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DEPT. OF REVENUE
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight JAN 29 2009



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 870245 3487A

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 70.00

ORDER DATE : January 26, 2009

ORDER TIME : 9:01 AM

ORDER NO. : 870245-005

CUSTOMER NO: 3487A

DOMESTIC FILING

NAME: MERIDIAN BUSINESS CENTER
CONDOMINIUM 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: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 27, 2009

CSC

RESUBMIT

Please give original
submission date as file date.

(NEW PAGE 1)

SUBJECT: MERIDIAN BUSINESS CENTER CONDOMINIUM ASSOCIATION,
INC.
Ref. Number: W09000003995

We have received your document for MERIDIAN BUSINESS CENTER CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 909A00002887

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF THE
MERIDIAN BUSINESS CENTER CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator hereby executes these Articles for the purpose of forming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I.
NAME OF CORPORATION

The name of this corporation shall be MERIDIAN BUSINESS CENTER CONDOMINIUM ASSOCIATION, INC., hereafter referred to as the "Association."

ARTICLE II.
EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III.
PURPOSE OF BUSINESS

The general nature of the business to be conducted by the Association shall be limited to no more than the institution, operation and management of the affairs and property of the land condominium known as MERIDIAN BUSINESS CENTER, a Land Condominium, located at 6000 McIntosh Road, Sarasota, Florida 34238 and to perform all acts provided in the Declaration of Condominium and in the Florida Condominium Act, Chapter 718, Florida Statutes, as it applies to non-residential condominiums.

ARTICLE IV.
POWERS

The Association shall have all of the condominium and statutory powers of a corporation not for profit and all of the powers and duties set forth in the Declaration, as amended from time to time, and the Florida Condominium Act, except as may be limited or otherwise provided by these Articles.

Without any limitation whatsoever, the Association shall have the power to enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, use or benefit of the members.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V.
MEMBERS

All persons owning a vested present interest in the fee title to any of the six (6) Land Units in MERIDIAN BUSINESS CENTER, a Land Condominium, as evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members, unless the Land Unit has been submitted to the condominium form of ownership pursuant to the Florida Condominium Act, in which case the condominium so created within the Land Unit shall be considered the member and shall participate as a member by and through its condominium association, as its representative. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates. In the event any of the six (6) land units are owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership and voting interests.

After the Association approves of a conveyance of a Land Unit as provided in said Declaration of Condominium, the change of membership in the Association shall be evidenced by delivery to the Association of a copy of the recorded deed or other instrument of conveyance to the Land Unit. After a Land Unit is dedicated to the condominium form of ownership pursuant to the Florida Condominium Act, the change of membership in the Association shall be evidenced by delivery to the Association of a recorded copy of the Declaration of Condominium for such Land Unit identifying the Association that will operate the condominium so created on the Land Unit.

Prior to the recording of the Declaration of Condominium in the Public Records of Sarasota County, the Incorporator herein defined shall constitute the member of the Association and shall be entitled to one vote.

Each Land Unit shall be entitled to vote at Association meetings according to its voting interest.

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 8470 Enterprise Circle, Suite 201, Lakewood Ranch, Florida 34202, and the registered agent at such address shall be J. Geoffrey Pflugner.

ARTICLE VII.
NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors. The number of directors shall be determined by resolution of the Board of Directors of the Association, but shall not be less than three. Three directors shall constitute the original

Board of Directors. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Steven Kossoff	17757 US Highway 19 North Suite 200 Clearwater, FL 33764
Travis Williams	17757 US Highway 19 North Suite 200 Clearwater, FL 33912
Ilona Kossoff	17757 US Highway 19 North Suite 200 Clearwater, FL 33912

ARTICLE VIII.
INCORPORATOR

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. Geoffrey Pflugner	8470 Enterprise Circle, Suite 201 Lakewood Ranch, Florida 34202

ARTICLE IX.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement of it in which they may become involved by reason of holding their office, other than proceedings or claims resulting from willful misconduct or bad faith or knowing violation of the provisions of the Florida Condominium Act. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of that status.

ARTICLE X
RIGHTS OF DEVELOPER

Meridian Business Center, LLC, a Delaware limited liability company, which is

the developer of Meridian Business Center, a Land Condominium, and which is referred to herein as the Developer, shall have the right to elect all the Directors of the Association (which Directors need not be Land Unit owners), subject to the following:

- A. When fifteen percent (15%) or more of the Land Units that will be operated ultimately by the Association are conveyed to owners other than the Developer, such Land Owners shall be entitled to elect not less than one-third (1/3) of the directors.
- B. Three years after fifty percent (50%), or three months after ninety percent (90%), of the Land Units that will be operated ultimately by the Association are conveyed to owners other than the Developer, such Land Unit Owners shall be entitled to elect a majority of the Directors.
- C. When all the Land Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to Land Unit Owners, and none of the others are being offered for sale by the Developer in the ordinary course of business, or when some of the Land Units have been conveyed to Land Unit Owners and none of the other Land Units are being offered for sale by the Developer in the ordinary course of business; or when the Developer files a petition seeking protection in bankruptcy; or when a receiver for the Developer is appointed by a circuit court and is not discharged within 30 days after such appointment; or seven years after recordation of the Declaration; or, in the case of an Association operating a phase condominium created pursuant to s. 718.403, seven years after recordation of the declaration creating the initial phase, whichever occurs first, Land Unit Owners, other than the developer, shall be entitled to elect a majority of the Directors of the Association.

The Developer is entitled to elect at least one member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least 5 percent of the Land Units in the Condominium. Following the time the Developer relinquishes control of the Association, the Developer may exercise the right to vote the voting interest of any Developer-owned Land Units in the same manner as any other Land Unit Owner, except for purposes of reacquiring control of the Association or selecting a majority of the members of the Board of Directors.

Any Director elected by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the Land Unit Owners. During the period the Developer is entitled to elect a majority of the Directors, the Directors shall exercise all rights which would otherwise be exercisable by the members.

ARTICLE XI.

BYLAWS

The first bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by majority vote of the voting interests of the members.

ARTICLE XII. AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a 66⅔% vote of all voting interests of all members of the corporation and all rights here conferred upon the members are granted subject to this reservation; provided, however, that until such time as the Developer shall have conveyed title to all Land Units in MERIDIAN BUSINESS CENTER, a Land Condominium, no amendment shall be effective without the written consent of the Developer.

Dated: January 23, 2009




J. GEOFFREY PFLUGNER, Incorporator

STATE OF FLORIDA COUNTY OF MANATEE

THE FOREGOING INSTRUMENT was acknowledged before me this 23
day of JANUARY, 2009, by J. GEOFFREY PFLUGNER, ☐ who is
personally known to me.



STEPHEN J. BROWNE
Commission DD 623541
Expires January 14, 2011
Bonded Thru Troy Fair Insurance 800-385-7019




Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT FOR MERIDIAN BUSINESS CENTER CONDOMINIUM ASSOCIATION, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the associations articles of incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in

this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated: January 23, 2009



J. GEOFFREY PFLUGNER, Registered
Agent

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