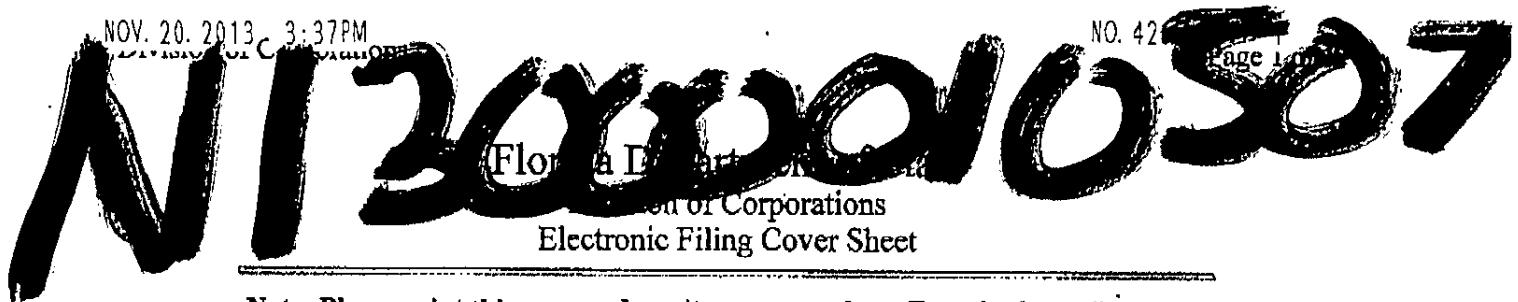


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PIMA CONDOMINIUM ASSOCIATION, INC.

ARTICLES OF INCORPORATION

OF

PIMA CONDOMINIUM ASSOCIATION, INC.

(a Florida not for profit corporation)

Pursuant to Section 617, Florida Statutes, Pinellas Internal Medicine Associates, P.A. a Florida professional association, as Incorporator, creates these Articles of Incorporation of PIMA Condominium Association, Inc., a Florida not for profit corporation (hereinafter referred to herein as "Articles of Incorporation" or "Articles"), for the purposes set forth below.

ARTICLE I

NAME. The name of the corporation, herein called the "Association", is PIMA Condominium Association, Inc., and its initial principal office and mailing address is 10707 66<sup>th</sup> Street North, Suite 1, Pinellas Park, Florida 33782.

ARTICLE II

PURPOSE AND POWERS. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of The PIMA Building, a Condominium (hereinafter referred to as the "Condominium"), located in Pinellas County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earning of the Association shall be distributed or inure to the private benefit of any member, director or officer. 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 and of a non-residential condominium association under the Act, except as expressly limited or modified by these Articles, the Declaration of Condominium of The PIMA Building, a condominium (the "Declaration of Condominium" or "Declaration") and the Bylaws; the affairs of the Association shall be generally managed by a board of directors (the "Board of Directors" or "Board") comprised of a minimum of three directors (each a "Director") elected or appointed as set forth herein and the Bylaws and the Association shall have all of the powers and duties reasonable necessary to operate the Condominium pursuant to the condominium documents as they may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Condominium Property as defined in the Declaration and association property.

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- (C) To purchase insurance for the protection of the Association and its members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the Condominium Property.
- (E) To make, amend and enforce reasonable rules and regulations in the manner set forth in the Bylaws and subject to any limitations in the Declaration of Condominium.
- (F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.
- (G) To enforce the provisions of the Act, the Declaration of Condominium, these Articles, the Bylaws and any rules and regulations of the Association.
- (H) To contract for the management and maintenance of the condominium and the Condominium Property, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors of the Association or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To borrow money as necessary to perform its other functions hereunder.
- (K) To grant, modify or move any easement in the manner provided in the Declaration of Condominium.
- (L) To own and convey property.
- (M) To assess Unit Owners and enforce assessments.
- (N) To sue and be sued.
- (O) To contract for services necessary to operate and maintain the Condominium Property and any easements dedicated to or for the benefit of the Condominium Property including any infrastructure.

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 the Condominium, these Articles of Incorporation and the Bylaws.

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### ARTICLE III

#### MEMBERSHIP.

- (A) The members of the Association shall be all record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws.
- (B) 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 the Member's unit.
- (C) The owners of each unit, collectively, shall be entitled to a vote in Association matters as set forth in the Declaration of Condominium. The manner of exercising voting rights shall be as set forth in the Bylaws.

### ARTICLE IV

TERM. The term of the Association shall be perpetual.

### ARTICLE V

BYLAWS. The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

### ARTICLE VI

#### DIRECTORS AND OFFICERS.

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors.
- (B) Except for Directors appointed by the Developer (as defined in the Declaration of Condominium) the 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.
- (C) The business of the Association shall be conducted by the officers (herein, the "Officers") designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

### ARTICLE VII

INITIAL OFFICERS AND DIRECTORS. The initial Officers and Directors of the Association shall be:

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President/Director	Sara Downs, D.O. 10707 66 <sup>th</sup> Street North, Suite 1 Pinellas Park, Florida 33782
Vice President/ Director	Sarah Digby Jenkins, D.O. 10707 66 <sup>th</sup> Street North, Suite 1 Pinellas Park, Florida 33782
Secretary/Director	Nicole Bishko, D.O. 10707 66 <sup>th</sup> Street North, Suite 1 Pinellas Park, Florida 33782
Treasurer/Director	Priyadarshini Rao, D.O. 10707 66 <sup>th</sup> Street North, Suite 1 Pinellas Park, Florida 33782

### ARTICLE VIII

**AMENDMENTS.** Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board.
- (B) Vote Required. These Articles may be amended by the Board at a duly noticed Board meeting. So long as Developer owns a unit, no amendment to these Articles shall be deemed effective, which in any way modifies the rights, benefits or privileges granted or reserved to Developer, without Developer's prior written consent, which consent may be denied in Developer's absolute discretion.
- (C) An amendment shall become effective upon filing with the Florida Department of State, Division of Corporations and recording a Certificate of Amendment in the Public Records of Pinellas County, Florida, with the formalities required by the Act.

### ARTICLE IX

**INDEMNIFICATION.** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by, or imposed on them, in connection with any legal proceeding (or settlement or appeal of such proceeding) to which they may be a party because of being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that their actions or omissions to act were material to the cause adjudicated and involved;

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

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(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe the action was unlawful or had reasonable cause to believe the action was lawful.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

## ARTICLE X

### INITIAL REGISTERED AGENT.

(A) The initial registered office of the Association shall be at:  
10707 66<sup>th</sup> Street North, Suite 1, Pinellas Park, Florida 33782

(B) The principal office and mailing address of the Association is:  
10707 66<sup>th</sup> Street North, Suite 1, Pinellas Park, Florida 33782

(C) The initial registered agent shall be Sara Downs, D.O.

WHEREFORE, the Incorporator has caused these presents to be executed this 20<sup>th</sup> day of  
Nov., 2013.

### INCORPORATOR:

PINELLAS INTERNAL MEDICINE ASSOCIATES, P.A. a  
Florida professional association

By: Sara Downs  
Sara Downs D.O., Director

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the PIMA Condominium Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

Sara Downs  
Sara Downs, D.O.