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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Flagler-Whitehall Professional Park Condominium Asso**

Certificate of Status	1
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**W08-30794**

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**ARTICLES OF INCORPORATION  
OF  
FLAGLER-WHITEHALL PROFESSIONAL PARK  
CONDOMINIUM ASSOCIATION, INC.**

I, the undersigned natural person competent to contract, associate myself for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes (2007), and certify as follows:

**ARTICLE ONE: NAME**

The name of the corporation is Flagler-Whitehall Professional Park Condominium Association, Inc. ("the Association").

**ARTICLE TWO: PURPOSE**

The purposes and objectives of the corporation are such as are authorized under the Florida Condominium Act, Chapter 718, Florida Statutes (2007), and the Florida Corporation Not-for-Profit Act, Chapter 617, Florida Statutes (2007), as they may be amended from time to time, and include providing for the operation, maintenance, preservation, administration, and management of Flagler-Whitehall Professional Park, a condominium, located in St. Johns County, Florida ("the Condominium"), and the property of the Association ("the Property").

**ARTICLE THREE: POWERS**

In addition to the general powers afforded a corporation not-for-profit under the laws of the State of Florida, the Association shall have all the powers reasonably necessary to implement the purpose of this Association, including without limitation the following powers:

1. To operate and manage the Property, the Condominium, and the lands on which it is situated. Furthermore, in the event the Condominium elects to participate in a multicondominium in accordance with the terms of the Declaration of Condominium for Flagler-Whitehall Professional Park, a condominium ("the Declaration of Condominium"), the Association shall have to power to manage the multicondominium and the Participating Condominium, as defined in the Declaration of Condominium.

2. To carry out all the powers and duties vested in the Association pursuant to the Declaration of Condominium, Bylaws, any rules and regulations of the Association, and the Declaration of Easements (as defined in the Declaration of Condominium), which shall include without limitation:

a. to make and collect assessments against members to defray the costs, expenses and losses of the Association;

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

c. to maintain, repair, replace and operate the Property;

d. to reconstruct improvements after casualty and to further improve the Property;

e. to make and amend regulations respecting the use of the Property;

f. to enforce by legal means the provisions of the Declaration of Condominium, these Articles, the Bylaws of the Association, the rules and regulations for the use of the Property promulgated by the Board of Administration from time to time ("the Rules and Regulations") and the Declaration of Easements;

g. to contract for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted it by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association;

h. to purchase insurance upon the Property and insurance for the protection of the Association and its members as Unit Owners;

i. to acquire title to property or otherwise hold, convey, lease and mortgage Association property for the use and benefit of its members.

j. to operate, maintain, and manage the Surface Water or Stormwater Management System described in the Declaration of Condominium for Flagler-Whitehall Professional Park ("the Declaration") in a manner consistent with the St. Johns River Water Management District permit no. 42-109-104-3000-1 requirements and applicable District rules, and to assist the enforcement of the Declaration which relate to the Surface Water or Stormwater Management System; and

k. to levy and collect adequate assessments against members of the Association for the cost of maintenance and operation of the Surface Water or Stormwater Management System.

3. The Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon nonprofit corporations of a similar character by the provisions of Chapter 617, Florida Statutes (2007), and as may be amended from time to time to do any and all things necessary to carry out its purposes.

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4. The Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations formed to operate condominiums under the provisions of Chapter 718, Florida Statutes (2007), and as may be amended from time to time.

5. No compensation shall be paid to Directors for their services as Directors. However, compensation may be paid to a Director in his or her capacity as an employee or for other services rendered to the Association outside of his or her duties as a Director. In such case, compensation must be approved by the other members of the Board. The Directors shall have the right to set and pay all salaries or compensation to be paid to employees, agents, or attorneys for services rendered to the corporation.

6. All funds and the title to all property acquired by this Association and the proceeds thereof shall be held in trust for the owners of the Condominium Parcels in accordance with the provisions of the Declaration of Condominium, these Articles and the Bylaws.

7. All of the powers of this Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws and Rules and Regulations.

#### ARTICLE FOUR: MEMBERS

Each Condominium Parcel shall have as an appurtenance thereto a membership or memberships in the Association, which shall be held by the Owner or Owners of the Condominium Parcel. No person or entity holding title to a Condominium Parcel as security for the performance of an obligation, shall acquire the membership appurtenant to such Condominium Parcel by virtue of such title ownership. In no event may any membership be severed from the Condominium Parcel to which it is appurtenant. The voting rights of members are set forth in the Bylaws and Declaration.

#### ARTICLE FIVE: DURATION

The period of the duration of the corporation is perpetual.

#### ARTICLE SIX: SUBSCRIBER

The name and address of the subscriber to these Articles is:

Name

George E. Erickson, Sr.

Address

6170 St. Andrews Court  
Ponte Vedra Beach, Florida 32082

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**ARTICLE SEVEN: OFFICERS**

The affairs of the corporation are to be managed by a President, Secretary, and Treasurer who will be accountable to the Board of Administration. The offices of Vice President, Secretary or Treasurer may be combined in one individual. Officers will be elected annually in the manner set forth in the Bylaws.

**ARTICLE EIGHT: DIRECTORS**

The number of persons constituting the first Board of Administration is not less than three (3). The number of directors may be increased or decreased from time to time as provided by the Bylaws, provided there shall never be less than three (3). The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
George E. Erickson, Sr.	6170 St. Andrews Court Ponte Vedra Beach, Florida 32082
Michael Harrigan	273 Odom's Mill Boulevard Ponte Vedra Beach, Florida 32082
Bruce Eric Morris	420 West Mill Chase Court Ponte Vedra Beach, Florida 32082

The election of Directors, their terms of office, removal or the filling of vacancies on said Board shall be in accordance with the Bylaws of the Association.

**ARTICLE NINE: BYLAWS**

Bylaws regulating operation of the corporation shall be adopted by the Board of Administration.

**ARTICLE TEN: AMENDMENT**

Amendments to these Articles of Incorporation may be proposed by at least two-thirds (2/3) of the Directors or by members entitled to exercise at least one-third (1/3) of the then authorized membership voting power. Amendments may be adopted by affirmative vote of those members exercising not less than two-thirds (2/3) of the total voting power of the corporation. Additional requirements concerning proposal and adoption of amendments to these Articles shall be set forth in the Bylaws.

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**ARTICLE ELEVEN: INDEMNIFICATION**

Every Director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, or by reason of his or her serving or having served the Association at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that, in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct in the performance of his or her duties, the indemnification shall apply only when the Board of Administration approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

**ARTICLE TWELVE: PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE, AND REGISTERED AGENT**

The street and mailing address of the initial principal office of the Association is c/o MAY Management, Inc., 5455 A1A South, St. Augustine, Florida 32080. The initial registered office of the Association is 780 N. Ponce de Leon Boulevard, St. Augustine, Florida, and the name of its initial Registered Agent at such address is Katherine G. Jones.


**ARTICLE THIRTEEN: DISSOLUTION**

The Association may be dissolved only pursuant to the provisions of the Condominium Act and the Declaration. Upon dissolution of the Association, other than as part of 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, or for the general welfare of the residents of the county in which the Condominium Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater 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.

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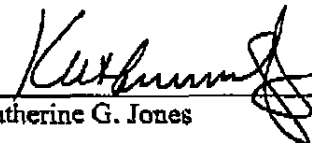
**ARTICLE FOURTEEN: DEFINITIONS**

Capitalized terms not defined in these Articles shall have the meanings set forth in the Declaration and the Condominium Act.

  
George E. Erickson, Sr.  
Subscriber/Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.

  
Katherine G. Jones

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