

N08000005674

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

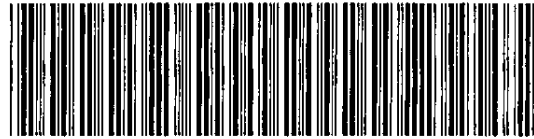
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400130890204

06/12/08--01020--008 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUN 12 AM 10:29

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2008 JUN 12 AM 11:29
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

5/13/08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 JUN 12 AM 10:29

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

850-222-2785

City/St/Zip

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- Palm Coast Property Owners Association, Inc.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

08 JUN 12 AM 10:29

**ARTICLES OF INCORPORATION
OF
PALM COAST MEDICAL PROPERTY OWNERS ASSOCIATION, INC.**

(A Corporation not for profit under
the laws of the State of Florida.)

The undersigned hereby associate themselves into a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE 1.
NAME**

The name of the corporation shall be PALM COAST MEDICAL PROPERTY OWNERS ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association."

**ARTICLE 2.
PURPOSE**

2.1 The purpose for which the Association is organized is to provide an entity for the maintenance, operation, administration and management of real property and improvements, known as PALM COAST MEDICAL, located in Palm Coast, Flagler County, Florida (the "Property"), and to undertake the duties and acts incident to administration, management, maintenance and operation of said Property. The legal description of the Property subject to the Association is attached to the By-Laws as Exhibit A.

2.2 The Association shall make no distributions of income to its members, directors or officers, being conducted as a non-profit organization for the benefit of its members.

2.3 The Association is the Master Property Owners Association referenced in, and created in compliance with the Development Order as may be promulgated by the City of Palm Coast ("Development Order").

2.4 The Association is the Property Owners Association as referenced in the Development Order.

2.5 The Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of Declaration of Covenants and Restrictions which relate to the surface water or storm water management system.

ARTICLE 3.
POWERS

The Association shall have the following powers:

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 reasonably necessary to operate the Property pursuant to the Declaration of Protective Covenants, Restrictions and Cross Easements; Development Order, the Articles and the By-Laws of the Association, including but not limited to the following:

- a. To make and establish reasonable rules and regulations governing the use of the Property by the general public and the individual Property Owners served by the Association and their guests, invitees, tenants and lessees.
- b. To make and collect assessments against members of the Association as Property Owners to pay the costs, expenses and fees associated with the Property.
- c. To use the proceeds of assessments in the exercise of its powers and duties.
- d. To maintain, repair, replace, operate and manage the Property, including the right to reconstruct improvements after casualty and to make further improvements to the Property.
- e. To purchase insurance upon the Property and insurance for the protection of the Association.
- f. To regulate parking, signage, ingress and egress, pedestrian traffic, storm water retention and utilities.
- g. To enforce by legal means the provisions of the Development Order, the Declaration of Protective Covenants, Restrictions and Cross Easements, these Articles of Incorporation, the By-Laws of the Association and the rules and regulations governing the use of the Property.
- h. To contract for the management of the Property and to delegate to such contractors all powers and duties of the Association except such as are specifically required by these Articles and/or By-Laws to have approval of the Board of Directors or the membership of the Association.
- i. To contract for the management or operation of portions of the Property

susceptible to separate management or operation.

j. To employ personnel to perform the services required for proper operation of the Property.

k. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon, the Association pursuant to the Development Order, these Articles or the By Laws, or the Declaration of Protective Covenants, Restrictions and Cross Easements.

3.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the members in accordance with the provisions of the these Articles of Incorporation and the By-Laws.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Articles, the By-Laws, the Development Order and the Declaration of Protective Covenants, Restrictions and Cross Easements.

ARTICLE 4.

MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

4.1 The members of the Association shall consist of all of the record owners of Property included within the legal description attached as Exhibit A. The Property consists of Lot 1, Lot 2, Lot 3, Lot 4, Lot 5 and Lot 6 as defined on the Plat of Palm Coast Medical. No other persons or entities shall be entitled to membership except as provided in Paragraph 4.5 of this Article 4.

4.2 Change of membership in the Association shall be established by recording in the public records of Flagler County, Florida, a deed or other instrument establishing a record title to Lots 1 through 6 inclusive referenced in paragraph 4.1 above. The owner or owners designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated. The Association may require delivery to the Association of a true copy of the recorded deed (or Lease in excess of the ten (10) years) as a condition of permitting a member to vote and to use the Property.

4.3 The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Site. The funds and assets of the Association belong solely to the Association subject to the limitation that same be expended, held or used for the benefit of the membership and for the purposes authorized herein, and in the By-Laws which may be hereafter adopted.

4.4 On all matters upon which the membership shall be entitled to vote, there shall be one vote appurtenant to each Site, which vote shall be exercised or cast in the manner provided in

the By-Laws of the Association.

4.5 Until such time as the record title to Sites are transferred and recorded, the membership of the Association shall be comprised of the subscribers of these Articles, each of whom shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote. After all Sites have been transferred by Deed or other instrument, or a Lease in excess of ten (10) years, the Site Owners/Tenants or their successors shall comprise the membership of the Association. After a Site is transferred by Warranty Deed or other instrument, that Owner shall be deemed a member of the Association with the right to cast the vote for that Site. The Tenant in a Lease Agreement in excess of ten (10) years, shall be deemed a member of the Association during the Lease Term.

ARTICLE 5. **PRINCIPAL OFFICE**

The principal office of the Association shall be located at 595 W. Granada Blvd., Suite A, Ormond Beach, FL 31274 but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE 6. **DIRECTORS**

6.1 The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than four (4) directors. The number of members of the Board of Directors shall be as provided from time to time by the By-Laws of the Association, and in the absence of such determination shall consist of three (3) directors. Directors need not be members of the Association.

6.2 Directors of the Association shall be selected and designated at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

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

Penny K. Every

595 W. Granada Blvd., Suite A
Ormond Beach, FL 32174

Carolyn A. Dillon

595 W. Granada Blvd., Suite A
Ormond Beach, FL 32174

Jeffrey C. Sweet, Esquire

595 W. Granada Blvd., Suite A
Ormond Beach, FL 32174

6.4 The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that 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.

ARTICLE 7. OFFICERS

The affairs of the Association shall be administered by the officers who shall be appointed by and shall serve at the pleasure of the Board of Directors. The officers are not required to be members of the Association. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u> <u>TITLE</u>	<u>ADDRESS</u>
Jeffrey C. Sweet - President	595 W. Granada Blvd., Suite A Ormond Beach, FL 32174
Penny K. Every Secretary / Treasurer	595 W. Granada Blvd., Suite A Daytona Beach, FL 32174
Carolyn A. Dillon - Director	595 W. Granada Blvd., Suite A Ormond Beach, FL 32174

ARTICLE 8. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association, to the extent the Association is insured, against all expenses and liabilities, including reasonable attorneys' fees, incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part of 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 approved such settlement and reimbursement as being for the best interests 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 9.
BY-LAWS

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

ARTICLE 10.
TERM

10.1 The effective date upon which this Association shall come unto existence shall be the date of subscription and acknowledgment of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

10.2 In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE 11.
AMENDMENTS

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

11.1 A Resolution for the adoption of a proposed amendment may be proposed by the Board of Directors or any owner of a suite in the Condominiums referenced in paragraph 4.1 whether meeting as members or by instrument in writing signed by them.

11.2 Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a day no sooner than ten (10) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed to or presented personally to each member not less than seven (7) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be assumed to be

properly given when deposited in the United States Mail, addressed to the member at his post office address as it appears on the records of the Association, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of two thirds (2/3) of the members of the Association in order for such amendment or amendments to become effective.

A copy of each amendment, after it has become effective, shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Volusia County, Florida, promptly after the same are so registered.

11.3 At any meeting held to consider any amendment or amendments of these Articles of Incorporation, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

11.4 In the alternative, an amendment may be made by an agreement executed by all the record owners of all suites with the formality required for a deed.

11.5 No amendment shall make any changes in the qualification for membership, nor any change in Article 3 hereof, without approval in writing of all members and the joinder of the City of Port Orange, Florida. No amendment shall be made that is in conflict with the these Articles, the Master Development Agreement or the Declaration of Protective Covenants, Restrictions and Cross Easements. No amendment shall make any change in the voting rights of members unless the members whose rights are affected and the holders of mortgages encumbering their suites consent in writing to such change.

ARTICLE 12.

SUBSCRIBERS

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

NAME ADDRESS

Penny K. Every

595 W. Granada Blvd., Suite A
Ormond Beach, FL 32174

Carolyn A. Dillon

595 W. Granada Blvd., Suite A
Ormond Beach, FL 32174

Jeffrey C. Sweet, Esquire

595 W. Granada Blvd., Suite A
Ormond Beach, FL 32174

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 11 day of June, 2008.

Signed, sealed and delivered in our presence:

Witnesses as to All Signatures:

Kathryn E. Phillips
(First Witness)

Jeffrey C. Sweet
Jeffrey C. Sweet

Katherine E. Phillips
(Printed/typed name)

Penny K. Every
Penny K. Every

Melissa Chapman
(Second Witness)

Carolyn A. Dillon
Carolyn A. Dillon

Melissa Chapman
(Printed/type name)

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 11 day of June, 2008, by JEFFREY C. SWEET, PENNY K. EVERY AND CAROLYN A. DILLON who (X) are personally known to me or () have produced _____ as identification and who () did (X) did not take an oath.

Kathryn E. Phillips
NOTARY PUBLIC

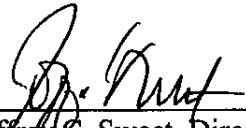
My commission expires:



**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

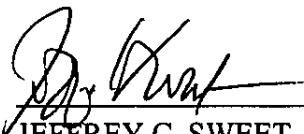
Pursuant to Section 48.091, Florida Statutes, PALM COAST MEDICAL PROPERTY OWNERS ASSOCIATION, INC., desiring to incorporate under the laws of the State of Florida hereby designates JEFFREY C. SWEET, 595 W. Granada Blvd, Suite A, Ormond Beach, FL 32174 as its Registered Agent and the street address of its office, respectively, for the service of process within the State of Florida.

PALM COAST MEDICAL PROPERTY OWNERS
ASSOCIATION, INC.

By: 
Jeffrey C. Sweet, Director

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the foregoing designation as Registered Agent of PALM COAST MEDICAL PROPERTY OWNERS ASSOCIATION, INC. for the service of process within the State of Florida.


JEFFREY C. SWEET

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUN 12 AM 10:29