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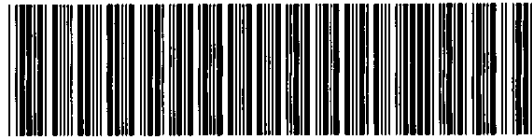
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12 JAN 31 AM 8:57

DEPARTMENT OF STATE  
DIVISION OF REGISTRATIONS  
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12 JAN 31 AM 8:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/4



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January 31, 2012

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

VIA HAND DELIVERY

SUBJECT: Bull Run Master Commercial Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation of Bull Run Master Commercial Property Owners Association, Inc. with a check in the amount of \$70.00 for the filing fee.

If you have any questions, please contact me.

Sincerely,

A handwritten signature in black ink, appearing to be "B. Wiener", written over a horizontal line.

Bruce I. Wiener

BIW/cll

Enclosures

**ARTICLES OF INCORPORATION  
OF  
BULL RUN MASTER COMMERCIAL  
PROPERTY OWNERS ASSOCIATION, INC.**

FILED  
12 JAN 31 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certifies as follows:

**ARTICLE I - NAME**

The name of this corporation is BULL RUN MASTER COMMERCIAL PROPERTY OWNERS ASSOCIATION, INC. (the or this "Association").

**ARTICLE II - PRINCIPAL OFFICE**

The initial principal office of this Association shall be located at 1415 E. Piedmont Drive, Suite 3, Tallahassee, Florida 32308, which office may be changed from time to time by action of the Board of Directors.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of the Association shall be Byron B. Block, 1415 E. Piedmont Drive, Suite 3, Tallahassee, Florida 32308.

**ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to its members, its officers or its directors. The specific purposes for which it is formed are to maintain and possibly own certain common area or common property, including, but not limited to, signage in public right of way or on public property, located in the office, commercial and industrial component of the Bull Run Planned Unit Development in Tallahassee, Florida (the "Bull Run PUD"), unless such purposes are required to be performed by any other person or entity pursuant to applicable covenants, conditions and restrictions. In that case, the referenced covenants, conditions and restrictions shall be controlling. Notwithstanding the foregoing, nothing herein shall prohibit or prevent the Association from enforcing any covenants, conditions and restrictions encumbering the office, commercial or industrial component of the Bull Run PUD. For the foregoing purposes, the Association is empowered to have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise.

**ARTICLE V- MEMBERSHIP AND VOTING RIGHTS**

A. This Association shall be a membership corporation, without certificates of shares of stock.

B. Qualification for, and admission to, membership in the Association shall be regulated by the Bylaws of the Association.

## **ARTICLE VI - BOARD OF DIRECTORS**

The affairs of the Association shall be managed and governed by a Board of Directors consisting of at least three (3) directors. The number of directors may be changed by amendment of the Bylaws of the Association. Directors need not be members of the Association. The names and addresses of the persons, who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Byron B. Block	1415 E. Piedmont Drive, Suite 3 Tallahassee, FL 32308
Elaine Hebenthal	1415 E. Piedmont Drive, Suite 3 Tallahassee, FL 32308
Frank Dorsey	401 E. Virginia Street Tallahassee, FL 32301

Directors will be elected or appointed as set forth in the Bylaws of the Association.

## **ARTICLE VII - OFFICERS**

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial 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>
Byron B. Block	President	1415 E. Piedmont Drive, Suite 3 Tallahassee, FL 32308
Frank Dorsey	Vice President	401 E. Virginia Street Tallahassee, FL 32301
Elaine Hebenthal	Treasurer	1415 E. Piedmont Drive, Suite 3 Tallahassee, FL 32308
Elaine Hebenthal	Secretary	1415 E. Piedmont Drive, Suite 3 Tallahassee, FL 32308

### **ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is as follows:

**NAME**

**ADDRESS**

Byron B. Block

1415 E. Piedmont Drive, Suite 3  
Tallahassee, Florida 32308

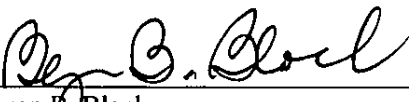
### **ARTICLE IX - BYLAWS**

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

### **ARTICLE X - INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him or her in connection with any proceeding or settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred. 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.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 27<sup>th</sup> day of January, 2012.

  
\_\_\_\_\_  
Byron B. Block  
Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 617.0501, Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**Bull Run Master Commercial Property Owners Association, Inc.**

2. The name and address of the registered agent and office are:

Byron B. Block


1415 East Piedmont Drive, Suite 3

Tallahassee, Florida 32308.


FILED  
12 JAN 31 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DATED this 27<sup>th</sup> day of January, 2012.

BULL RUN MASTER COMMERCIAL  
PROPERTY OWNERS ASSOCIATION,  
INC.

By:   
Byron B. Block  
Its: President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Byron B. Block  
Date: January 27<sup>th</sup>, 2012