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**FLORIDA PROFIT/NON PROFIT CORPORATION
JORDAN HILLS PROFESSIONAL CENTER ASSOCIATION, INC.**

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Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
JORDAN HILLS PROFESSIONAL CENTER 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:

I.

Name and Address

The name of the corporation shall be JORDAN HILLS PROFESSIONAL CENTER ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association. The principal address and mailing address shall be 1550 S. Highland Avenue, Suite A, Clearwater, Florida 33756.

II.

Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, which is Chapter 718, Florida Statutes, for the operation of JORDAN HILLS PROFESSIONAL CENTER, A CONDOMINIUM, according to Declaration of Condominium now or hereafter recorded in the Public Records of Pinellas County, Florida, located upon lands in Pinellas County, Florida.

2.2 The Association shall make no distributions of income to its members, directors or officers.

III.

Power

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

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium, and to account to each member for assessments against the member's unit.

- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. The maintenance, repair, replacement and operation of the property of the condominium, including easements.
- d. The purchase of insurance upon the property of the condominium and insurance for the protection of the Association and its members as unit owners.
- e. The reconstruction of improvements after casualty and the further improvement of the property.
- f. To make and amend reasonable rules and regulations respecting the use of the property in the condominium, other than the restrictions contained in the Declaration of Condominium; provided, however, that all such regulations and their amendments shall be approved by all of the votes and the members present and voting at a duly called meeting of the Association before such shall become effective.
- g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.
- h. To contract for the management and maintenance of the condominium²³ 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, enforcement of rules and maintenance, repair and replacement of the common elements with 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 granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.
- i. To employ personnel to perform the services required for proper operation of the condominium.

3.3 All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the condominium in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.

IV.

Members

4.1 The members of the Association shall consist of all the record owners, by deed or otherwise, of condominium units in JORDAN HILLS PROFESSIONAL CENTER, A CONDOMINIUM; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 Change of membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed, or other instrument establishing a record title to the units in the condominium, the delivery to the Association of a certified copy of such

instrument and, if required, receipt of approval from the Association. The owner or owners designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated and transferred in any manner except as an appurtenance to his unit.

4.4 The owner of each unit shall be entitled to vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association and the Condominium Declaration.

V.

Board of Directors

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of such determination shall consist of three directors. The initial Directors and Directors specifically referenced herein need not be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may resign or be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

5.3 The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Rodney L. Anthony	1550 S. Highland Avenue, Suite A Clearwater, FL 33756
Timothy K. Mariani	1550 S. Highland Avenue, Suite B Clearwater, FL 33756
Curtis M. Crider	1550 S. Highland Avenue, Suite C Clearwater, FL 33756

At 4:30

VI.

Officers

The affairs of the Association shall be administered by the officer holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors 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 or until such officer resigns. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Rodney L. Anthony	1550 S. Highland Avenue, Suite A Clearwater, FL 33756
Secretary	Timothy K. Mariani	1550 S. Highland Avenue, Suite B Clearwater, FL 33756
Treasurer	Curtis M. Crider	1550 S. Highland Avenue, Suite C Clearwater, FL 33756

VII.

Registered Agent and Office

The street address of the initial registered office of the Association shall be 1550 S. Highland Avenue, Clearwater, FL 33756. The initial registered agent for the Association at the above address shall be Curtis M. Crider.

VIII.

Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IX.

Bylaws

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

X.

Amendments

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

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present, in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

a. Such approvals must be by unanimous vote of (i) the entire membership of the Board of Directors and by (ii) the entire membership of the Association.

10.3 Provided, however, that no amendment shall make any change in Section 3.3 of Paragraph III, without approval in writing by all members and the joinder of all owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

10.4 A copy of each amendment shall be filed with and certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

XI.

Term

The term of the Association shall be perpetual.

XII.

Incorporator

The name and address of the subscriber to these Articles of Incorporation is as follows:

Name

Curtis M. Crider

Address

1550 S. Highland Avenue
Clearwater, FL 33756

IN WITNESS WHEREOF, the undersigned has affixed his signature this 4 day of January, 2023.



Curtis M. Crider

2023 JAN 10 11:14 AM

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR
SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, JORDAN HILLS PROFESSIONAL CENTER ASSOCIATION, INC., desiring to incorporate under the laws of the State of Florida, hereby designates Curtis M. Crider, located at 1550 S. Highland Avenue, Suite C, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation; at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Dated this 4 day of January 2023.



Curtis M. Crider

2023 JAN 10 10:45:30