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FLORIDA PROFIT/NON PROFIT CORPORATION

Rolling Oaks Professional Park Condominium Associati

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DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 OCT 23

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ARTICLES OF INCORPORATION

ROLLING OAKS PROFESSIONAL PARK CONDOMINIUM ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
Name and Definitions

The name of the corporation shall be ROLLING OAKS PROFESSIONAL PARK CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws. The mailing address of the Association is 2801 SW College Road, Suite 9, Ocala, Florida 34474.

ARTICLE II
Purpose

The purpose for which the Association is organized is to conduct business under the laws of the State of Florida, in compliance with the Condominium Act, Chapter 718, Florida Statutes, for the operation, management, maintenance and control of a condominium to be located upon lands in Lake County, Florida.

ARTICLE III
Existence

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 IV
Powers

The powers of the Association shall include and be governed by the following provisions:

4.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these Articles.

4.2 The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration(s) of Condominium, and all of the powers and duties reasonably necessary to operate the condominium(s) pursuant to the Declaration(s) and may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium, including for the costs of maintenance and operation of the Common Elements thereof, including without limitation, the Surface Water or Stormwater Management System and to defray the costs, expenses and losses of any other business enterprise, venture or property interest of the Association, as authorized in a duly adopted budget of the Association. All of the foregoing are considered as Common Expenses.

b. To use the proceeds of assessments and charges in the exercise of its powers and duties.

c. To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, including Units in any condominium operated by the Association and to lease,

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mortgage and convey same.

d. To maintain, repair, replace and operate the Common Elements of the condominium(s) or the property of the Association including but not limited to any portions of the Surface Water or Stormwater Management System serving the condominium, as exempted or permitted by applicable regulatory agency.

e. To purchase insurance upon the property of the condominium or the property of the Association and insurance for the protection of the Association and its members as Unit Owners.

f. To reconstruct and repair improvements after casualty and to further improve the property of the condominium operated by the Association or the property of the Association.

g. To make and amend reasonable Rules and Regulations respecting the use of the property of the condominium operated by the Association or the property of the Association, including the right to assign use of parking spaces to specific Units.

h. To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the Bylaws and the Rules and Regulations for the use of the property of the condominium, including the right to file a lien against the Unit of any Member for failure to pay all duly authorized assessments.

i. To contract for the management of the Association or the management or operation of portions of the common elements of the condominium operated by the Association, and to delegate to the contractor all powers and duties of the Association except those that are specifically required under the Condominium Act to be exercised exclusively by the Board of Directors or the membership of the Association.

j. To employ personnel to perform the services required for proper operation of the condominium operated by the Association or operation of the Association.

k. To hire attorneys or other professionals for the purposes of bringing legal action or enforcing legal rights in the name of and on behalf of the individual Unit Owners where such actions or rights are common to all of the Unit Owners of one or more condominiums and to bring such action in the name of and on behalf of said Unit Owners.

l. The Association shall operate, maintain and manage the Surface Water or Stormwater Management System(S) in a manner consistent with the St. Johns River Water Management District permit No. 42-069-42461-3 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Condominium which relate to the Surface Water or Stormwater Management System.

4.3 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, these Articles, and the Bylaws.

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

ARTICLE V Members

5.1 The members of the Association shall consist of all of the record owners of Units in the condominium and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

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5.2 Upon transfer of ownership of a unit, the new owner as reflected by such instrument of transfer recorded in the Public Records of Lake County, Florida thus becomes a member of the Association and the membership of the prior owner is terminated.

5.3 The share of a member in the Common Elements and common surplus of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit.

5.4 At any meeting of the members, each Member shall be entitled to exercise the Voting Interest appurtenant to his Unit. The Voting Interest of each Unit shall be equal to one (1) vote regardless of the square footage in the Unit. Voting shall not be cumulative. The manner of exercising voting rights shall be determined by the Bylaw of the Association.

ARTICLE VI Directors

6.1 The affairs of the Association shall be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of that determination shall consist of three (3) directors. Directors need not be member of the Association.

6.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

6.3 The first election of Directors shall not be held until required by the Condominium Act, including Section 718.301 thereof, or until the Developer elects to terminate its control of the Association and the condominium operated by it, whichever occurs first. 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 and, if there are no remaining directors, such vacancies shall be filled by the Developer.

6.4 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 removal, are as follows:

1. David L. MacKay
2801 SW College Rd., Suite 9
Ocala, Florida 34474
2. George L. MacKay
501 Pawnee Trail
Maitland, Florida 32751
3. Martha M. MacKay
5050 SW 80th Street
Ocala, Florida 34476

ARTICLE VII Officers

The affairs of the Association shall be administered by the officers designated in the Bylaws. The initial officers shall be elected by the Board of Directors at its organizational meeting and thereafter, at the board meeting following the annual meeting of the members of the Association. Officers shall serve at the pleasure of the board of directors.

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ARTICLE VIII
Indemnification

Every director and 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 the expenses or liabilities are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled. The directors shall be authorized to purchase director and officer liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE XI
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 the proposed amendment is to be 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. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, the approvals must be either by:

a. not less than two-thirds (2/3) of the voting interests of the entire membership of the Association; or

b. Until the transfer of control from the Developer to Unit Owners other than the Developer, by two-thirds (2/3) of the directors.

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 Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration or any other applicable law or regulation.

10.4 A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Lake County, Florida.

ARTICLE XI
Subscribers

The names and address of the subscriber to these Articles of Incorporation are as follows:

David L. MacKay
2801 SW College Rd., Suite 9

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Ocala, Florida 34474

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ARTICLE XIIBusiness Office/Registered Agent

The street address of the business office of the Association shall be 2801 SW College Road, Suite 9, Ocala, Florida 34474 or at such other place as may be subsequently designated by the Board of Directors.

The name and address of the registered agent of the Association shall be David L. MacKay, 2801 SW College Road, Suite 9, Ocala, Florida 34474, or such other person as may be subsequently designated by the Board of Directors.

ACCEPTANCE

I HEREBY ACCEPT the appointment as Registered Agent of Rolling Oaks Professional Park Association, Inc. and agree to act in that capacity.

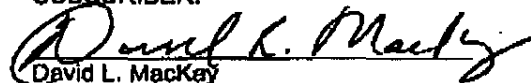

David L. MacKay, Registered Agent

ARTICLE XIIIDisposition of Assets Upon Dissolution

Upon dissolution of the Association, the common surplus of the Association shall belong to Members pro-rata based on the equity interest of the Members in the Common Elements of the Condominium. 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 in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

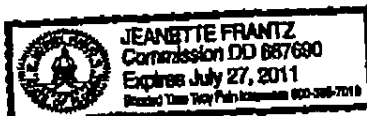
IN WITNESS WHEREOF the subscriber has affixed his signature on the 23rd day of OCT., 2008.


SUBSCRIBER:


David L. MacKay

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation of ROLLING OAKS PROFESSIONAL PARK CONDOMINIUM ASSOCIATION, INC. were acknowledged before me this 23rd day of October, 2008, by David L. MacKay, Subscriber.




(Signature of Notary Public, State of Florida)
(Print, Type, or Stamp Commissioned Name of Notary Public)

CHECK ONE: ☒ Personally Known Produced Identification Type of Identification Produced:

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