEAL)



Kathryn E. Block
NOTARY PUBLIC, STATE OF FLORIDA

Printed Name of Notary

My Commission Expires:

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of **MEDICAL
SERVICE CENTER PROPERTY OWNERS ASSOCIATION, INC.**

Kathryn E. Block
Kathryn E. Block

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CAPITAL CONNECTION

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EXHIBIT "A"
Legal Description

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