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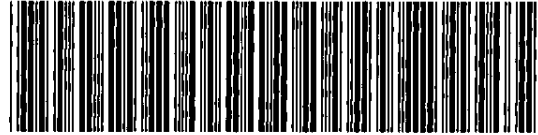
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VH



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 659932 80913A

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$ 70.00

ORDER DATE : July 24, 2008

ORDER TIME : 10:01 AM

ORDER NO. : 659932-005

CUSTOMER NO: 80913A

DOMESTIC FILING

NAME: THE PLAZA AT EMERALD LAKE  
MASTER ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE PLAZA AT EMERALD LAKE MASTER ASSOCIATION, INC.,  
a Florida not for profit corporation**

THE UNDERSIGNED hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I**

**Name**

The name of the corporation shall be THE PLAZA AT EMERALD LAKE MASTER ASSOCIATION, INC. For convenience this corporation shall be referred to as the "Master Association".

**ARTICLE II**

**Definitions and Purposes**

1. Unless otherwise defined herein, all capitalized terms shall have the meaning given such terms in the Master Declaration (as defined below).

2. The purposes for which the Master Association is organized is to manage, operate and maintain the office park to be known as THE PLAZA AT EMERALD LAKE, hereinafter referred to as the "Office Park", in accordance with The Plaza at Emerald Lake Master Declaration of Covenants, Conditions and Restrictions (hereinafter the "Master Declaration"). All terms used in these Articles of Incorporation shall have the same meaning as the identical terms utilized in the Declaration, unless the context otherwise requires.

3. The Master Association shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers.

**ARTICLE III**

**Powers**

1. The Master 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.

2. The Master Association shall have all of the powers reasonably necessary to implement the purpose of the Master Association, including but not limited to the following:

- a. To adopt a budget and make and collect assessments against members to defray the costs of the Common Property and other matters as set forth in the Master Declaration.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, manage, repair, replace and operate the Common Property.

- d. To reconstruct improvements after casualty and construct further improvements to the Common Property.
- e. To promulgate and amend the Master Association Rules and Regulations respecting the use of The Properties.
- f. To enforce by legal means the provisions of the various Master Declaration Documents, these Articles, the Bylaws of the Master Association, and the Master Association Rules and Regulations.
- g. Pursuant to the terms of the Master Declaration, to contract for the management of the Common Property and to delegate to such contractor all powers and duties of the Master Association except such as are specifically required by the various Master Declaration Documents and applicable law to have approval of the board of directors or the members of the Master Association.
- h. To serve as the association for condominiums in the discretion of the board of directors, in which case the terms "Unit" and "Owners" as used in these Articles and the Bylaws shall refer to Units and Owners in any condominium operated by this Master Association.

3. All funds and the titles to all property acquired by the Master Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Master Declaration Documents.

4. The powers of the Master Association shall be subject to and shall be exercised in accordance with the provisions of the Master Declaration.

#### **ARTICLE IV**

##### **Members**

The qualifications of members, the manner of their admission, and voting by members shall be as set forth in the Bylaws of the Master Association.

#### **ARTICLE V**

##### **Directors**

1. The affairs of the Master Association will be managed by a board of directors of not less than three (3) nor more than seven (7) directors as shall be determined by the Bylaws, and in the absence of such determination shall consist of three (3) directors.

2. Directors of the Master Association shall be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

3. The following persons shall serve as directors until their successors are elected or appointed as provided in the Bylaws:

<u>Name</u>	<u>Address</u>
Ted D. Jackrel	13707 Little Harbor Court Jacksonville FL 32225
Bruce Greenberg	1270 E 57 <sup>th</sup> Apt 6A Brooklyn NY 11234
William M. Kappeler	12 Greenbrier Court Voorhees NJ 08043

#### **ARTICLE VI** **Officers**

The affairs of the Master Association shall be administered by a president, a vice-president, a secretary, a treasurer, and as many assistant vice-presidents, assistant secretaries and assistant treasurers as the board of directors shall from time to time determine. Such officers shall be elected by the board of directors at its first meeting following each annual meeting of the members of the Master Association. Officers shall serve without compensation at the pleasure of the board of directors. Any person may hold two or more offices, the duties of which are not incompatible; provided, however, that the president shall not also be the vice-president, secretary or treasurer, or assistant secretary or assistant treasurer. The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President:	Ted D. Jackrel 13707 Little Harbor Court Jacksonville FL 32225
Vice President:	Bruce Greenberg 1270 E 57 <sup>th</sup> Apt 6A Brooklyn NY 11234
Secretary/ Treasurer:	William M. Kapeller 12 Greenbrier Court Voorhees NJ 08043

#### **ARTICLE VII** **Indemnification**

Every director and every officer of the Master Association shall be indemnified by the Master Association against all expenses and liabilities, including attorneys' and paralegals' fees, reasonably

incurred by or imposed upon him in connection with 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 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 of directors has approved such settlement and when the board of directors has approved such settlement and reimbursement as being in the best interests of the Master Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## **ARTICLE VIII**

### **Bylaws**

The Bylaws shall be adopted by the board of directors and may be altered, amended or rescinded by not less than two-thirds (2/3) of all the directors until the first election of a majority of directors by Owners other than the Declarant. Thereafter, the Bylaws may be altered, amended or rescinded as provided Therein.

## **ARTICLE IX**

### **Amendments**

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

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.
2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof shall require the affirmative action of two-thirds (2/3) of the entire membership of the board of directors, and no meeting of the members nor any approval thereof need be had.
3. After the first election of a majority of directors by members other than the Declarant, a resolution approving a proposed amendment may be proposed by either the board of directors or by the members of the Master Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than two-thirds (2/3) of all the directors and by not less than a majority vote of the members of the Master Association at a duly called meeting of the Master Association.
4. An amendment when adopted shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of the county in which The Property is situated.
5. At any time prior to the first election of a majority of directors by members other than the Declarant, these Articles of Incorporation may be amended by the Declarant without the approval of the board of directors or the membership of the Master Association as may be required by any governmental entity or institutional lender or as may be necessary to conform these Articles to any governmental

statutes.

6. Any amendments to these Articles shall be in accord with the terms and provisions of the Master Declaration which sets forth additional voting and approval requirements with respect to certain types of amendments.

#### **ARTICLE X**

##### **Term**

The term of the Master Association shall be the life of the Master Declaration. The Master Association shall be terminated by the termination of the covenants and restrictions of the Master Declaration in accordance with the Master Declaration.

#### **ARTICLE XI**

##### **Incorporator**

The name and residence of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Melissa Jay Murphy	3940 N. W. 16 <sup>th</sup> Boulevard, Bldg B. Gainesville, FL 32605

#### **ARTICLE XII**

##### **Registered Agent**

The association hereby appoints Melissa Jay Murphy, as its Registered Agent to accept service of process within this state, with the Registered Office located at 3940 N. W. 16<sup>th</sup> Boulevard, Bldg B, Gainesville, FL 32605.

#### **ARTICLE XIII**

##### **Principal Office**

The address of the principal office of the Master Association is 3940 NW 16<sup>th</sup> Boulevard, Building A, Gainesville, FL 32605.

IN WITNESS WHEREOF, the incorporator has hereto affixed its signature this 20 day of July, 2008.

  
Melissa Jay Murphy

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent  
of THE PLAZA AT EMERALD LAKE MASTER ASSOCIATION, INC.

  
MELISSA JAY MURPHY