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**FLORIDA PROFIT/NON PROFIT CORPORATION  
LOT 5 SHADY ROAD PROFESSIONAL CENTER PROPERTY  
OWNERS**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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T. Burch JUL 25 2012

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**ARTICLES OF INCORPORATION  
OF  
LOT 5 SHADY ROAD PROFESSIONAL CENTER  
PROPERTY OWNERS' ASSOCIATION, INC.**

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**ARTICLE ONE  
NAME**

The name of the corporation is **LOT 5 SHADY ROAD PROFESSIONAL CENTER  
PROPERTY OWNERS' ASSOCIATION, INC.**

**ARTICLE TWO  
DURATION**

The corporation shall have perpetual duration.

**ARTICLE THREE  
PURPOSES AND POWERS**

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

A. To be and constitute the Association to which reference is made in the Declaration of Condominium (hereinafter "Declaration"), as recorded in the Official Records of Marion County, Florida. To perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified in the Declaration, in the By-Laws and as provided by law.

B. To provide an entity for the furtherance of the interests of the Owners of units in the development.

In furtherance of its purposes, the corporation shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by the Board of Directors:

1. All of the powers conferred upon corporations not for profit by common law and the statutes of the State of Florida in effect from time to time.

2. All of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws or the Declaration, including without limitation, the following:

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- (a) To fix and to collect assessments or other charges to be levied against the units;
- (b) To manage, control, operate, maintain, repair and improve the Common Elements, and facilities and property subsequently acquired by the corporation, or any property owned by another, for which the corporation by rule, regulation, Declaration or contract has a right or duty to provide such services;
- (c) To enforce covenants, conditions or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration, Articles, or By-Laws;
- (d) To engage in activities which will actively foster, promote and advance the common interests of all Owners of units in the development;
- (e) To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purpose of the corporation;
- (f) To borrow money for any purpose, subject to limitations contained in the By-Laws;
- (g) To enter into, make, perform or enforce contracts of every kind and description; and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association with or in association with any corporation or other entity or agency, public or private.
- (h) To act as agent, trustee or other representative of other corporations, firms or individuals; and as such to advance the business or ownership interests of such corporation, firms or individuals;
- (i) To adopt, alter and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, that such By-Laws may not be inconsistent with or contrary to any provision of the Declaration;
- (j) To provide any and all supplemental municipal services as may be necessary or proper.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article Three are independent powers, not to be

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be restricted by reference to or inference from the terms of any other paragraph or provision of this Article Three.

**ARTICLE FOUR**  
**MEMBERSHIP**

The corporation shall be a membership corporation without certificates or shares of stock.

The corporation shall have one class of membership. Members shall be those owners as defined in the Declaration.

**ARTICLE FIVE**  
**BOARD OF DIRECTORS**

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors. The Board shall consist of not less than three, nor more than nine, members. The number and manner in which the directors and officers of the corporation are elected or appointed shall be as set forth in the corporation's Bylaws.

The names and addresses of the members of the initial Board of Directors, who shall serve until the first election of directors, are as follows:

|                        |   |
|------------------------|---|
| Kenneth B. Kirkpatrick | 2605 SW 33 <sup>rd</sup> ST #200, Ocala, FL 34471 |
| Wesley Dixon, Jr.      | 2605 SW 33 <sup>rd</sup> ST #200, Ocala, FL 34471 |
| Kaye Kirkpatrick       | 2605 SW 33 <sup>rd</sup> ST #200, Ocala, FL 34471 |

The Board may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine.

**ARTICLE SIX**  
**DISSOLUTION**

The corporation may be dissolved only as provided in the Declaration, By-Laws and by the laws of the State of Florida.

**ARTICLE SEVEN**  
**AMENDMENTS**

These Articles may be amended as provided by Chapter 617, Florida Statutes, provided no amendment shall be in conflict with the Declaration and provided further no amendment shall be

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effective to impair or dilute any rights of members that are governed by such Declaration. The By-Laws of Lot 5 Shady Road Professional Center Property Owners' Association, Inc., may be made, altered or rescinded by the members of the Association consistent with the current Article Six, Section 5 of said By-Laws, which reads as follows:

These By-Laws may be amended by the members of the Association at any regular or special meeting duly called for the purpose, by the affirmative vote of no less than 2/3rds of the voting interest vote of the Association in attendance, in person or by proxy. Notwithstanding the foregoing, those provisions of these By-Laws which are governed by said Declaration or by Florida law may not be amended, repealed or altered except as provided in the Declaration or by applicable law. No amendment to these By-Laws shall be effective to impair or dilute any rights of the holder of any mortgage encumbering any unit, unless such holder shall consent in writing thereto.

**ARTICLE EIGHT**  
**OFFICERS AND OFFICES HELD**

The names of the original officers and the offices held by each of Lot 5 Shady Road Professional Center Property Owners' Association, Inc., shall be as follows:

|           |                        |
|-----------|------------------------|
| President | KENNETH B. KIRKPATRICK |
| Secretary | WESLEY DIXON, JR.      |
| Treasurer | KAYE KIRKPATRICK       |

**ARTICLE NINE**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the corporation's principal office shall be:

2605 SW 33<sup>rd</sup> Street, Bldg.#200, Ocala FL 34471

and its mailing address shall be:

P.O. Box 2495, Ocala, FL 34478

**ARTICLE TEN**  
**REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the corporation is 2605 SW 33<sup>rd</sup> Street, Bldg. #200, Ocala FL 34471; and the initial registered agent at that address is **KENNETH B. KIRKPATRICK**.

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ARTICLE ELEVEN

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is KENNETH B. KIRKPATRICK, P.O. Box 2495, Ocala, FL 34478.

*Kenneth B. Kirkpatrick*  
KENNETH B. KIRKPATRICK  
12 JUL 24 PM 4:05  
FILED  
TALAMASSEE COUNTY  
SECRETARY OF STATE

STATE OF FLORIDA  
COUNTY OF MARION

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KENNETH B. KIRKPATRICK, to me well known to be the person described as the subscriber in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me he subscribed to those ARTICLES OF INCORPORATION.

WITNESS my hand and official seal in the County and State above named this 12 day of July, 2012.



*H. Randolph Klein*  
Notary Public  
My Commission Expires.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for LOT 5 SHADY ROAD PROFESSIONAL CENTER PROPERTY OWNERS' ASSOCIATION, INC., at the place designated in the ARTICLES OF INCORPORATION, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DATED: July 12, 2012.

*Kenneth B. Kirkpatrick*  
KENNETH B. KIRKPATRICK

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