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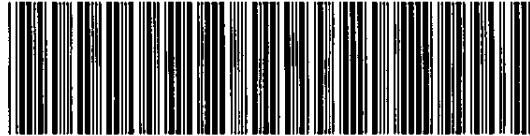
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5-13-15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MEDICAL VILLAGE CONDOMINIUM ASSOCIATION, INC.

DOCUMENT NUMBER: N11000001426

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

NORA MILLER

(Name of Contact Person)

RAILEY, HARDING & ALLEN, P.A.

(Firm/ Company)

15 N. EOLA DRIVE

(Address)

ORLANDO, FLORIDA 32801

(City/ State and Zip Code)

vishalgi@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

NORA MILLER

(407)

648-9119

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

MEDICAL VILLAGE CONDOMINIUM ASSOCIATION, INC. 15 MAY -7 PM 12:47
N110000 0 1426

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

These are the Amended and Restated Articles of Incorporation of Medical Village Condominium Association, Inc., a Florida not-for-profit corporation formed under the provisions of Chapter 617 of the laws of the State of Florida (the "Association"). The Amendment was adopted by the Members of the Association at a meeting called for such purpose, following a resolution made by the Association's Board of Directors.

**ARTICLE I
NAME**

The name of this corporation shall be **MEDICAL VILLAGE CONDOMINIUM ASSOCIATION, INC.** (hereinafter referred to as the "Association").

**ARTICLE II
PURPOSE**

The purposes and objects of the Association shall be to serve as an entity pursuant to Section 718.111, Florida Statutes, hereinafter called the Condominium Act, and to administer the operation and management of the "Condominium" to be established in accordance with the Condominium Act by the recording of a Declaration of Condominium with respect to the following described property, situated, lying and being in Volusia County, Florida, to-wit:

See Exhibit "A"

and to undertake the performance of the acts and duties incident to and administration of the operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in the formal Declaration of Condominium which will be recorded in the Public Records of Volusia County, Florida; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members, and the Association shall make no distributions of income to its members, directors or officers.

**ARTICLE III
POWERS**

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to Corporations Not For Profit under the law pursuant to which this Association is chartered and not in conflict with the Condominium Act of the State of Florida or these Articles of Incorporation.
2. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles of Incorporation and the Declaration of Condominium.

3. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to, the following:

- (a) To make and establish reasonable rules and regulations governing the use of the Units and Common Elements in the Condominium as said terms may be defined in said Declaration of Condominium.
- (b) To buy, sell, lease, mortgage or otherwise deal with any and all property, whether real or personal.
- (c) To levy and collect assessments against members of the Association to defray the common expenses of the Condominium as are defined and may be provided in said Declaration of Condominium and in the Bylaws of this Association, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Units in the Condominium.
- (d) To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvements of the Condominium property.
- (e) To contract for the management of the Condominium and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or membership of the Association.
- (f) To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association, and the Rules and Regulations governing the use of the Condominium as may be hereafter established.
- (g) To approve or disapprove the transfer, lease, mortgage and ownership of Units, or any other such changes in ownership or usage as may be provided by the Declaration of Condominium and by the Bylaws.
- (h) To execute, 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.
- (i) All funds and the titles to all property acquired by the Association, and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws of the Association.

ARTICLE IV MEMBER QUALIFICATION

The qualification of the members, the manner of their admission to membership and termination of such membership and voting by members shall be as follows:

1. The record owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership except as provided in item 5 of Article IV hereof.

2. Membership shall be acquired by recording, in the Public Records of Volusia County, Florida, a deed or other instrument establishing record title to a Unit in Medical Village Condominium, the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however that any party who owns more than one Unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any Unit.

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 his Unit. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purpose authorized herein, in the Declaration of Condominium, and in the Bylaws which may be hereafter adopted.

4. On all matters on which the membership shall be entitled to vote, there shall be only those votes for each Unit as set forth in the Declaration of Condominium, notwithstanding the fact that the Unit is owned by more than one person, and such vote or votes may be exercised by the owner or owners of each Unit in such manner as may be provided in the Bylaws adopted by the Association. Should any owner or owners own more than one Unit, such owner or owners shall be entitled to exercise or cast as many votes as are allocated to the particular Units owned, in the manner provided by the Bylaws.

5. Until such time as the land described in Article II shall be submitted to a plan of condominium ownership by the recordation of a Declaration of Condominium, the membership of the Association shall be comprised of Vibes Properties, LLC.

ARTICLE V PERPETUAL EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI PRINCIPAL OFFICE

The principal office of the Association shall be located at **2728 Enterprise Road, Orange City, Florida 32763** 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; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE VII BOARD OF DIRECTORS

1. The Affairs of the Association shall be managed by a Board of Directors. The number of persons which will constitute the entire Board of Directors shall be three (3). Unit Owners, other than Developer, shall be entitled to elect members of the board of directors in accordance with Florida Statutes Section 718.301(1).

2. The following persons are named as Directors until the earlier of their removal, replacement or resignation, under the provisions of the Association's Bylaws.

<u>Name</u>	<u>Address</u>
Vishal Gupta	2728 Enterprise Road, Orange City, Florida 32763
George Besong	2728 Enterprise Road, Orange City, Florida 32763
Santosh Nair	2728 Enterprise Road, Orange City, Florida 32763

ARTICLE VIII CORPORATE OFFICERS

The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The president and such other officers and assistant officers as the Board of Directors may from time to time designate shall constitute the officers of the Association. The officers of the Association shall be elected by the Board of Directors 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 of Directors are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Vishal Gupta	President	2728 Enterprise Road, Orange City, Florida 32763
George Besong	Vice President	2728 Enterprise Road, Orange City, Florida 32763
Santosh Nair	Secretary	2728 Enterprise Road, Orange City, Florida 32763
Vishal Gupta	Treasurer	2728 Enterprise Road, Orange City, Florida 32763

ARTICLE IX BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

ARTICLE X INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred or imposed in connection with any proceeding to which such officer or director may be a party, or in which he may become involved, by reason of 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; provided however, that such claim for reimbursement or indemnification herein shall be paid apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such directors or officers may be entitled.

The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance should be paid by the Unit owners as part of the common expense.

ARTICLE XI AMENDMENTS

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of at least two-thirds (2/3) of the directors, or by the members of the Association owning at least two-thirds (2/3) of the Units whether meeting as members or by instrument in writing signed by them. 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 date not sooner than fifteen (15) days nor later than thirty (30) days from the receipt of the proposed amendment or amendments, and it shall be the duty of the secretary to give to 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 or presented personally to each member not less than five (5) days nor more than seven (7) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears in the records of the Association and the postage thereon prepaid. Any member, may by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association whether before or after the holding of the meeting shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of at least two-thirds (2/3) of the Board of Directors and an affirmative vote of at least two-thirds (2/3) of the Units in order for such amendment or amendments to be effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of the State of Florida and upon the registration of such amendment or amendments with the said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Volusia County, Florida, within fifteen (15) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles of Incorporation, the written vote of any member of the Association

shall be recognized, if such member is not in attendance at such meeting or represented there by proxy, provided such written vote is delivered to the secretary of the association at or prior to such meeting.

Provided, however, that no amendment shall make changes in the qualifications for membership nor the voting rights of the members, without approval in writing of all members and the joinder of all record owners of mortgages on the Units, including the Developer. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

Notwithstanding the foregoing, any amendment signed by the owners of all the Units shall become immediately effective.

ARTICLE XII FRAUD

In the absence of fraud, no contractor or other transaction between the Association and any other person, firm, corporation or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

ARTICLE XIII SUBSCRIBER

The name and address of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Vibes Properties, LLC	2728 Enterprise Road, Orange City, Florida 32763

ARTICLE XIV REGISTERED AGENT

The registered agent of the Association at the time of execution of these Amended and Restated Articles of Incorporation is Vishal Gupta, and the street address of the initial registered offices of the Association is 2728 Enterprise Road, Orange City, Florida 32763. The Association shall have the right to change such registered agent and office from time to time as provided by law.

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IN WITNESS WHEREOF, the undersigned, as the Sole Member of the Association, has executed these Amended and Restated Articles of Incorporation this 29th day of APRIL 2015.

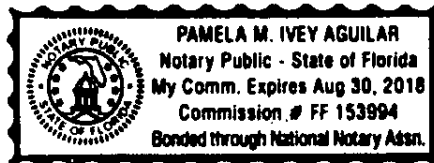
VIBES PROPERTIES, LLC,
a Florida limited liability company

By: [Signature]
Print Name: GEORGE C. BESONG
Title: Co-President

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 29th day of APRIL 2015 by GEORGE BESONG, MD, as Co-President of VIBES PROPERTIES, LLC, a Florida limited liability company. He is known to me or has produced [Signature] as identification and did not take an oath.

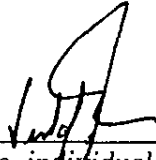
Notary Public
Seal



FILED
SECRETARY OF STATE
15 MAY - 7 PM 12:48

Registered Agent's Certification

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



Vishal Gupta, individually

Date: 4/29/15

FILED
SEC. 607.0505
DIVISION OF CORPORATIONS
15 MAY - 7 PM 12:48

EXHIBIT "A"
LEGAL DESCRIPTION

SECRETARY OF
DIVISION OF CONDEMNATION

15 MAY -7 PM 12:48

That part of the Southwest 1/4 of the Southeast 1/4 and that part of the North 3/4 of the East 1/2 of the Southeast 1/4 of the Southwest 1/4 of Section 23, Township 18 South, Range 30 East, VOLUSIA County, Florida, being more particularly described as follows:

Commence at the Southeast corner of said North 3/4 of the East 1/2 of the Southeast 1/4 of the Southwest 1/4 of Section 23; *thence* North 00°18'21" West, along the East line of the Southeast 1/4 of the Southwest 1/4, a distance of 649.27 feet to the North line of a 70 foot wide easement for ingress, egress and utilities and the **Point of Beginning**; *thence* South 65°41'00" West, along said North line a distance of 89.09 feet; *thence* North 24°19'00" West, parallel with the centerline of Enterprise Road (as now established), a distance of 182.31 feet; *thence* North 65°41'00" East, a distance of 170.30 feet to the East line of the Southeast 1/4 of the Southwest 1/4; *thence* continue North 65°41'00" East, a distance of 27.93 feet to a point that is 30 feet westerly of, as measured at right angles, the centerline of Enterprise Road (as now established); *thence* South 24°19'00" East, along said line 30 feet westerly, a distance of 182.31 feet to the North line of said 70 foot wide easement; *thence* South 65°41'00" West, along said North line, a distance of 109.14 feet to the **Point of Beginning**. Less and except any part in any road right of way as now established.

and

The southerly 42.69 feet of:

That part of the Southwest 1/4 of the Southeast 1/4 and that part of the North 3/4 of the East 1/2 of the Southeast 1/4 of the Southwest 1/4 of Section 23, Township 18 South, Range 30 East, Volusia County, Florida, being more particularly described as follows:

Commence at the Southeast corner of said North 3/4 of the East 1/2 of the Southeast 1/4 of the Southwest 1/4 of Section 23; *thence* North 00°18'21" West, along the East line of said Southeast 1/4 of the Southwest 1/4 a distance of 649.27 feet to the North line of a 70 foot wide easement for ingress, egress and utilities; *thence* South 65°41'00" West, along said North line a distance of 89.09 feet; *thence* North 24°19'00" West, parallel with the centerline of Enterprise Road (as now established), a distance of 182.31 feet to the **Point of Beginning**; *thence* continue 24°19'00" West, a distance of 239 feet to the North line of the said Southeast 1/4 of the Southwest 1/4 of Section 23; *thence* North 89°51'44" East, along the North line of the Southeast 1/4 of the Southwest 1/4 of Section 23, a distance of 217.29 feet to a point that is 30 feet westerly of, as measured at right angles, the centerline of Enterprise Road (as now established); *thence* South 24°19'00" East, along said line 30 feet westerly, a distance of 87.32 feet to the East line of the Southeast 1/4 of the Southwest 1/4 of Section 23; *thence* continuing South 24°19'00" East, along said line 30 feet westerly, a distance of 62.68 feet; *thence* South 65°41'00" West, a distance of 27.93 feet to the East line of said Southeast 1/4 of the Southwest 1/4 of Section 23; *thence* continue South 65°41'00" West, a distance of 170.30 feet to the **Point of Beginning**. Less and except any part in any road right of way as now established.

Together with an easement for ingress and egress as described in Official Records Book 3351, page 244, of the public records of VOLUSIA County, Florida.