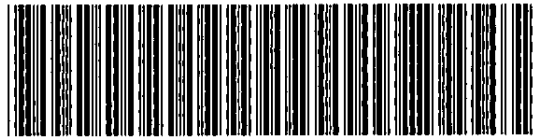


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PICK-UP WAIT MAIL

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10/23/13



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 17, 2013

CORPORATE ACCESS, INC.
236 EAST 6TH AVENUE
TALLAHASSEE, FL 32303

SUBJECT: TPB PROFESSIONAL CENTER PROPERTY OWNER'S
ASSOCIATION, INC.
Ref. Number: W13000057596

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TO AGENCY USE
SURFACE OF FILMS

We have received your document for TPB PROFESSIONAL CENTER PROPERTY OWNER'S ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 113A00024273

Corrected
10/22

**CORPORATE
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WALK IN

PICK UP: 10/16

- CERTIFIED COPY _____
- PHOTOCOPY _____
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- FILING INC _____

1. TPB Professional Center Condominium Owners Association
(CORPORATE NAME AND DOCUMENT #) INC
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____

**ARTICLES OF INCORPORATION OF
TPB PROFESSIONAL CENTER
PROPERTY OWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617 and 718, Florida Statutes, the undersigned, acting as incorporator of this corporation, hereby forms a corporation not for pecuniary profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE 1. NAME

- 1.1 The name of this corporation shall be "TPB Professional Center Property Owners' Association, Inc." (hereinafter referred to as the "Association").

ARTICLE 2. ADDRESS

- 2.1 The address of the principal office of the Association is 838 CR 466, Lady Lake, Florida 32159 and the mailing address of the Association is 838 CR 466, Lady Lake, Florida 32159.

ARTICLE 3. REGISTERED AGENT

- 3.1 **ROBERT KENT HOWELL** whose address is 838 CR 466, Lady Lake, Florida 32159 is hereby appointed the initial registered agent of the Association.

ARTICLE 4. DURATION

- 4.1 This Association shall exist perpetually, commencing on the date of filing of these Articles with the Florida Department of State.

ARTICLE 5. PURPOSES

- 5.1 The Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof (hereinafter referred to individually as a "Member"¹ and collectively as "Members"), and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Units and Common Elements within the Property (as those terms are defined in the Declaration of Condominium of TPB Professional Center, A Condominium, recorded or to be recorded in the Public Records of Lake County, Florida (the "Declaration")) such additional property as may be

¹ Unless the context shall otherwise require, words used in these Articles shall have the same meaning as set forth in (i) Chapter 718, Florida Statutes (the "Condominium Act"); or (ii) the Declaration of Condominium of TPB Professional Center, A Condominium, recorded or to be recorded among the Public Records of Lake County, Florida, as supplemented, restated, renewed, extended or amended, from time to time (the "Declaration"), an to which these Articles have been annexed.

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submitted to the Declaration and brought within the jurisdiction of his Association pursuant to the Declaration to promote the health, safety and welfare of the Owners and residents within the Property and any additions thereto may hereafter be brought within the jurisdiction of the Association. For these purposes the Association shall have the following powers, which, unless indicated otherwise by Declaration or Bylaws, may be exercised by the Board of Directors:

5.1.1. 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;

5.1.2. The powers necessary or desirable to perform all obligations and duties of the Association and to exercise all rights and powers of the Association as set forth in the Declaration or as set forth in the Bylaws, and as the same may be amended from time to time as therein provided including, without limitation, the following:

- a. The rights granted by Chapter 718 Florida Statutes (the "Act");
- b. To fix, levy, collect and enforce the payment of, by any lawful means, all charges of Assessments pursuant to the terms of the Declaration;
- c. To manage, operate, maintain, repair and improve the Common Elements.
- d. To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against property of the Association;
- e. To acquire (by gift, purchase or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer dedicate for public use or otherwise disposal of real or personal property subjected to the Declaration or any other property for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services;
- f. To borrow money, and as provided in the Declaration, Bylaws, or action of the Association, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- g. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility as set forth in the Declaration;
- h. To enter into, make, perform or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

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- i. To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;
- j. To engage in activities which will actively foster, promote, and advance the interests of owners of real property subject to the Declaration;
- k. To adopt the Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration; and
- l. To promulgate or enforce rules, regulations, or agreements to effectuate all of the purposes for which the Association is organized.

5.2. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and future 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 are independent powers, not to be restricted by reference to or interference from the items of any other paragraph or provisions of this Article.

ARTICLE 6. MEMBERSHIP

- 6.1 Every Owner of a Unit as defined in the Declaration shall be a Member of the Association.
- 6.2 All Members agree to be bound by the terms and provisions of these Articles and such Bylaws as may be promulgated by the Association from time to time. Membership transfer of Membership, classes of Members and voting by Members shall be as set forth in the Declaration.
- 6.3 Change of Membership in the Association shall be established by recording in the public records of Lake County, Florida, a deed or other instrument establishing a record title to a "Unit" as defined in the Declaration, and the delivery to the Association of a certified copy of such instrument. The Owner designated by such instrument thus becomes a Member of the Association, and the Membership of the prior Owner is terminated with respect to that Unit.
- 6.4 The share 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 the Ownership of a Unit.

ARTICLE 7. DIRECTORS

- 7.1 The affairs of the Association shall be managed by a Board of Directors (referred to as a "Board of Administration" in the Condominium Act) consisting of three persons, who need not be Members of the Association.
- 7.2 The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors, the names and addresses of the initial Directors are as follows:

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TALLAHASSEE, FLORIDA

NAME	ADDRESS
Robert Kent Howell	838 CR 466 Lady Lake, Florida 32159
Gimena Howell	838 CR 466 Lady Lake, Florida 32159
Robert Earl Howell	10301 Elijah Circle South Jordan, UT 84095

7.3. The method of election of directors shall be stated in the Bylaws of the Association.

ARTICLE 8. INCORPORATOR

8.1 The name and address of the incorporator is as follows:

NAME	ADDRESS
Robert Kent Howell	838 CR 466 Lady Lake, Florida 32159

ARTICLE 9. DISSOLUTION OF THE ASSOCIATION

9.1 The term of the Association shall be perpetual unless dissolved by vote of all of the Members. (As set forth in the Declaration, each Member voting rights are based upon Ownership Interests).

9.2 Upon dissolution, the Association's assets (including any real property and improvements thereon) remaining after payment to creditors and payment of all costs and expenses relating to such dissolution shall be distributed to the following priority:

9.2.1. To any municipal or governmental authority which is willing to accept such assets; and if none, then,

9.2.2. To the Members in such proportions as they agree upon, or, failing such agreement, in such proportions as are determined by a Court having jurisdiction thereof.

ARTICLE 10. AMENDMENT

10.1. Amendments. These Articles may be amended by a duly executed and recorded instrument approved by vote of at least two of the Members.

THEREFORE, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this Association has executed these Articles of Incorporation this 16 day of October, 2013.

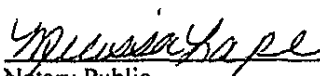


ROBERT KENT HOWELL

STATE OF FLORIDA
COUNTY OF MONROE.

The foregoing instrument was acknowledged before me this 16 day of October, 2013, by ROBERT KENT HOWELL.





Notary Public
Name: Melissa Lape
(Please Type or Print)
Serial Number: DD 999032
Personally Known:
Produced Identification: _____
Type: _____
My Commission Expires: 6/7/2014

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Having been named, as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



ROBERT KENT HOWELL - Registered Agent

Dated: 10/16/2013

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