

From: PHOENIX LAW PARTNERS

239 461 0083

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#117 002/009

Division of Corporations

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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT/NON PROFIT CORPORATION

McCall Professional Center Master Owners' Association

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11/2/2009 11:48:22 AM PAGE 1/001 Fax Server



November 2, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

PHOENIX LAW, P.A.

SUBJECT: MCCALL PROFESSIONAL CENTER MASTER OWNERS' ASSOCIATION INC  
REF: W09000048611

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

An effective date may be added to the Articles of Incorporation if a 2010 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Regulatory Specialist II

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P.O. BOX 6327 - Tallahassee, Florida 32314

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Articles of Incorporation  
For a Domestic Not-for-Profit Corporation

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the laws of the State of Florida, to wit *Chapter 720 of the Florida Statutes*, the undersigned executes and adopts the following Articles of Incorporation ("Articles") for purposes of forming an owners association as a corporation not-for-profit ("the Association"):

**ARTICLE I**

The name of the Corporation is:

**McCall Professional Center Master Owners' Association Inc.**

**ARTICLE II**

The principal office will be located at:

471 Park Avenue, Boca Grande, in the County Of Charlotte, State of Florida

The mailing address is:

Post Office Box 45, Boca Grande, in the County of Charlotte, State of Florida with the postal zip being 33921.

**ARTICLE III**

Capitalized terms not otherwise defined or redefined herein will have the definitions set forth in the Declaration of Covenants, Restrictions and Easements of McCall Professional Center Master Owners' Association Inc. ("Declarations").

**ARTICLE IV**

The Corporation will adopt bylaws that conform to these Articles by unanimous consent of the initial shareholders ("Bylaws"). The Bylaws will always be construed to conform to these Articles or, if any paragraph or section of the Bylaws cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Bylaws will be stricken as if it had never been adopted into the Bylaws so that the Bylaws conform to these Articles. The Bylaws will otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

**ARTICLE V**

The initial registered agent is  
Charles PT Phoenix, Esq.

Service of process may be made on the registered agent at  
12800 University Drive, Suite 260, in Fort Myers, County of Lee, State of Florida, with the postal zip code being 33907.

**ARTICLE VI**

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The incorporator is  
Jules Roman

The address of the incorporator is  
Post Office Box 45, Boca Grande, in the County of Charlotte, State of Florida with the  
postal zip being 33921

#### ARTICLE VII

The Association is organized to provide an entity pursuant to the Chapter 720, Florida Statutes, for the operation of McCall Professional Center Master Development, located in the County of Charlotte, State of Florida. The Association is organized and will exist on a non stock basis as a State of Florida Corporation not-for-profit. No portion of any earnings of the Association will be distributed or inure to the private benefit of any Member, director or officer. For the accomplishment of its purposes, the Association will have all of the common law and statutory powers and duties of a Corporation not-for-profit except as specifically limited or modified by these Articles of Incorporation, the Declaration or Chapter 720, Florida Statutes, as each is amended, including without limitation the following powers and duties:

- A. To promote the health, safety, and social welfare of the Owners of all Parcels located within McCall Professional Center Master Development, in Englewood, in the County of Charlotte, State of Florida (the "Development"), being developed by McCall Professional Center LLC. ("Developer");
- B. To maintain all portions of the Association Common Area and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the Declarations, that is to be recorded in the Public Records of Charlotte County, Florida;
- C. To operate without profit for the sole and exclusive benefit of its Members;
- D. To levy and collect assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties;
- E. To protect, maintain, repair, replace and operate the Development property, including specifically the Surface Water Management System as permitted by the South Florida Water Management District;
- F. To purchase insurance upon the Association Common Area for the protection of the Association and its Members;
- G. To reconstruct improvements after casualty, and further improve the Association Common Area;
- H. To make, amend and enforce reasonable rules and regulations governing the use of the Association Common Area, and the operation of the Association;
- I. To approve or disapprove the transfer of ownership, leasing and occupancy of Parcels, to the extent provided for in the Declaration;

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- J. To enforce the provisions of Chapter 720, Florida States, these Articles, the Bylaws, and the Declarations of the Association (the "Association Documents");
- K. To contract for the management and maintenance of the Association Common Area, and to delegate any powers and duties of the Association in connection therewith, except as are specifically required by law or by the Declaration to be exercised by the Board or the membership of the Association;
- L. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association;
- M. To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities, if they are intended to provide enjoyment, recreation, or other use or benefit to the Owners;
- N. To borrow money if necessary to perform its other functions hereunder;
- O. To sue and be sued; and
- P. To own and convey property.

All funds and the title to all property acquired by the Association will be held for the benefit of the Members in accordance with the provisions of the Association Documents.

#### **ARTICLE VIII**

The Members of the Association are all owners of record legal title to one or more Parcels in the Development, as further provided in the Bylaws.

The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the Parcel.

The owners of each Parcel, collectively, will be entitled to vote in Association matters, as further set forth in the Declaration and the Bylaws. The manner of exercising voting rights will be as set forth in the Bylaws.

#### **ARTICLE IX**

The affairs of the Association will be administered 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 a determination will consist of three (3) directors.

Directors will be elected by the Members in the manner determined by the Bylaws. Directors may be removed, and vacancies on the Board filled, in the manner provided in the Bylaws.

The business of the Association will be conducted by the officers designated in the Bylaws. The officers will be elected each year by the Board, and they will serve at the pleasure of the Board.

#### **ARTICLE XI**

The Association will have perpetual existence.

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#### ARTICLE XII

The Association will obtain funds to operate by annual assessments, special assessments, fines, and other revenue received in compliance with these Articles and Bylaws from its Members in accordance with the provisions of the Declaration, as the same may be supplemented by the provisions of the Association's Articles and Bylaws. Accordingly, the Board of Directors will annually adopt a budget for the operation of the Association for the ensuing fiscal year and for the purpose of levying assessments against all Parcels subject to assessment, the budget will be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from the budget.

#### ARTICLE XIII

All officers and Directors will be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding office. In no event, however, will any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all officers and Directors for any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status. This expense will be deemed a common expense and included in the annual budget.

#### ARTICLE XIV

The Corporation will have perpetual existence, but if the Association is dissolved, the property consisting of the Surface Water Management system will be conveyed to an appropriate agency of local government, and that if not accepted then the Surface Water Management System will be dedicated to a similar non-profit Corporation.

Upon dissolution of the Association, any other assets remaining after provision for payment of creditors and all costs and expenses of the dissolution will be distributed in the following manner:

- (1) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to the authority provided the authority is willing to accept the dedication.
- (2) Except as may be otherwise provided by the terms of the Declaration, all remaining assets, or the proceeds from the sale of assets, will be apportioned among the Parcels in the Development prorated to the number of votes attributable to the Parcels pursuant to Article VI hereof, and the share of each will be distributed to the then Owners thereof.

#### ARTICLE XV

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

- A. Proposal. Amendments to these Articles of Incorporation may be proposed by a majority of the Directors, or by written petition to the Board signed by the owners of at one quarter (1/4) of the Parcel Owners.
- B. Procedure. If any amendment to these Articles of Incorporation is so proposed, the proposed amendment will be submitted to a vote of the Members not later than the next annual meeting that proper notice can be given.

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- C. Vote Required. Except as otherwise required by law, a proposed amendment to these Articles of Incorporation will be adopted if it is approved by a Super Majority (as defined in the Declaration) of the total Voting Interests at any annual or special meeting called for the purpose, or if it is approved in writing by a Super Majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains the text of the proposed amendment.
- D. Effective Date. An amendment that is duly adopted will become effective upon filing with the Secretary of State, and subsequently recording a certified copy in the Public Records of the County of Charlotte, State of Florida, with the same formalities as required for the recording of an amendment to the Bylaws.

**ARTICLE XVII**

The provisions hereof will bind and inure to the benefit of the Members and their respective successors and assigns.

**ACKNOWLEDGMENT**

I, an authorized representative of the Corporation, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Corporation by any person or entity prior to the Corporation's formation, if any, execute these Articles this 27 day of oct 2009.


  
~~Charles PT Phoenix Esq.~~  
JULES ROMAN

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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF  
MCCALL PROFESSIONAL CENTER MASTER OWNERS' ASSOCIATION INC.

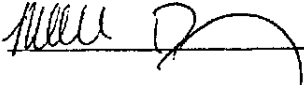
I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 607 of the Florida Statutes that are associated with the appointment.

  
Charles PT Phoenix, Esq.

State of Florida )  
County of Lee )

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Esq., known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 30 day of OCTOBER 2009.

  
Notary Public, State of Florida  
My commission number is  
My commission expires



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MCCALL PROFESSIONAL CENTER MASTER OWNERS' ASSOCIATION INC  
Initial Directors and Officers Listing

The Initial Officers of the Association are:

President –	Jules Roman
Vice President/Treasurer –	Ann Roman
Secretary –	David Taylor

The Initial Directors of the Association are:

Jules Roman  
Ann Roman  
David Taylor

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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