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FLORIDA PROFIT/NON PROFIT CORPORATION
Fishbein Center Pensacola Condominium Association, Inc.

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**ARTICLES OF INCORPORATION OF
FISHBEIN CENTER PENSACOLA CONDOMINIUM ASSOCIATION, INC.**

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, *Florida Statutes*, and certify as follows:

ARTICLE I

NAME AND ADDRESS AND DEFINITIONS

NAME AND ADDRESS. The name of the corporation shall be Fishbein Center Pensacola Condominium Association, Inc. (the "Association"), and the street address of its initial principal office is 4900 Marketplace Road, Pensacola, FL 32504.

DEFINITIONS. The definitions set forth in the Declaration of Condominium of Fishbein Center Pensacola Condominium (the "Condominium") shall apply to the terms used in these Articles.

ARTICLE II

PURPOSE

The purpose for which the Association is organized is as follows:

A. To provide an entity pursuant to the Condominium Act, which is Chapter 718, *Florida Statutes*, for the operation, management, maintenance and control of Fishbein Center Pensacola Condominium; and

B. To provide an entity to operate, manage, maintain and control all of the common elements of the real property located in Escambia County, Florida, described on **Exhibit "A"**, hereto, together with the recreational, greenspace, ingress and egress, parking, utilities and other related amenities as may be from time to time constructed thereon, all as more particularly described in the Declaration of Condominium (the "Common Elements"). The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III

SUBMISSION TO JURISDICTION

All Units of the Condominium shall be deemed to be submitted to the jurisdiction of the Association pursuant to the Declaration of Condominium.

ARTICLE IV

POWERS

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

A. The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration of Condominium of Fishbein Center Pensacola, a Condominium.

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B. The Association shall have all the powers and duties set forth in these Articles and the Declaration of Condominium of the Condominium and in the Condominium Act except where the Act allows limitations by these Articles or the Declaration of Condominium of the Condominium and all of the powers and duties reasonably necessary to operate condominiums pursuant to the Declaration of Condominium of the Condominium and as it may be amended from time to time, including but not limited to the following:

1. To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, including Units in the Condominium, and to lease, mortgage and convey same.
2. To make and collect assessments against the members as Unit Owners to defray the costs, expenses and losses of the Condominium or any costs, expenses or losses of the Association related to the Common Elements and to defray the costs, expenses and losses of any other business, enterprise, venture or property interest of the Association.
3. To use the proceeds of the assessments in the exercise of these powers and duties.
4. To maintain, repair, replace and operate the property of the Condominium, the Common Elements or any other property of the Association.
5. To purchase insurance upon the property of the Condominium, the Common Elements or the other property of the Association and insurance for the protection of the Association and its members.
6. To reconstruct improvements after casualty and to further improve the property of the Condominium, the Common Elements or any other property of the Association.
7. To make and amend reasonable regulations respecting the use of the property of the Condominium, the Common Elements or the other property of the Association.
8. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium of the Condominium, these Articles, the Bylaws of the Association and rules and regulations for the use of the property of the Condominium, and the Common Elements or the other property of the Association.
9. To contract for the management of the Association, the Common Elements, the Condominium Property, or any portion thereof, and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration of Condominium of the Condominium to have approval of the Board of Directors or the membership of the Association.
10. To contract with the Developer, its successors and assigns, and any of the partners of the Developer, their officers, directors, partners or shareholders.
11. To acquire fee simple title to, to lease, acquire memberships or acquire other possessory or use interest in and to operate lands and facilities, including but not limited to the Common Elements, whether or not contiguous to the lands of the Condominium, intended to

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provide for the enjoyment, recreation or other use or benefit of the members, or a substantial number of the members, of the Association.

12. To determine which persons, in addition to the Unit Owners and their successors and assigns, shall be entitled to use the Common Elements including all fees, charges and other terms and conditions relating to such use and to enter into such agreements as may be necessary or incidental thereto.

13. To employ personnel to perform the services required for the proper operation, management, maintenance or control of the Association, the Condominium, the Common Elements, or any other property of the Association.

14. To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such actions or rights are common to all members, or a substantial number of the members; and to bring such action in the name of and on behalf of the members.

C. All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium of the Condominium, and by the Bylaws of the Association.

ARTICLE V

MEMBERS

A. The members of the Association shall consist of all of the record owners of Units in the Condominium submitted to the jurisdiction of the Association and after termination of any such Condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

B. A change of membership in the Association shall be established by recording in the public records of Escambia County, Florida, a deed or other similar instrument establishing a record title to a Unit in the Condominium operated by the Association and the delivery to the Association of a certified copy of such instrument. The Owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. The share of a member in the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to said member's Unit.

D. The Owner of each Unit in the Condominium operated by the Association shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE VI

TERM

The term of the Association shall be perpetual.

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ARTICLE VII

BYLAWS

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VIII

DIRECTORS AND OFFICERS

A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE IX

AMENDMENTS

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

A. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of two-thirds (2/3) of the Units by instrument, in writing, signed by them.

B. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Unit Owner(s), such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

C. Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interest without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the text of the proposed amendment.

D. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Escambia County, Florida.

ARTICLE X

INITIAL DIRECTORS

The initial directors of the Association shall be:

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<u>NAME</u>	<u>ADDRESS</u>
Benjamin H. Fishbein	704 Peaks Point Drive Gulf Breeze, FL 32561
Leah Fishbein	704 Peaks Point Drive Gulf Breeze, FL 32561
Amanda Floyd	4900 Marketplace Road Pensacola, FL 32504

ARTICLE XI**APPOINTMENT OF REGISTERED AGENT AND OFFICE**

Benjamin H. Fishbein is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is 704 Peaks Point Drive, Gulf Breeze, Florida 3561.

IN WITNESS WHEREOF, the subscriber has affixed his signature this 14th day of October, 2021.

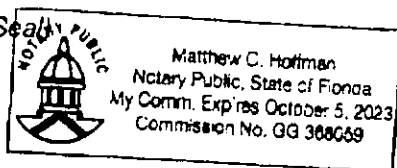

 Benjamin H. Fishbein

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by means of ☒ physical presence or () online notarization this 14th day of October 2021, by Benjamin H. Fishbein. He is ☒ personally known to me, or has () produced a _____ drivers license as identification.

(Notarial Seal)



NOTARY PUBLIC

Printed Name:

Matthew C. Hoffman

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Fishbein Center Pensacola Condominium Association, Inc. at the place designated in the Articles of Incorporation, Benjamin H. Fishbein agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: October 14, 2021.



Benjamin H. Fishbein

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Exhibit "A"

Lots 2, 3, 4, 5, and 6, Brownstone Villas, a Residential/Commercial Subdivision, as recorded in Plat Book 18, Page 61 of the public records of Escambia County, Florida.

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