

N19 000000 3687

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200327467272

19 APR -5 PM 1:02

FILED
19 APR -5 AM 5:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date: 4-5-19

Requestor Name: Carlton Fields

Address: Post Office Drawer 190
Tallahassee, Florida 32302

Telephone: (850) 513-3619 - direct
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

AUTHORIZED AMOUNT TO
DEDUCT FROM ACCOUNT

\$ 87.50

Corporation Name: Midway Business Park
Owners Association, Inc.

Email Address: _____

Entity Number: _____

Authorization: Kim Pullen

☒ Certified Copy

☒ New Filings

☐ Fictitious Name

☒ Certificate of Status

☐ Plain Stamped Copy

☐ Annual Report

☐ Amendments

☐ Registration

(☒) Call When Ready

(☒) Call if Problem

(☐) After 4:30

(☒) Walk In

(☐) Will Wait

(☒) Pick Up

CF Internal Use Only

Client: 43969 Matter: 96307

Name: N. Linnan Office: TLH

**ARTICLES OF INCORPORATION
OF
MIDWAY BUSINESS PARK OWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapters 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be MIDWAY BUSINESS PARK OWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be Midway Business Park Owners Association, Inc., c/o Brian Schreiber, 871 NW Guerdon Street, Lake City, Florida 32055, and the initial Registered Agent shall be Zeb Cheshire, 871 NW Guerdon Street, Lake City, Florida 32055.

ARTICLE II: PURPOSES

This Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Midway Business Park (hereinafter referred to as the "Business Park"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants, Conditions, Easements and Restrictions for the Business Park recorded in the public records of Gadsden County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- (d) Maintain, repair and replace Common Facilities as contemplated by the Declaration; and
- (e) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. The terms "Member", "Parcel", "Owner", and "Declarant" shall have the same meanings herein as are ascribed to such terms in the Declaration. Each Owner of a Parcel shall be a Member of the Association, and no Owner shall have more than one (1) membership in

FILED
19 APR -5 AM 5:46
CLERK OF STATE
TALLAHASSEE, FLORIDA

the Association. Memberships in the Association shall not be assignable, except to the successor-in-interest of an Owner, and every membership of an Owner in the Association shall be appurtenant to and shall not be separated from the fee ownership of its Parcel. Membership in the Association shall be transferred automatically by conveyance of fee simple title to the Parcel, regardless of whether mention of such membership is made in the instrument of conveyance.

When there are multiple Owners of a Parcel each Owner shall be a Member of the Association, but there shall be only one voting Member (the "Voting Member") for such Parcel. The Voting Member for such Parcel shall be determined as the Owners of such Parcel may determine among themselves, but no split vote or fractional voting is permitted. Prior to any meeting at which a vote is to be taken, for each Parcel for which there are multiple Owners, the Owners of such Parcel must file a certificate, executed by all Owners of such Parcel, with the secretary of the Association naming the Voting Member for such Parcel entitled to vote at such meeting, unless such co-Owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded.

B. Voting.

Each Member (including Declarant or Declarant's successor, if it owns the fee to any Parcel) shall be entitled to a vote equal to its Proportionate Share (or the aggregate of all of a Member's Proportionate Shares if a Member owns more than a single Parcel). Proportionate Share shall be determined in accordance with the Declaration.

C. Classes of Membership and Transfer of Control.

The Association shall have two (2) classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A Members shall be all Owners except the Declarant (as defined in the Declaration). The Class B Member shall be the Declarant. Upon termination of the Class B membership, as provided below, Class A Members shall be all Owners, including Declarant so long as Declarant is an Owner of a Parcel. Voting of the Class A and Class B Members shall be in accordance with Section B above; provided, however, the Declarant shall be entitled to elect all of the directors of the Board of Directors of the Association until termination of Class B membership. The Class B membership will terminate and convert automatically to Class A membership upon the first to occur of:

(a) The Declarant no longer owning fee simple title to any of the Parcels;
or

(b) The Declarant waiving its rights to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of Gadsden County, Florida.

Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation or By-Laws referring to Class B membership shall be obsolete and without further force and effect, including any provision requiring voting by classes of membership.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V: INCORPORATOR

The name and residence of the Incorporator to these Articles of Incorporation is the following:

NAME

ADDRESS

Nancy G. Linnan

Carlton Fields
215 S. Monroe St., Ste. 500
Tallahassee, Florida 32301

ARTICLE VI: MANAGEMENT

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed in the By-Laws or by the Board of Directors of the Association from time to time. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the first quarter of each fiscal year in the manner prescribed in the By-Laws of the Association, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Association, except with respect to those who are elected by the Class B Members. Any individual may hold two (2) or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

Notwithstanding the foregoing, the Class B Members shall have the right to elect all Directors so long as there shall be Class B membership.

ARTICLE VII: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

Title

Identity

President

Brian Schreiber

Vice President

Shawn Schneider

Secretary-Treasurer

Zeb Cheshire

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be three (3) and the names and addresses of the Members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Brian P. Schreiber	871 NW Guerdon Street Lake City, FL 32055
Shawn Snyder	871 NW Guerdon Street Lake City, FL 3205
Tara Beauchamp	871 NW Guerdon Street Lake City, FL 3205

ARTICLE IX: BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the By-Laws may be altered, amended, or rescinded according to the procedures set forth in Article X below.

ARTICLE X: AMENDMENTS

(a) Prior to the termination of Class B Membership pursuant to Article III Section C above, the Board of Directors shall be entitled to consider amendments to these Articles of Incorporation or the By-Laws and shall approve any such amendments upon not less than a majority vote of the directors (and no vote of the membership or approval by any party shall be required for such an amendment to become effective).

(b) Subsequent to the termination of Class B Membership pursuant to Article III Section C above, the Board of Directors shall adopt a resolution setting forth the proposed amendment to these Articles of Incorporation or the By-Laws, and the Board shall direct that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting. At such meeting, a vote of the Members eligible to vote thereon shall be taken on the proposed amendment, and the proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the total voting interests in the Association.

(c) No amendment to these Articles of Incorporation or the By-Laws shall be made which affects any of the rights and privileges provided to Declarant under the Declaration, these Articles of Incorporation or By-Laws without the written consent of Declarant.

ARTICLE XI: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

Zeb Cheshire
871 NW Guerdon Street
Lake City, Florida 32055

The above address is also the address of the registered office of the Association.

Nancy G. Linnan
Nancy G. Linnan, Incorporator

STATE OF FLORIDA
COUNTY OF Leon

The foregoing instrument was acknowledged before me this 5th day of April, 2019, by Nancy G. Linnan, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that she executed the same as her free act and deed for the uses and purposes therein set forth. She is personally known to me.

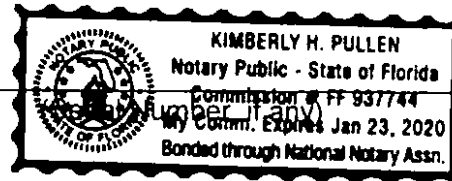
My Commission Expires:

(AFFIX NOTARY SEAL)

Kimberly H. Pullen
(Signature)

Name Kimberly H. Pullen
(Legibly Printed)

Notary Public, State of Florida



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for **MIDWAY BUSINESS PARK OWNERS ASSOCIATION, INC.**, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.



ZEB CHESHIRE

FILED
19 APR -5 AM 5:49
CLERK OF STATE
TALLAHASSEE, FLORIDA