

H150002660033

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H15000266003 3)))



H150002660033ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 617-6381

From:

Account Name : FISHER, TOUSEY, LEAS & BALL

Account Number : I19990000021

Phone : (904) 356-2600

Fax Number : (904) 355-0233

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
Lofton Professional Plaza Condominium Association In**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 07 |
| Estimated Charge | \$70.00 |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 NOV -9 PM 1:49

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF INCORPORATION
OF
LOFTON PROFESSIONAL PLAZA
CONDOMINIUM ASSOCIATION, INC.**

The undersigned hereby forms a corporation not-for-profit under Chapter 617, Florida Statutes, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be Lofton Professional Plaza Condominium Association, Inc. ("Association").

ARTICLE II

PRINCIPAL OFFICE

The initial registered office of the Association shall be located at 960194 Gateway Boulevard, Suite 101, Fernandina Beach, FL 32034. The principal business office of the Association shall be located initially at 97010 Elk Creek Court, Fernandina Beach, FL 32034, and the office of the Association may thereafter be at such other place as the Board of Directors of the Association ("Board") may designate from time to time.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), for the operation of Lofton Professional Plaza Condominium, to be created pursuant to the provisions of the Condominium Act and the Declaration of Condominium of Lofton Professional Plaza (the "Declaration") when recorded or thereafter amended, in the Public Records of Nassau County, Florida (the "County"). All words defined in the Declaration shall have the same meaning when used herein. The Association shall undertake the performance of the acts and duties incident to the administration of the operation of the Condominium Property in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, the Bylaws, the Condominium Act, and the Declaration. The Association shall have the following powers:

- (1) The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of the Articles of Incorporation, Bylaws, the Declaration, or the Condominium Act. Except as limited by these Articles of Incorporation ("Articles"), Bylaws, or the Declaration, the Association shall have all the powers and duties set forth in the Condominium Act. Notwithstanding any rule or duty set forth in the Declaration, the Association shall have all of the powers and duties reasonably necessary to implement and effectuate the purpose of the Association in accordance with the Articles, Bylaws, and the Declaration including, but not limited to, the following:

- (a) all terms used in these Articles of Incorporation and Bylaws have the same meaning as designated in the Declaration, unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning.
 - (b) fix, levy, collect, and enforce payment by any lawful means all charges and Assessments pursuant to the terms of the Declaration, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including licenses, taxes or governmental charges levied or imposed against the Condominium Property;
 - (c) acquire (by gift, purchase, or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real property in connection with the affairs of the Association;
 - (d) dedicate, sell or transfer all or any part of the Common Elements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members of the Association ("Members"). No such dedication or transfer shall be effective unless an instrument has been signed by all three (3) of the Members of the Association agreeing to such dedication, sale or transfer;
 - (e) to make, establish, amend, and enforce reasonable rules and regulations governing the use and appearance of said Buildings, Common Elements, and Limited Common Elements;
 - (f) maintain, repair, replace and operate the Common Elements;
 - (g) purchase a master policy of insurance upon the Common Elements, and for the protection of the Association and its Members and furnish a copy of the Certificate of Insurance to each Condominium Building Owner;
 - (h) maintain, repair, replace, or reconstruct improvements to the Common Elements after casualty and further improve the same;
 - (i) to make, establish, amend, and enforce reasonable rules and regulations respecting the maintenance and upkeep of the Common Elements;
 - (j) employ personnel to perform the services required for the proper operation, maintenance and upkeep of the Common Elements and the operation of the Association;
 - (k) contract for the management of the Condominium and delegate to a management entity which may be affiliated with the Declarant, those powers and duties of which are not specifically required by the Condominium Act to be retained by the Board;
 - (l) enforce through any legal means the Condominium Act, the Declaration, these Articles, and the Bylaws;
 - (m) to pay the cost of electric, water, refuse collection and other utility services rendered to the Common Elements and not billed to the Owners or individual Buildings; and
 - (n) the enumeration of the foregoing powers do not supersede the authorization and approval rights of the Building Owners as set forth in the Declaration, these Articles, and the Bylaws.
- (2) All insurance proceeds acquired by the Association shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws.
- (3) The Association shall make no distribution of income to its Members, directors, or officers.

ARTICLE IV

MEMBERS

- (1) All persons who own a vested present interest to any Building, which is evidenced by a properly recorded instrument in the public records of the County shall be a Member of the Association.
- (2) Transfer of membership in the Association shall be established by a properly recorded instrument in the public records of the County, establishing a record title to a Building. The owner(s) designated by such instrument shall become Members of the Association, and the membership in the Association of the prior owner(s) shall be thereby terminated.
- (3) 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 Member's Building.
- (4) Members shall be entitled to one (1) vote for each Building owned. When more than one person holds an interest in any unit, all such persons shall be Members. The vote for such Building Owner shall be exercised as they, among themselves shall determine, but in no event shall more than one (1) vote be cast with respect to any Building. There shall be *no cumulative voting*.

ARTICLE V

BOARD OF DIRECTORS

- (1) The Association shall initially have two (2) directors. Directors must be Members of the Association.
- (2) The directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.
- (3) The Members of the first Board shall be appointed by the Declarant, and shall serve terms as provided for in the Association's Bylaws.
- (4) The names and addresses of the Members of the first Board, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Wayne R. Chism
97010 Elk Creek Court
Fernandina Beach, FL 32034

Daniel I. McCranie
212 B Centre Street
Fernandina Beach, FL 32033

H15000266003

ARTICLE VI**OFFICERS**

The affairs of the Association shall initially be administered by the officers named in these Articles of Incorporation. The officers shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until successors are designated by the Board are as follows:

Wayne Chism,
President, Treasurer
97010 Elk Creek Court
Fernandina Beach, FL 32034

Daniel I. McCranie,
Vice President, Secretary
212 B Centre Street
Fernandina Beach, Florida 32034

ARTICLE VII**BYLAWS**

The first Bylaws of the Association shall be adopted by the Board named herein, and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE VIII**INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being, or having been, a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the directors or officer is adjudged guilty of wilful malfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, indemnification and reimbursement as being for the best interest of the Association.

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 IX**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The initial registered agent of the Association is Lorie L. Chism, whose address is 960194 Gateway Boulevard, Suite 101, Fernandina Beach, FL 32034.

H15000266003

H15000266003

ARTICLE X**DISSOLUTION**

The Association may be dissolved in the manner provided by the laws of Florida.

ARTICLE XI**TERM**

The existence of this Association shall be perpetual.

ARTICLE XII**AMENDMENTS**

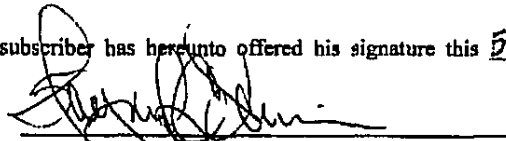
Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

- (1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
- (2) A resolution approving a proposed amendment may be proposed by either the Board or by any one (1) or more Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary of the Association at, or prior to, the meeting. Such approval must be by not less than two (2) votes of the three (3) Members of the Association.
- (3) No amendment shall make any changes in the qualification for membership or in voting rights of Members without approval in writing by all Members.
- (4) A copy of each amendment to these Articles of Incorporation, as approved, shall be accepted and certified by the Secretary of State and recorded in the public records of Nassau County, Florida.

ARTICLE XIII**INCORPORATOR**

The name and address of the Incorporator is Wayne Chism, 97010 Elk Creek Court, Fernandina Beach, Florida 32034.

IN WITNESS WHEREOF, the subscriber has hereunto offered his signature this 5th day of November, 2015.


Wayne Chism

ARTICLE XIV**PARAMOUNT PROVISIONS**

In the event of any irreconcilable conflict between the provisions of these Articles of Incorporation, the Bylaws, and the provisions of the Declaration, the provisions of the Declaration shall govern and control. However, the Declaration and these Articles of Incorporation shall, to the extent possible, be read, construed and interpreted so that they are consistent.

H15000266003

H15000266003

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 5th day of November, 2015.

Incorporator:

LOFTON PROFESSIONAL PLAZA, L.L.C., a
Florida limited liability company

By: 

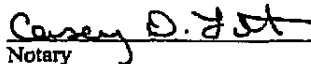
Wayne Chism

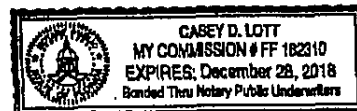
Its:

Manager

STATE OF FLORIDA
COUNTY OF NASSAU

The foregoing instrument was freely and voluntarily acknowledged before me by Wayne Chism, as the Manager of Lofton Professional Plaza, L.L.C., a Florida limited liability company, on behalf of the company, who is personally known to me to be the person described in the Articles of Incorporation. on November 2, 2015.


Notary



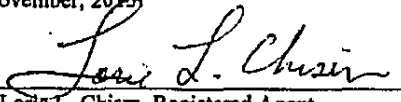
H15000266003

H15000266003

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED**


Lofton Professional Plaza Condominium Association, Inc., desiring to organize under the laws of the State of Florida as a not-for-profit corporation, with its principal place of business in Nassau County, Florida, has named Lorie L. Chism, whose address is 960194 Gateway Boulevard, Suite 101 Fernandina Beach, FL 32034, as its registered agent to accept service of process within this state, all in accordance with Chapter 617, Florida Statutes.

DATED this 5th day of November, 2015


Lorie L. Chism, Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 5th day of November, 2015


Wayne Chism

H15000266003