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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PORT ORANGE MEDICAL AND PROFESSIONAL CENTER
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 Port Orange Medical and Professional Center 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 operation and management of Port Orange Medical and Professional Center, a Condominium (the "Condominium") and to undertake the duties and acts incident to the administration, management and operation of said condominium.

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.

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 set forth in Chapter 718, Florida Statutes (the "Condominium Act"), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

a. To make and establish reasonable rules and regulations governing the use of the units and the Common Elements of the Condominium.

b. To make and collect assessments against members of the Association as Unit Owners to defray the costs, expenses and losses of the Condominium.

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

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d. To maintain, repair, replace, operate and manage the property comprising the Condominium, including the right to reconstruct improvements after casualty and to make further improvements to the Condominium Property.

e. To purchase insurance upon the Condominium Property and insurance for the protection of the Association.

f. To approve or disapprove the transfer, leasing, mortgaging and ownership of Units if such approval is required by the Declaration of Condominium and By-Laws.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association and the rules and regulations governing the use of the Condominium Property.

h. To contract for the management of the Condominium and to delegate to such contractors all powers and duties to the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of directors or membership of the Association.

i. To contract for the management or operation of portions of the Common Elements susceptible to separate management or operation.

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

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 Declaration of Condominium aforementioned.

l. To sue or be sued with respect to the exercise or non-exercise of its powers.

m. To grant easements in the Common Elements for access to the Condominium Property to those providing service to the Common Elements or to the Units, and to grant utility and other public easements to utility companies, governmental agencies, and other public companies which serve the Condominium Property.

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 Declaration of Condominium, these Articles of Incorporation and the By-Laws.

3.4 The powers of the Association shall be subject and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

3.5 The Association shall operate, maintain and manage the surface water or stormwater management system 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 the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

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3.6 The Association has the power to purchase Units, and such other property (wherever situated) as may be approved by two-thirds (2/3) of the Members as a group in accordance with the provisions of the Declaration, these Articles and the Bylaws.

ARTICLE 4. MEMBERS

The qualification of the members, the management 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 the Developer, so long as the Developer owns one Unit in the Condominium, and all the record title owners of Units in the Condominium. No other persons or entities shall be entitled to membership except as provided in Paragraph 4.5 of this Article 4. After termination of the Condominium, the members of the Association shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 Change of membership in the Association shall be established by recording in the public records of Volusia County, Florida, a deed or other instrument establishing a record title to a Unit in the Condominium. 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 as a condition of permitting a member to vote and to use the Common Elements.

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 a Unit. 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, in the Declaration of Condominium, 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 unit, 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 Declaration of Condominium is 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.

ARTICLE 5. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Association shall be located at 875 Sterthaus Avenue, Ormond Beach, FL 32174, and the mailing address is 875 Sterthaus Avenue, Ormond Beach, FL 32174, 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.

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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 seven (7) directors. The number of members of the Board of Directors shall be as provided from time to time by the Bylaws of the Association, and in the absence of such determination shall consist of three (3) directors.

6.2 Directors of the Association shall be selected and designated 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 names and addresses of the members of the Board of Directors who shall hold office until their successors have qualified, are as follows:

Mark E. LaRose	875 Sterthaus Ave. Ormond Beach, FL 32174
Debora H. Thomas	875 Sterthaus Ave. Ormond Beach, FL 32174
Daniel A. Wolcott	875 Sterthaus Ave. 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 the office of Secretary and Treasurer; however, no other offices may be combined.

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 names and addresses of the officers who shall serve until their successors are designated by the Board or Directors are as follows:

<u>NAME TITLE</u>	<u>ADDRESS</u>
Mark E. LaRose - President	875 Sterthaus Ave. Ormond Beach, FL 32174
Debora H. Thomas - Secretary/Treasurer	875 Sterthaus Ave. Ormond Beach, FL 32174
Daniel A. Wolcott - Vice President	875 Sterthaus Ave. Ormond Beach, FL 32174

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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 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.
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 10.
TERM

The effective date upon which this Association shall come unto existence shall be the date of filing of these Articles with the Florida Department of State, and it shall exist perpetually thereafter unless dissolved according to law.

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 unit in the Condominium 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 thirty (30) days nor later than sixty (60) days from the receipt from him of the proposed amendment or amendments, and it shall be the duty of the secretary to give 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 fourteen (14) 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

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appears on the records of the Association. 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 Unit Owners may vote in person or by proxy (using the limited proxy form required by Section 718.112(2)(b)2, Florida Statutes) at any Unit Owner's meeting held to consider any amendment or amendments of these Articles of Incorporation. The proxy form, signed by the Unit Owner(s) must be 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 units with the formality required for a deed.

11.5 No amendment shall make any changes in the qualification for membership, nor any change in Section 3.3 of Article 3 hereof without approval in writing of all members and the joinder of all record owners of mortgages upon the Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. No amendment shall make any changes in the voting rights of members unless the members whose rights are affected and the holders of mortgages encumbering their units consent in writing to such change.

ARTICLE 12. INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

NAME

ADDRESS

Memorial Health Systems, Inc.

875 Sterhaus Ave., Omond Beach, FL 32174

ARTICLE 13. DISSOLUTION AND SUCCESSOR ENTITIES

The Association may be dissolved only with the consent in writing by the Owners and holders of all mortgages and liens on any lots, and by eighty (80%) percent of the voting Members. In the event of the dissolution of the Association, or any successor entity thereto, other than incident to a merger or consolidation, any property dedicated or conveyed to the Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes. In the event of termination, dissolution or liquidation of the Association, the responsibility for the operation and maintenance of the surface water and storm water management system must be transferred to

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and accepted by an entity which complies 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 14.
REGISTERED AGENT**

The initial registered office of this Corporation shall be 875 Sterthaus Ave., Ormond Beach, FL 32174, and the initial registered agent of this corporation at such office shall be Daniel A. Wolcott, who upon acceptance shall comply with the provisions of Section 617.0501, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process

IN WITNESS WHEREOF the Incorporator has affixed its signature this 6th day of April, 2009.

Signed, sealed and delivered in our presence:

Carol Ferguson
Mary L. Moore

Memorial Health Systems, Inc.
a Florida non-profit corporation

By: Mark E. LaRose
Mark E. LaRose, President

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 6th day of April, 2009, by Mark E. LaRose, as President and on behalf of Memorial Health Systems, Inc., a Florida non-profit corporation. He is personally known to me.

NOTARY PUBLIC-STATE OF FLORIDA
Carol A. Ferguson
Commission #DD739106
Expires: FEB. 17, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

Carol Ferguson
Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the designation as registered agent of PORT ORANGE MEDICAL AND PROFESSIONAL CENTER ASSOCIATION, INC., for service of process within the State of Florida

Daniel A. Wolcott
Daniel A. Wolcott

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED