

N180000013058

(Requestor's Name)

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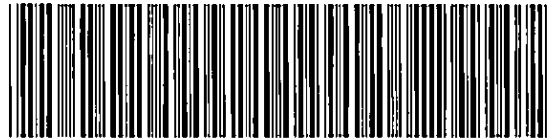
(Business Entity Name)

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TALLAHASSEE, FLORIDA

DEC 17 2018

T SCHROEDER

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 541291 9666A

AUTHORIZATION :

COST LIMIT : \$70.00



ORDER DATE : December 13, 2018

ORDER TIME : 1:03 PM

ORDER NO. : 541291-005

CUSTOMER NO: 9666A

DOMESTIC FILING

NAME: CANAAN AT MEADOWBROOK  
WAREHOUSE CONDOMINIUMS OWNER'S  
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Croft - EXT. 62925

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
CANAAN AT MEADOWBROOK WAREHOUSE CONDOMINIUMS  
OWNERS' ASSOCIATION, INC.

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In compliance with the laws of the State of Florida the undersigned hereby associate themselves together for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, 1997, as amended, and do hereby certify:

**ARTICLE 1.**

**Section 1.1** The name of the Association is **CANAAN AT MEADOWBROOK WAREHOUSE CONDOMINIUMS OWNERS' ASSOCIATION, INC.** and the mailing address of the Association is 240 SE 17<sup>th</sup> Street, Ocala, FL 34471.

**ARTICLE 2.**

**Section 2.1** **Duration.** The period of duration of the Association is perpetual.

**ARTICLE 3.**

**Section 3.1** **Purpose.** The primary purpose of this Association is to create an entity to provide a forum for discussion and communication among the Unit Owners of Canaan at Meadowbrook Warehouse Condominiums, to facilitate and assure the maintenance and operation of such property as may be subjected to the terms of the Declaration of Condominium of Canaan at Meadowbrook Warehouse Condominiums pursuant to its terms, and to exercise all rights and perform all obligations of the Association under such Declaration.

**Section 3.2** **Nonprofit Character of Association.** The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

**ARTICLE 4.**

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

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- Section 4.1** To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Condominium of 36th Avenue Warehouse Condominiums as recorded in the Public Records of Marion County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.
- Section 4.2** To establish, collect, and disburse assessments to be used for the maintenance and upkeep of the Common Elements.
- Section 4.3** To manage, operate, maintain, repair and improve the Common Elements or any property owned by another third party for which the Association by rule, regulation, contract or pursuant to the Declaration of Condominium of Canaan at Meadowbrook Warehouse Condominiums has a right or duty to provide such services.

**ARTICLE 5.**

The Developer and every Unit Owner as defined in the Declaration of Condominium of Canaan at Meadowbrook Warehouse Condominiums shall be a Member of the Association. All Members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

**ARTICLE 6.**

The Association shall have a single class of voting Members. Each Owner, including the Developer for each Unit owned by the Developer, shall be entitled to one (1) vote for each percentage interest it owns in the Common Elements. When more than one (1) person holds an interest in any Unit, all such persons shall be Members. The vote for such Unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to each percentage interest owned in the Common Elements.

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ARTICLE 7.

**Section 7.1** **Cumulative Voting.** At all elections of Directors of this Association, each Member shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE 8.

**Section 8.1** **Bylaws.** The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the Members specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

**Section 8.2** **Director Conflicts.** Any contract or other transaction between the Association and one or more of its directors, a committee, Members or employees, in which they are interested, or between the Association and any corporation or association of which one or more of its directors and Members, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Association that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Association at the time it is authorized by the board, a committee or its Members. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

**Section 8.3** **Indemnification and Related Matters.** The Association shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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**Section 8.4** **Removal of Directors.** At a special meeting of the Members called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

**Section 8.5** **Amendment of Articles of Incorporation.** The Association reserves the right to amend the Articles in any manner now or hereafter permitted by the law upon majority vote of the Members, except that the voting rights of the Members and the assessment obligations of the Members under the Declaration cannot be changed absent consent of any Member negatively affected thereby.

**ARTICLE 9.**

**Section 9.1** **Organizing Directors.** The initial Board of Directors shall consist of three (3) Directors. The number of Directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the initial Directors of this Association are:

| <u><b>Name</b></u>           | <u><b>Address</b></u>                             |
|------------------------------|---|
| Mary Carolyn McLeod Galloway | 240 SE 17 <sup>th</sup> Street<br>Ocala, FL 34471 |
| Nolan C. Galloway            | 240 SE 17 <sup>th</sup> Street<br>Ocala, FL 34471 |
| Tim D. Haines                | 125 NE First Avenue, Suite 1<br>Ocala, FL 34470   |

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**ARTICLE 10.**

**Section 10.1** **Registered Agent and Registered Office.** The name and address of the initial Registered Agent of the Association is Mary Carolyn McLeod Galloway, whose mailing address is 240 SE 17th Street, Ocala, FL 34471.

ARTICLES OF INCORPORATION  
OF  
CANAAN AT MEADOWBROOK WAREHOUSE CONDOMINIUMS  
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ARTICLE 11.

**Section 11.1 Incorporators.** The name and address of the person signing these Articles is Mary Carolyn McLeod Galloway, whose mailing address is 240 SE 17th Street, Ocala, FL 34471.

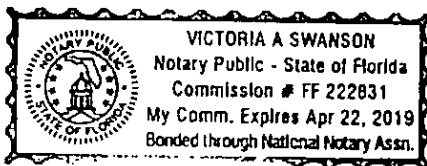
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 13<sup>TH</sup> day of DECEMBER, 2018.

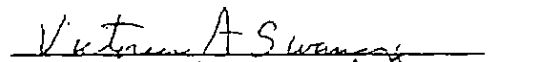
  
MARY CAROLYN McLEOD GALLOWAY

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MARY CAROLYN McLEOD GALLOWAY, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 13<sup>th</sup> day of December, 2018.



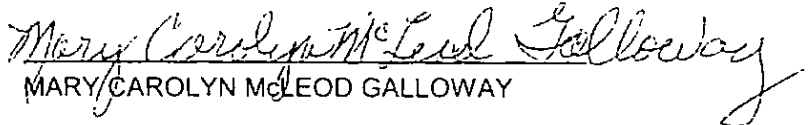
  
Print Name: Victoria A Swanson  
Notary Public, State of Florida  
Commission No.: FF222831  
My Commission Expires: 4-22-19

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## CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

MARY CAROLYN McLEOD GALLOWAY, whose address is 240 SE 17th Street, Ocala, FL 34471, is the initial registered agent named in the Articles of Incorporation to accept service of process for **CANAAN AT MEADOWBROOK WAREHOUSE CONDOMINIUMS OWNERS' ASSOCIATION, INC.**, a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 13<sup>TH</sup> of DECEMBER, 2018.

  
MARY CAROLYN McLEOD GALLOWAY

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