

N 9600.0003704



PRESIDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 014604 80745A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 10, 1996

ORDER TIME : 9:22 AM

ORDER NO. : 014604

CUSTOMER NO: 80745A

CUSTOMER: Jeffrey C. Sweet, Esq.
FINK & SWEET
149 East International
Speedway Blvd.
Daytona Beach, FL 32118

07/10/96-01075-030
***122.50 ***122.50

DOMESTIC FILING

NAME: THE CLYDE MORRIS PROFESSIONAL
CENTRE CONDOMINIUM
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

2295-671
W96-14422
703.

7/15/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 19 AM 11:48



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 12, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE CLYDE MORRIS PROFESSIONAL CENTRE CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: W96000014422

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 10 AM 11:48

RESUBMIT

Please give original
submission date as file date

We have received your document for THE CLYDE MORRIS PROFESSIONAL CENTRE CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article 6 states there will be two (2) director(s), whereas three (3) is/are listed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 596A00034028



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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July 10, 1996

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE CLYDE MORRIS PROFESSIONAL CENTRE CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: W96000014422

We have received your document for THE CLYDE MORRIS PROFESSIONAL CENTRE CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 596A00033601

EFFECTIVE DATE

7/9/96

EXHIBIT B
TO DECLARATION OF CONDOMINIUM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUL 10 AM 11:48

ARTICLES OF INCORPORATION
OF
THE CLYDE MORRIS PROFESSIONAL CENTRE CONDOMINIUM ASSOCIATION, INC.
(A Corporation not for profit under the
laws of the State of Florida.)

The undersigned hereby associate themselves into a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1.

NAME

The name of the corporation shall be The Clyde Morris Professional Centre Condominium Association, Inc. For convenience the corporation shall be referred to in this instrument as the "Association."

ARTICLE 2.

PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity for the operation and management of The Clyde Morris Professional Centre, Phase I and Phase II, a Condominium, located at 290 Clyde Morris Boulevard, Ormond Beach, Volusia County, Florida (the "Condominium"), and to undertake the duties and acts incident to administration, management and operation of said Condominium.

2.2 The Association shall make no distributions of income to its members, directors or officers, being conducted as a non-profit organization for the benefit of its members.

ARTICLE 3.

POWERS

The Association shall have the following powers:

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 Chapter 718, Florida Statutes (the "Condominium Act"), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

a. To make and establish reasonable rules and regulations governing the use of the Suites and the Common Elements of the Condominium.

b. To make and collect assessments against members of the Association as Suite Owners to defray the costs, expenses and losses of the Condominium.

c. To use the proceeds of assessments in the exercise of its powers and duties.

d. To maintain, repair, replace, operate and manage the property comprising the Condominium, including the right to reconstruct improvements after casualty and to make further improvements to the Condominium Property.

e. To purchase insurance upon the Condominium Property and insurance for the protection of the Association.

f. To approve or disapprove the transfer, leasing, mortgaging and ownership of Suites if such approval is required by the Declaration of Condominium and By-Laws.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association and the rules and regulations governing the use of the Condominium Property.

h. To contract for the management of the Condominium and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

i. To contract for the management or operation of portions of the Common Elements susceptible to separate management or operation.

j. To employ personnel to perform the services required for proper operation of the Condominium.

k. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Condominium aforementioned.

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

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE 4.

MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members

shall be as follows:

4.1 The members of the Association shall consist of all of the record Owners of Suites in the Condominium. No other persons or entities shall be entitled to membership except as provided in Paragraph 4.5 of this Article 4. After termination of the Condominium, the members of the Association 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 Volusia County, Florida, a deed or other instrument establishing a record title to a suite in the Condominium. The Owner or Owners designated by such instrument thus becomes a member of the Association and the membership of the prior Owner is terminated. The Association may require delivery to the Association of a true copy of the recorded deed as a condition of permitting a member to vote and to use the Common Elements.

4.3 The interest 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 his Suite. The funds and assets of the Association belong solely to the Association subject to the limitation that same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may be hereafter adopted.

4.4 On all matters upon which the membership shall be entitled to vote, there shall be one vote appurtenant to each Suite, which vote shall be exercised or cast in the manner provided in the By-Laws of the Association.

4.5 Until such time as the Declaration of Condominium is recorded, the membership of the Association shall be comprised of the subscribers of these Articles, each of whom shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote.

ARTICLE 5. PRINCIPAL OFFICE

The principal office of the Association shall be located at 17 Broadriver Road, Ormond Beach, Florida, 32174, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE 6. DIRECTORS

6.1 The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than five (5) directors. After turnover of association control from the Developer to the Suite Owner, the number of members of the Board of Directors shall be as provided from time to time by the By-Laws of the Association, and in the absence of such determination shall consist of five (5) directors. Directors need not be members of the Association.

6.2 Directors of the Association shall be selected and designated at the annual meeting of the members in the manner determined by 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.

6.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors have qualified, are as follows:

Paul F. Holub, Jr.

Post Office Box 730086
Ormond Beach, FL 32173-0086

John F. Cullen, Jr.

1199 W. Granada Boulevard
Ormond Beach, FL 32175

James C. Sweet

149 East International Speedway Boulevard
Daytona Beach, FL 32118

6.4 The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE 7.

OFFICERS

The affairs of the Association shall be administered by the officers who shall be appointed by and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME TITLE

ADDRESS

Paul F. Holub, Jr. President

Post Office Box 730086
Ormond Beach, FL 32173-0086

John F. Cullen, Jr. -
Secretary/Treasurer

1199 W. Granada Boulevard
Ormond Beach, FL 32175

ARTICLE 8.

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association, to the extent the Association is insured, against all expenses and liabilities, including reasonable attorneys' fees, incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part of 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 approved such settlement and reimbursement as being for the best interests 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.

ARTICLE 9.
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 by the By-Laws.

ARTICLE 10.
TERM

The effective date upon which this Association shall come unto existence shall be the date of subscription and acknowledgment of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE 11.
AMENDMENTS

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

11.1 A Resolution for the adoption of a proposed amendment may be proposed by the Board of Directors or any Owner of a Suite in the Condominium whether meeting as members or by instrument in writing signed by them.

11.2 Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a day no sooner than ten (10) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed to or presented personally to each member not less than seven (7) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be assumed to be properly given when deposited in the United States Mail, addressed to the member at his post office address as it appears on the records of the Association, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting,

shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of two thirds (2/3) of the members of the Association in order for such amendment or amendments to become effective.

A copy of each amendment, after it has become effective, shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Volusia County, Florida, promptly after the same are so registered.

11.3 At any meeting held to consider any amendment or amendments of these Articles of Incorporation, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

11.4 In the alternative, an amendment may be made by an agreement executed by all the record owners of all Suites with the formality required for a deed.

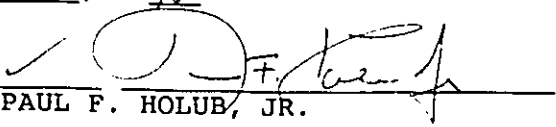
11.5 No amendment shall make any changes in the qualification for membership, nor any change in Section 3.3 of Article 3 hereof. without approval in writing of all members and the joinder of all record owners of mortgages upon the Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. No amendment shall make any change in the voting rights of members unless the members whose rights are affected and the holders of mortgages encumbering their suites consent in writing to such change.

ARTICLE 12.
SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

NAME	ADDRESS
Paul F. Holub, Jr.	Post Office Box 730086 Ormond Beach, FL 32173-0086
John F. Cullen, Jr.	1199 W. Granada Blvd. Ormond Beach, FL 32175

IN WITNESS WHEREOF, the subscribers have affixed their signatures this the 27th day of July, 1996.


PAUL F. HOLUB, JR.

John F. Cullen, Jr.
JOHN F. CULLEN, JR.

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, the undersigned authority, personally appeared Paul F. Holub, Jr. and John F. Cullen, Jr., who after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 9th day of July, 1996.

Helen T. Ferrence
Notary Public, State of Florida My
Commission expires:



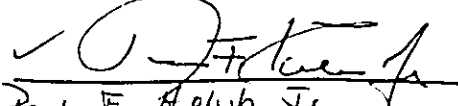
HELEN T. FERRENCE
MY COMMISSION # CC350846 EXPIRES
March 14, 1998
BONDED THRU TROY FAIR INSURANCE, INC

CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 10 AM 11:48

Pursuant to Section 48.091, Florida Statutes, The Clyde Morris Professional Centre Condominium Association, Inc., desiring to incorporate under the laws of the State of Florida hereby designates Paul F. Holub, Jr. at 17 Broadriver Road, Ormond Beach, Florida, 32174 as its Registered Agent and the street address of its office, respectively, for the service of process within the State of Florida.

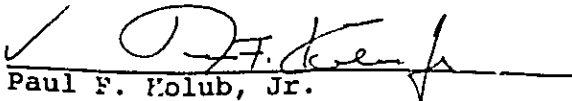
THE CLYDE MORRIS PROFESSIONAL CENTRE
CONDOMINIUM ASSOCIATION, INC.

By: ✓ 

Paul F. Holub Jr.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the foregoing designation as Registered Agent of The Clyde Morris Professional Centre Condominium Association, Inc. for the service of process within the State of Florida.

✓ 
Paul F. Holub, Jr.