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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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VH

**F. PARKER LAWRENCE, P.A.**

ATTORNEY AT LAW

F. Parker Lawrence, Esq.

3720 NORTHWEST 43rd STREET - Suite 101  
GAINESVILLE, FLORIDA 32606

TELEPHONE (352) 373-4160

FACSIMILE (352) 372-3446

July 14, 2009

FL Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314-6327

RE: Fox Bridge Office Complex Owners Association, Inc.  
Articles of Incorporation

Dear Sir or Madam:

Enclosed herein are the following documents in the above referenced matter:


1. Articles of Incorporation for Fox Bridge Office Complex Owners Association, Inc., together with a duplicate copy for certification.
2. Check in the amount of \$122.50 to cover the following costs:

Filing fee	\$35.00
Designation of Registered Agent	35.00
Certified copy	<u>52.50</u>
	\$122.50

Please return the certified copy of Articles of Incorporation to our office. Thank you for your assistance in this matter.

Sincerely yours,

F. Parker Lawrence, P.A.



F. Parker Lawrence, Esquire

FPL:lds  
Enclosures

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AND  
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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOX BRIDGE OFFICE COMPLEX OWNERS ASSOCIATION, INC.

ARTICLE I

NAME:

The name of this Corporation shall be FOX BRIDGE OFFICE COMPLEX OWNERS ASSOCIATION, INC., (the "Association"); the principal office and registered office of the Corporation shall be 2531 NW 41st Street, Building "D", Gainesville, Alachua County, Florida, or such other office as the Board of Directors shall designate.

ARTICLE II

PURPOSES:

Section 1. The general nature, objects and purposes for which this Corporation is formed are as follows:

A. To perform all of the acts and duties as are normally performed by the owner of a private office complex, as to the property included in FOX BRIDGE OFFICE COMPLEX, which property is described by an instrument recorded in Official Records Book 1415, starting at page 552, public records of Alachua County, Florida, as subsequently amended.

B. To promote the health, welfare and safety of the owners or property with FOX BRIDGE OFFICE COMPLEX.

Section 2. No part of the income of this corporation shall be distributed to its members, directors or officers, although this shall not preclude the corporation from hiring employees to fulfill and perform its duties and responsibilities.

Section 3. The Association shall have a lien on all office units to guarantee performance for the payment of all charges and the performance of all covenants under the terms and conditions of these Articles of Incorporation, the By-laws and Declaration of Covenants, Conditions and Restrictions of Fox Bridge Office Complex which Declaration is recorded in Official Records Book 1414 starting at page one, in the public records of Alachua County, Florida, as amended by instrument recorded in Official Records Book 1415, page 522, public records of Alachua County, Florida.

ARTICLE III

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GENERAL POWERS:

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, by-laws, covenants, restrictions, and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of The Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures.

F. To obtain funds with which to operate by assessment of its members in accordance with provisions of the Declaration of Covenants, Conditions and Restrictions of Fox Bridge Office Complex, as supplemented by the provisions of the By-laws of the Association relating thereto.

G. To charge recipients for service rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association.

H. To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

I. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association where situated.

J. To establish and collect assessments from the members for the purpose of operating, maintaining, repairing, improving and administering said property and each

member's interest in that property, and to collect and enforce liens for such assessments, by suit if necessary.

K. To maintain and/or repair landscaping in the general and/or common areas, sidewalks and/or access paths, parking areas, streets and other common areas, structures and other improvements in Fox Bridge Office Complex for which the obligation to maintain and repair has been delegated and accepted.

L. To control the specifications, architecture, design, appearance, elevation and location of (and landscaping around) all buildings of any type, including walls, fences, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in Fox Bridge Office Complex as well as the alteration, improvements, addition or change thereto.

M. To construct, control and maintain drainage facilities where needed in Fox Bridge Office Complex.

N. To provide, or provide for, private security, fire protections, insurance, utilities and such other services the responsibility for which may be hereinafter accepted by the Association, and the capital improvements and equipment related thereto in the Fox Bridge Office Complex.

O. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, landscaping, paving and equipment, both real and personal, related to the health, safety and welfare, of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate and/or convenient.

P. To operate without profit for the sole and exclusive benefit of its members.

Q. To carry out the obligations and duties required of the Association and accept the benefits and privileges conferred upon it by the Declaration of Covenants, Conditions, and Restrictions of Fox Bridge Office Complex, and to receive and exercise and enjoy the rights given the Association by said Declaration or by separate conveyance.

R. In general, to have all powers conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

#### ARTICLE IV

##### QUALIFICATION OF MEMBERS. MANNER OF THEIR ADMISSION AND VOTING.

Section 1. The members of the Association shall be all Owners, and who shall be entitled to one (1) vote for each office unit owned. When more than one (1) person

holds an interest in any Office Unit, all such persons shall be members. The vote for such Office Unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Office Unit.

## ARTICLE V

### BOARD OF DIRECTORS:

Section 1. The affairs and property of this Corporation shall be managed and governed by a Board of Directors of five [5] or more members, up to the maximum number of separate units.

Section 2. The Board of Directors shall be elected by the voting members by a majority vote at the regular annual meeting of the membership of the Corporation as set forth in the bylaws. The Board of Directors shall be elected to serve a term of one (1) year. In the event of a vacancy, the elected members of the Board may appoint an additional Board member from the membership to serve the balance of said year. Failure to so appoint shall not in any manner prevent the remaining Board members from carrying on all the affairs of the Corporation.

Section 3. The following seven (7) persons shall constitute the initial Board of Directors:

<u>NAME</u>	<u>ADDRESS</u>
Dennis M. Smith ?	2531 NW 41 <sup>st</sup> Street, Bldg A Gainesville, FL 32606
Dean G. Poole e/f	2531 NW 41 <sup>st</sup> Street, Bldg D Gainesville, FL 32606
Clyde E. Lower	2531 NW 41 <sup>st</sup> Street, Bldg B Gainesville, FL 32606
Emily F. Hoon	2531 NW 41 <sup>st</sup> Street, Bldg C Gainesville, FL 32606
Susana Picado	2531 NW 41 <sup>st</sup> Street, Bldg C Gainesville, FL 32606
Nancy L. Detweiler	2531 NW 41 <sup>st</sup> Street, Bldg C Gainesville, FL 32606
F. Chandler Jones	2531 NW 41 <sup>st</sup> Street, Bldg E Gainesville, FL 32606

## ARTICLE VI

### OFFICERS:

Section 1. All officers shall be elected by the Board of Directors in accordance with the By-laws at the regular annual meeting of the Board of Directors said election of officers to be held immediately following the annual meeting of the membership. The Board of Directors shall elect from among the members a president, vice-president, secretary and treasurer and such other officers as it shall deem desirable or as the By-laws may direct.

Section 2. The names of the officers who shall serve until the first election at the first annual meeting of the Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dennis M. Smith, President	2531 NW 41 <sup>st</sup> Street, Bldg A Gainesville, FL 32606
Dean G. Poole, Sec./Treas.	2531 NW 41 <sup>st</sup> Street, Bldg D Gainesville, FL 32606

## ARTICLE VII

### TERM OF EXISTENCE:

This Corporation shall have perpetual existence unless sooner dissolved according to law.

## ARTICLE VIII

### NAMES AND RESIDENCES OF SUBSCRIBERS:

<u>NAME</u>	<u>ADDRESS</u>
Dennis M. Smith	2531 NW 41 <sup>st</sup> Street, Bldg A

Dean G. Poole	Gainesville, FL 32606 2531 NW 41 <sup>st</sup> Street, Bldg D
Clyde E. Lower	Gainesville, FL 32606 2531 NW 41 <sup>st</sup> Street, Bldg B
Emily F. Hoon	Gainesville, FL 32606 2531 NW 41 <sup>st</sup> Street, Bldg C
Susana Picado	Gainesville, FL 32606 2531 NW 41 <sup>st</sup> Street, Bldg C
Nancy L. Detweiler	Gainesville, FL 32606 2531 NW 41 <sup>st</sup> Street, Bldg C
F. Chandler Jones	Gainesville, FL 32606 2531 NW 41 <sup>st</sup> Street, Bldg E

#### ARTICLE IX

##### BY-LAWS:

The Board of Directors shall adopt By-Laws consistent with these Articles. The Board of Directors shall also have the power to make, alter or rescind any By-Laws on behalf of the Corporation.

#### ARTICLE X

##### AMENDMENT TO ARTICLES OF INCORPORATION:

These Articles may be altered, amended or repealed by resolution of the Board of Directors duly adopted.

#### ARTICLE XI

##### INDEMNIFICATION OF OFFICERS DIRECTORS:

Section I. The Association hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the Association, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against



judgments, fines, amounts paid in settlement and reasonable expenses including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action as unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a director or officer of the Association, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such persons shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Section 2. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum of directors who were not parties to such action, suit or proceeding.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

## ARTICLE XII

### TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Section 1. No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction, so long as such interest is adequately disclosed. . . . .

Section 2. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

## ARTICLE XIII

### DISSOLUTION OF THE ASSOCIATION:

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

A. The Common Area of Fox Bridge Office Complex owned by the Association shall be conveyed to the Office Unit owners by deed from the Association or successors to the Association. The deed shall convey to each Office Unit owner an undivided share, based on a total of five (5) undivided shares, in and to the Common Areas,

B. Dedication to any applicable municipal or governmental authority of any property determined by the Board of Director of the Association to be appropriate for such dedication and which the authority is willing to accept.

C. Remaining assets shall be distributed to the Office Unit owners in the same proportion as set forth in Article XIII, Paragraph A above.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 2 day of ~~April~~ <sup>July</sup>, 2009.

Signed, sealed and delivered  
in our presence as witnesses:

Patricia M. Nelson  
Stephanie Lufair

Dennis M. Smith  
Dennis M. Smith  
Dean G. Poole  
Dean G. Poole

Clyde E. Lower  
Clyde E. Lower  
Emily F. Hoon  
Emily F. Hoon

Susana Picado  
Susana Picado  
Nancy L. Detweiler  
Nancy L. Detweiler

F. Chandler Jones  
F. Chandler Jones

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR  
SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

FOX BRIDGE OFFICE COMPLEX OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 2531 NW 41<sup>st</sup> Street, Building D, Gainesville, FL 32606, has named Dean G. Poole, located at the above-registered office, as its Registered Agent to accept service of process with in this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

Registered Agent:



Name: Dean G. Poole

Date: July 2, 2009

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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