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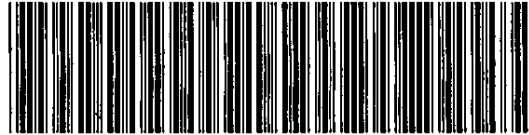
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The Law Office of STEVEN J. BRACCI, PA

A Professional Association

9015 Strada Stell Court, Suite 102, Naples, Florida 34109

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Email: steve@braccilaw.com

March 1, 2016

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

**Re: New Filing
Articles of Incorporation
Southbrooke Medical Office Owner's Association, Inc.**

Dear Madam or Sir:

Enclosed please find a check for the filing fee in the amount of \$70.00 and the following original documents to be filed:

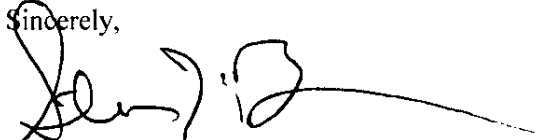
1. Articles of Incorporation of Southbrooke Medical Office Owner's Association, Inc.

The enclosed pre-stamped envelope is for return of the original filed Articles of Incorporation to my office.

Please call or email the office if you require additional information in order to proceed with this filing.

Thank you in advance for your assistance.

Sincerely,



Steven J. Bracci, Esq.
Steven J. Bracci, PA

Enclosures

**ARTICLES OF INCORPORATION
OF
SOUTHBROOKE MEDICAL OFFICE OWNER'S ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes (2015), these Articles of Incorporation are created by Steven J. Bracci, Esq., of Steven J. Bracci, PA, 9015 Strada Stell Court, Suite 102, Naples, Florida 34109, as sole incorporator, for the purpose set forth below.

ARTICLE I

NAME: The name of the corporation is Southbrooke Medical Office Owner's Association, Inc., sometimes referred to as the "Association."

ARTICLE II

PRINCIPAL OFFICE: The initial principal office and mailing address of the corporation is c/o 13180 Livingston Road, Suite 204, Naples, Florida 34109.

ARTICLE III

PURPOSE AND POWERS: The Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a corporation not for profit organized on a non-stock basis for the purpose of providing a corporate commercial condominium association. To the accomplishment of its purpose, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles and a Declaration of Condominium recorded (or to be recorded) in the Public Records of Collier County, Florida (the "Declaration"), and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a commercial office development subject to the said recorded Declaration, as it may from time to time be amended or supplemented, including but not limited to the power to:

- (A) Acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise deal with or dispose of real or personal property in connection with the affairs of the Association;
- (B) Establish rules and regulations for the Association and enforce same by any lawful means as provided in the Bylaws;
- (C) Contract for services to provide for the management, operation and maintenance of the Association property, in the event that the Association elects to employ a maintenance company or other service company and to delegate to such company with which such contract has been entered into (which may be an affiliate of the

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Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members;

(D) Sue and be sued;

(E) Operate and maintain the Association Property;

(F) Undertake and perform anything by these Articles, the Bylaws, or any necessary act to effect the purpose for which the Association was organized;

(G) To make and collect Assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Unit Owners as the Declaration of Condominium shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration of Condominium;

(H) To levy and collect Assessments for the costs of maintenance and operation of any portion of the surface water management system which is to be operated or maintained by the Association, if any; and

(I) Exercise any and all powers, rights and privileges which a corporate condominium association organized under Chapter 718, Florida Statutes, may now or hereafter have or exercise, subject always to the Declaration as amended or supplemented from time to time.

ARTICLE IV

CORPORATE EXISTENCE AND DISSOLUTION: The existence of the Association will commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association will exist in perpetuity.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS:

Section 1. Membership. The Developer, and every person or entity who is a record Owner of a fee or undivided fee interest in any Unit which is subject by covenants of record to

assessment by the Association shall be a Member of the Association, as more particularly provided in the Declaration.

Section 2. Voting Rights. Until the Turnover Date, as defined in Paragraph 20.(B) of the Declaration, the Developer shall control the voting rights of the Association. After the Turnover Date, the voting rights of the Members are as set forth in Section 17 of the Declaration.

Section 3. General Matters. When reference regarding voting is made herein, or in the Declaration, Bylaws, rules and regulations, management contracts or otherwise, to a majority or specific percentage of the Members, such reference will be deemed in reference to a majority or specific percentage of the votes of the Members and not of the Members themselves.

ARTICLE VI

BOARD OF DIRECTORS:

Section 1. Management by Directors. The property, business and affairs of the Association will be administered by a Board of Directors, which will consist of not less than three (3) persons, but as many persons as many be determined from time to time as provided in the Bylaws.

Section 2. Original Board of Directors. The names and address of the first Board of Directors of the Association, who will hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, will be as follows:

<u>Name</u>	<u>Address</u>
Brian M. Howell	13180 Livingston Road, Suite 204 Naples, Florida 34109
Randy Johns	13180 Livingston Rd. Suite 204 Naples, Florida 34109
Steven J. Bracci	c/o Steven J. Bracci, PA 9015 Strada Stell Court, Suite 102 Naples, Florida 34109

ARTICLE VII

VIII. OFFICERS:

Section 1. Officers. The officers of the Association who are accountable to the Board of Directors shall be: President, one or more Vice Presidents, a Secretary, and a Treasurer. Officers shall be elected annually by the Board of Directors.

Section 2. Initial Officers. The names of the officers who are to serve until the first election of officers by the Board of Directors are: BRIAN M. HOWELL, President, RANDY JOHNS, Vice President and RANDY JOHNS, Secretary/Treasurer.

ARTICLE VIII

BYLAWS: The Bylaws of the Association shall be adopted by the initial Board of Directors. The Bylaws may be amended in accordance with the provisions thereof, except that no portion of the Bylaws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium or Owners of Units or mortgagees of units without their prior written consent.

ARTICLE IX

AMENDMENTS:

Section 1. Prior to the Turnover Date, the Developer's appointed Board of Directors alone will have the power in its sole and absolute discretion to amend these Articles. On and after the Turnover Date, amendment to these Articles of Incorporation will require the affirmative vote of the Members casting at least 67% of the total votes of the Members.

Notwithstanding the foregoing, until the Developer has sold, transferred or conveyed the total number of Condominium Units the Developer plans to develop within the condominium, any amendment to these Articles of Incorporation will require the consent of the Developer. No amendment may remove, revoke or modify any right or privilege of the Developer without the written consent of the Developer or the assignee or such right or privilege.

ARTICLE X

INCORPORATOR: The name and address of the incorporator of this corporation is:

Steven J. Bracci, Esq.

Steven J. Bracci, PA
9015 Strada Stell Court, Suite 102
Naples, Florida 34109

ARTICLE XI

INDEMNIFICATION:

Section 1. The Association will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director, employee, officer or agent of the Association, against all expenses (including attorney's fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnity, that he /she did not act in good faith or that he/she acted in a manner he /she believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith or did not act in a manner which he/she believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he will be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association will have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance will cover any liability asserted against him which is enumerated in this policy and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XII

DESIGNATION OF REGISTERED AGENT:

Until changed, the registered agent of the Association and the registered office will be:

STEVEN J. BRACCI, PA
9015 Strada Stell Court, Suite 102
Naples, Florida 34109

ARTICLE XIII

MISCELLANEOUS:

Section 1. In the event of any conflict between these Articles of Incorporation and the Bylaws, these Articles will control, and in the event of any conflict between these Articles of Incorporation and the Declaration, the Declaration will control.

Section 2. The Association is not organized for profit, and no part of the net earnings, if any, will inure to the benefit of any Member, person or entity.

IN WITNESS WHEREOF, the incorporator has caused these presents to be executed this 29th day of February, 2016.

By: 

Steven J. Bracci, Esq.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Southbrooke Medical Office Owner's Association, Inc., at the place designated in these Articles of Incorporation, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent, and agree to comply with the laws of the State of Florida in keeping open said office.

STEVEN J. BRACCI, PA

By: 

Steven J. Bracci, President