

# N19000001327

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.

(((H19000042355 3)))



H190000423553ABC3

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 : (950) 617-6381

From:

Account Name : LOWNDES, DROGDICK, DOSTER, KANTOR & REED, P..

Account Number : 072720000036

Phone : (407) 843-4600

Fax Number : (407) 843-4444

*Auth: Tami Passley*

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

Email Address:

RParent@WPHE.org

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Center for Health & Wellbeing Commercial Condominium**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

FEB 07 2019

FEB-6 PM 12:25

ARTICLES OF INCORPORATIONFORCENTER FOR HEALTH & WELLBEING COMMERCIAL CONDOMINIUMASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1NAME AND ADDRESS

The name of the corporation shall be CENTER FOR HEALTH & WELLBEING COMMERCIAL CONDOMINIUM ASSOCIATION, INC. The principal address of the corporation is 220 South Edinburgh Drive, Winter Park, Florida 32792. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

ARTICLE 2PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof (the "Act") for the operation of that certain condominium located or to be located in Orange County, Florida, and known as CENTER FOR HEALTH & WELLBEING, A LEASEHOLD COMMERCIAL CONDOMINIUM (the "Condominium").

ARTICLE 3DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Orange County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4POWERS

The powers of the Association shall include and be governed by the following:

H19000042355 3

4.1 General. The Association shall have all of the common-law and statutory powers of a not for profit corporation under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

4.2 Enumeration. The Association shall have the powers and duties set forth in the Act, except as limited by these Articles, the By-Laws and the Declaration (to the extent that they are not in conflict with the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect Assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

(c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association.

(d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners.

(e) To enforce by legal means the provisions of the Act, the Declaration, these Articles, and the By-Laws.

(f) The power to contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, maintenance and repair and replacement of Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties required to be retained by the Condominium Act.

(g) The power to acquire title to property upon the approval of all the voting interests of the Condominium (for the purchase of Units at a foreclosure sale, no Unit Owner approval is required); to make and collect Assessments and other charges against Unit Owners and to otherwise hold, regulate, administer, convey, lease, maintain, repair, replace and mortgage the Association Property, including the right to grant, modify or move easements which are part of or cross the Common Elements or Association Property.

(h) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the Condominium.

4.3 Condominium Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

H19000042355 3

4.4 Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another not for profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Statute.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration, these Articles and the By-Laws.

## ARTICLE 5

### MEMBERS

5.1 Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns. New members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.

5.2 Assignment. 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 Unit for which that share is held.

5.3 Voting. Each Member shall be entitled to the voting interests allocated to such Member's Unit(s) pursuant to the Declaration, and shall be exercised or cast in the manner provided by the Declaration and By-Laws.

5.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

## ARTICLE 6

### TERM OF EXISTENCE

The Association shall have perpetual existence.

## ARTICLE 7

### INCORPORATOR

The name and address of the Incorporator of this Corporation is:

NAME

ADDRESS

Patricia A. Maddox

220 South Edinburgh Drive  
Winter Park, Florida 32792

H19000042355 3

ARTICLE 8.OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>President:</u>	Patricia A. Maddox 220 South Edinburgh Drive Winter Park, Florida 32792
<u>Vice-President:</u>	Jennifer Wandersleben 200 North Lakemont Winter Park, Florida 32792
<u>Secretary-Treasurer:</u>	Ronald Lambert 220 South Edinburgh Drive Winter Park, Florida 32792

ARTICLE 9DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of five (5) directors. Directors need not be Unit Owners.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

9.3 Election/Appointment; Removal. Directors of the Association shall be elected or appointed as set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

H19000042355 3

9.4 First Directors. The names and addresses of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Patricia A. Maddox	220 South Edinburgh Drive Winter Park, Florida 32792
Jennifer Wanderleben	200 North Lakemont Winter Park, Florida 32792
Ronald Lambert	220 South Edinburgh Drive Winter Park, Florida 32792
Robin Parent	220 South Edinburgh Drive Winter Park, Florida 32792
Sarah Montijo	200 North Lakemont Winter Park, Florida 32792

#### ARTICLE 10

##### INDEMNIFICATION

10.1 Indemnity. The Association shall 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 is or was a director, incorporator, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he did act in a manner he had reasonable cause to believe was not in, or was opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he had reasonable cause to believe was not in, or was opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

10.2 Expenses. To the extent that a director, officer, incorporator, 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 10.1 above, or in defense of any claim, issue or matter therein,

H19000042355 3

he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 10.

10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, incorporator, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, incorporator, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him 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 11

### BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein.

## ARTICLE 12

### AMENDMENTS

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

12.1 Adoption. These Articles can be amended at any time with the unanimous consent of the members of the Association.

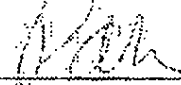
12.2 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Orange County, Florida.

H19000042355 3

ARTICLE 13INITIAL REGISTERED OFFICE  
ADDRESS AND NAME OF REGISTERED AGENT

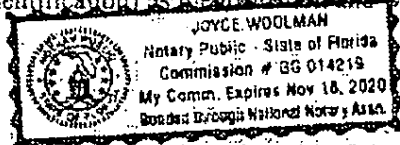
The initial registered office of this Corporation shall be at 220 South Edinburgh Drive, Winter Park, Florida 32792. The initial registered agent of the Corporation at said address shall be Patricia A. Maddox.

IN WITNESS WHEREOF, the Incorporator has affixed her signature the day and year set forth below.

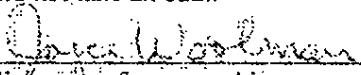
  
\_\_\_\_\_  
Patricia A. Maddox, Incorporator

STATE OF Florida )  
 )  
COUNTY OF Orange ) SS.

The foregoing instrument was acknowledged before me this 5 day of February, 2019, by Patricia A. Maddox who is personally known to me or who has produced \_\_\_\_\_ (type of identification) as identification and who did not take an oath.



[notary seal]

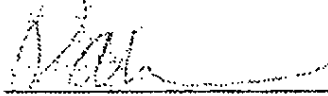
  
\_\_\_\_\_  
Signature of person taking  
Acknowledgment



H19000042355 3

## ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as agent for service of process on the Association within the State of Florida, at the place designated in Article 13 of the foregoing Articles, accepts the appointment as registered agent for the Association and is familiar with and accepts the obligations of this position.


  
Patricia A. Maddox, Registered Agent

STATE OF Florida )

) SS.

COUNTY OF Orange )

The foregoing instrument was acknowledged before me this 5 day of February, 2019, by Patricia A. Maddox who is personally known to me or who has produced \_\_\_\_\_ (type of identification) as identification and who did not take an oath.

  
Signature of person taking  
Acknowledgment

[notary seal]

