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FLORIDA PROFIT/NON PROFIT CORPORATION
Orange Park Medical Building Condominium Association

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**ARTICLES OF INCORPORATION
OF
ORANGE PARK MEDICAL BUILDING CONDOMINIUM ASSOCIATION, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I
NAME**

The name of the corporation is ORANGE PARK MEDICAL BUILDING CONDOMINIUM ASSOCIATION, INC. (the "Association").

**ARTICLE II
ADDRESS**

The street address of the initial principal office of the Association is 2035 Professional Center Drive, Unit #2, Orange Park, Florida 32073, and the initial mailing address of the Association is 2035 Professional Center Drive, Unit #2, Orange Park, Florida 32073.

**ARTICLE III
PURPOSE AND POWERS**

A. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of is ORANGE PARK MEDICAL BUILDING, A CONDOMINIUM, located in Clay County, Florida.

B. The Association is organized and shall exist upon a non-stock basis as a corporation not-for-profit under the laws of the State of Florida and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium, the Bylaws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may hereafter be amended, including but not limited to the following:

1. To make and collect assessments against members of the Association, to defray the costs, expenses and losses of the condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

2. To maintain, repair, replace and operate the Condominium Property and Association Property.

3. To purchase insurance upon the Condominium Property and Association Property for the protection of the Association, its members, and their mortgagees.

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4. To reconstruct improvements after casualty and to make further improvements of the property.

5. To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements.

6. To approve or disapprove the transfer, ownership and occupancy of units, as provided by the Declaration of Condominium and the Bylaws.

7. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws of the Association.

8. To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Association in connection therewith except each as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.

9. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the condominium.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE IV **MEMBERSHIP**

A. The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the condominium, and as further provided in the Bylaws; after termination of the condominium the members shall consist of those who are members at the time of such termination.

B. After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Clay County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.

C. Prior to the recording of the Declaration of Condominium of Orange Park Medical Building, a Condominium, the subscriber hereto shall constitute the sole member of the Association.

D. 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 his unit.

E. The owners of each unit, collectively, shall be entitled to vote in Association matters as set forth in the Declaration of Condominium and Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

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ARTICLE V
TERM

The term of the Association shall be perpetual.

ARTICLE VI
AMENDMENTS

A. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of one hundred percent (100%) of the voting interest at any annual or special meeting, or by approval in writing of one hundred percent (100%) of the voting interest without a meeting, provided that notice of any proposed amendment has been given to the members of the Association and that the notice contains a copy of the proposed Amendment.

B. An Amendment shall become effective upon Filing with the Secretary of State and recording a copy in the Public Records of Clay County, Florida.

ARTICLE VII
DIRECTORS AND OFFICERS

A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

B. Directors of the Association shall be elected by 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 and subject to the Condominium Act.

C. The names and addresses of the initial Board of Directors who have been selected by the Incorporator and who shall serve until their successors are elected and have qualified or until they resign or are removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John P. Arnold, M.D.	2035 Professional Center Drive, Unit #1, Orange Park, Florida 32073
Charles E. Phillips, M.D.	2035 Professional Center Drive, Unit #1, Orange Park, Florida 32073
J. David Ruggiero, M.D.	2035 Professional Center Drive, Unit #2, Orange Park, Florida 32073
Mark A. Stawara, M.D.	2035 Professional Center Drive, Unit #1, Orange Park, Florida 32073

D. The business of the Association shall be conducted by the Officers as designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting and shall serve at the pleasure of the Board.

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E. The names and addresses of the initial Officers who have been selected by the Board of Directors and who shall serve until their successors are elected and have qualified or until they resign or are removed, are as follows:

<u>POSITION</u>	<u>NAME</u>	<u>ADDRESS</u>
Secretary	J. David Ruggiero, M.D.	2035 Professional Center Drive, Unit #2, Orange Park, Florida 32073
Treasurer	Mark A. Stawara, M.D.	2035 Professional Center Drive, Unit #1, Orange Park, Florida 32073

ARTICLE VIII **INCORPORATOR**

The name and address of the incorporator is: Danielle R. Whitley, Esq., One Independent Drive, Suite 1300, Jacksonville, Florida 32202.

ARTICLE IX **INDEMNIFICATION**

A. The Association shall indemnify every Director and every Officer of the Association against all expenses and liabilities including attorneys' fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) in which he or she may be a party because of his being or having been a Director or Officer of the Association to the fullest extent that may be permitted by law. In no event, however, shall 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.

B. 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 X **BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors, and may be altered, rescinded or amended by unanimous consent of the Board, except as otherwise may be provided by the Bylaws and the Declaration of Condominium.

ARTICLE XI **INITIAL REGISTERED AGENT**

A. The initial registered office of the Association shall be at: 2035 Professional Center Drive, Unit #2, Orange Park, Florida 32073.

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B. The initial registered agent at said address shall be J. David Ruggiero,
M.D.

ARTICLE XII
DISSOLUTION OF THE ASSOCIATION

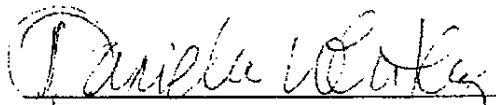
A. Upon expiration of the term of the Declaration, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds of the total voting rights of the Association membership and upon compliance with any applicable laws then in effect.

B. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be apportioned among the Units pro rata to the number of votes attributable to such Units, and the share of each shall be distributed to the then owners thereof.

[Signatures on following page]

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WHEREFORE, the incorporator has caused these presents to be executed this 28th day of February, 2011.




Danielle R. Whitley
Its Incorporator

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, J. David Ruggiero, M.D. having a street address of 2035 Professional Center Drive, Unit #2, Orange Park, Florida 32073, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 617, Florida Statutes.


J. David Ruggiero, M.D.

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