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(Requestor's Name)

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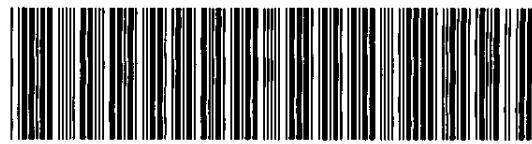
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10 SEP 28 PM 3:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

FILED

10 SEP 28 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

lcf 9/28/10

COVER LETTER

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

SUBJECT: The Lofts on Gaines Condominiums Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy
 \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Antoine Boulos
Name (Printed or typed)

1250-D Blountstown Hwy.
Address

Tallahassee, FL 32304
City, State & Zip

850-556-6660
Daytime Telephone number

aboulos@ambdev.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

10 SEP 28 2013 3:53
REGISTRY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILED

10 SEP 28 PM 3:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

THE LOFTS ON GAINES CONDOMINIUMS ASSOCIATION,
INC.,
a Florida Not-For-Profit Corporation

[Exhibit "B" to the Declaration of Condominium of The Lofts on Gaines Condominiums]

THE UNDERSIGNED hereby associate themselves together for the Purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I
NAMES AND ADDRESSES

§ 1.1. Corporation. The name of the corporation shall be THE LOFTS ON GAINES CONDOMINIUMS ASSOCIATION, INC. For convenience this corporation shall be referred to herein as the "Association".

§ 1.2. Incorporator. The name and address of the incorporator of these Articles of Incorporation is as follows: The Loft on Gaines, LLC, 1250-D Blountstown Hwy., Tallahassee, FL 32304.

§ 1.3. Principal Office. The address of the principal office of the Association is as follows: 1250-D Blountstown Hwy., Tallahassee, FL 32304.

§ 1.4. Registered Agent. The association hereby appoints ANTOINE BOULOS as its Registered Agent to accept service of process within this state, with the Registered Office located at 1250-D Blountstown Hwy., Tallahassee, FL 32304.

ARTICLE II DEFINITIONS & PURPOSES

§ 2.1. Terms. Unless otherwise defined herein, terms shall have the same meaning given such terms in the Declaration (as defined below).

§ 2.2. Purpose. The purposes for which the Association is organized is to manage, operate and maintain the condominium to be known as THE LOFTS ON GAINES CONDOMINIUMS, hereinafter referred to as the "condominium", in accordance with the DECLARATION OF CONDOMINIUM OF THE LOFTS ON GAINES CONDOMINIUMS (hereinafter the "Declaration"). All terms used in these Articles of Incorporation shall have the same meaning as the identical terms utilized in the Declaration, unless the context otherwise requires.

§ 2.3. Stock and Profits. The Association shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE III POWERS

§ 3.1. Common Law & Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

§ 3.2. Other Powers. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including but not limited to the following:

- (a) To adopt a budget and make and collect assessments against members to defray the costs of the Condominium.
- (b) To use the Proceeds of assessments in the exercise of its powers and duties.

- (c) To maintain, manage, repair, replace and operate the Condominium property.
- (d) To reconstruct improvements after casualty and construct further improvements to the Condominium Property.
- (e) To promulgate and amend the Condominium Rules and Regulations respecting the use of Condominium Property.
- (f) To enforce by legal means the provisions of the various Condominium Documents, these Articles, the Bylaws of the Association and the Condominium Rules and Regulations.
- (g) Pursuant to the terms of the Declaration, to contract for the management of the Condominium and the delegate to such contractor all powers and duties of the Association except such as are specifically required by the various Condominium Documents and applicable law to have approval of the board of directors or the members of the Association.

§ 3.3. Funds & Titles to Property. All funds and the titles to all Property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.

§ 3.4. Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE IV MEMBERS

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

§ 4.1. Owners. All Owners are members of the Association, and no other persons or entities are entitled to membership. The Owner(s) are entitled to vote in accordance with the Bylaws.

§ 4.2. Changes. Changes in membership in the Association shall be established by the recording in the Public Records of the county in which the Condominium is situated, a Deed or other instrument establishing a change of record title to a Unit in the Condominium, and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall thereby terminate.

§ 4.3. Assignment & Transfer. The share of a member in the funds and assets of the Association can **not** be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.

ARTICLE V DIRECTORS

§ 5.1. Number of Board Members. The affairs of the Association will be managed by a board of directors as set by the Bylaws, and in the absence of such determination shall consist of a minimum of three (3) directors.

§ 5.2. Appointment or Election. Directors of the Association shall be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

§ 5.3. Initial Board. The following persons shall serve as directors until their successors are elected or appointed as provided in the Bylaws:

<u>Name</u>	<u>Address</u>
Antoine Boulos	1250-D Blountstown Hwy., Tallahassee, FL 32304
Jay Long	313 Williams St., Suite 1, Tallahassee, FL 32303
Jennifer Peterson	1250-D Blountstown Hwy., Tallahassee, FL 32304

ARTICLE VI OFFICERS

§ 6.1. Offices. The affairs of the Association shall be administered by a president, a vice-president, a secretary, a treasurer, and as many assistant vice-presidents, assistant secretaries and assistant treasurers as the board of directors shall from time to time determine. Such officers shall be elected as set forth in the Bylaws. Officers shall serve with or without compensation (as determined in the Bylaws) at the pleasure of the board of directors. The same person may hold multiple offices if so elected.

The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President:	Antoine Boulos 1250-D Blountstown Hwy., Tallahassee, FL 32304
Vice President:	Jay Long 313 Williams St., Suite 1, Tallahassee, FL 32303
Secretary	Antoine Boulos 1250-D Blountstown Hwy., Tallahassee, FL 32304
Treasurer	Jennifer Peterson 1250-D Blountstown Hwy., Tallahassee, FL 32304

ARTICLE VII INDEMNIFICATION

§ 7.1. Director & Officer Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney and paralegal fees, reasonably incurred by or imposed upon him in connection with 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 at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification

herein shall apply only when the board of directors has approved such settlement and when the board of directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII BYLAWS

§ 8.1. Adoption. The Bylaws shall be adopted by the board of directors and may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE IX AMENDMENTS

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

§ 9.1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

§ 9.2. Proposal and Adoption. An amendment may be proposed by either the board of directors or by the membership of the Association. Except as otherwise provided herein, a resolution adopting a proposed amendment must receive approval of not less than two-thirds (2/3) of all the directors until the first election of a majority of directors by Owners other than the Developer. Thereafter, the Articles may be amended by not less than two-thirds (2/3) of all the directors and by not less than a two-thirds (2/3) vote of the members of the Association at a duly called meeting of the Association.

§ 9.3. Effective Date of Amendments. An amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of the county in which the Condominium is situated.

§ 9.4. Developer Amendments. Developer amendments to these Articles may be made in the same manner as stated in the Declaration.

§ 9.5. Accord. Any amendments to these Articles shall be in accord with the terms and provisions of the Declaration.

ARTICLE X TERM

§ 10.1. Term. The term of the Association shall be the life of the Condominium.

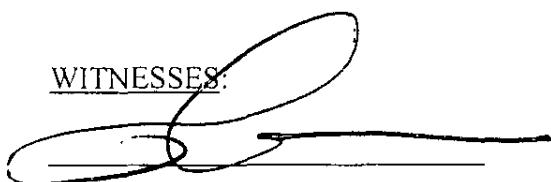
§ 10.2. Termination. The Association shall be terminated by the termination of the Condominium in accordance with the Declaration.

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EXECUTION

IN WITNESS WHEREOF, the incorporator has hereto affixed its signature this
28th day of September, 2010.

WITNESSES:



Signature

Shawn P. Goetz

Printed Name



Signature

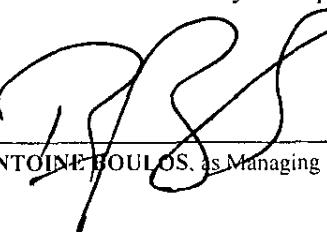
Clay Reavis

Printed Name

INCORPORATOR SIGNATURE:

The Loft on Gaines, LLC
a Florida Limited Liability Company

By:


ANTOINE BOULOS, as Managing Member

NOTARY

STATE OF FLORIDA COUNTY OF LEON

BEFORE ME, the undersigned authority authorized to take acknowledgments in the state and county aforesaid, appeared ANTOINE BOULOS, as the Managing Member of The Loft on Gaines, LLC, a Florida Limited Liability Company, and he acknowledged that he executed the foregoing instrument on behalf of the company pursuant to due authority. He is personally known to me or has produced sufficient identification and did take an oath or made appropriate acknowledgment.

WITNESS my hand and seal this 28th day of September, 2010.

Stamp or Seal:



Notary Signature



Notary Printed Name

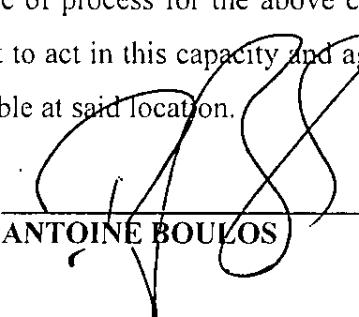
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT WITH WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That THE LOFTS ON GAINES CONDOMINIUMS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office indicated in the articles of incorporation in the City of Tallahassee, County of Leon, State of Florida, has appointed ANTOINE BOULOS, 1250-D Blountstown Hwy., Tallahassee, FL 32304, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to being available at said location.


ANTOINE BOULOS

FILED
10 SEP 28 PM 3:53
SHERIFF OF STATE
TALLAHASSEE, FLORIDA