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FILING COVER SHEET

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DATE: 11-7-97

CONTACT NAME: ~~CINDY HICKS~~ Kevin Roberts

REQUESTOR NAME: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301

TELEPHONE: 904-222-1173

AUTHORIZATION: 

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CORPORATION NAME: Walden Lake Professional Center Association, Inc.

DOCUMENT NUMBER: _____
(if known)

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|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> CERT. OF AUTHORITY | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> UCC 1 | <input type="checkbox"/> UCC 3 |

- ☐ CERTIFIED COPY
- ☒ CERTIFICATE OF STATUS
- ☒ PLAIN STAMPED COPY

COST LIMIT

78.75

- | | | |
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| <input type="checkbox"/> CALL WHEN READY | <input type="checkbox"/> CALL IF PROBLEM | <input type="checkbox"/> AFTER 4:30 |
| <input type="checkbox"/> WALK IN | <input type="checkbox"/> WILL WAIT | <input type="checkbox"/> PICK UP |
| <input type="checkbox"/> MAIL OUT | | |

FILED
97 NOV -7 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV -7 AM 11:52
DIVISION OF CORPORATION

Handwritten signature and date: 11/10/97

ARTICLES OF INCORPORATION
OF
WALDEN LAKE PROFESSIONAL CENTER ASSOCIATION, INC.

FILED
97 NOV -7 PM 2:42

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, *Florida Statutes*, hereby makes, subscribes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation.

ARTICLE I

DECLARATION OF PROTECTIVE COVENANTS

The Development is subject to that certain Declaration of Protection Covenants for Walden Lake Professional Center (hereinafter the "Declaration") as amended from time to time, recorded among the Public Records of Hillsborough County, Florida at O.R. Book 7539, Page 1622. All capitalized terms as used herein shall be as defined in these Articles of Incorporation, or if not so defined, the said terms shall be as defined in the Declaration.

ARTICLE II

NAME

The name of the corporation is WALDEN LAKE PROFESSIONAL CENTER ASSOCIATION, INC. (the "Association"). The mailing address for the Association is 1701 S. Alexander St., Suite 113, Plant City, Florida 33567.

ARTICLE III

TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation in the office of the Secretary of the State of Florida and the Association shall have perpetual existence thereafter. Any dissolution of the Association shall comply with the Declaration.

ARTICLE IV

PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect to its Members, and its primary purposes are:

A. To promote the health, safety and social welfare of the Owners of all Building Sites located within Walden Lake Professional Center, a professional office and commercial center location in Plant City, Hillsborough County, Florida (the "Development");

B. To own, if conveyed to the Association by the Declarant, and maintain, repair and replace the Common Areas to the extent the obligation to maintain and repair the Common Area or other Development improvements has been delegated to and is accepted by the Association.

C. To establish, monitor, maintain and improve all development specifications for any improvement to a Building Site, including but not limited to, design, appearance, elevation, materials and location of the Improvements as well as landscaping around all said Improvements, including walls, fences, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain on a building site, as well as the alteration, improvement, addition and/or change thereto.

D. To provide for any other services the responsibility for which has been or may be accepted by the Association, and the capital improvements and equipment related thereto, if any.

E. To provide, purchase, acquire, replace, improve, maintain and/or repair such real property, buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the Members of the Association, as the Board of Directors of the Association, in its discretion determines necessary, appropriate or convenient in accordance with the Declaration.

F. To operate without profit for the sole and exclusive benefit of its Members.

G. To perform all the functions set forth in the Declaration contemplated to be performed by the Association, and undertaken by the Board of Directors of the Association.

H. To engage in all other lawful business not inconsistent with the letter and spirit of the Declaration.

ARTICLE V

QUALIFICATION AND ADMITTANCE OF MEMBERS

The qualifications for Members and the manner of their admission shall be as provided for in the Bylaws of the Association.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator signing these Articles are:

Jeffrey C. Spilman	1701 S. Alexander St. Suite 113 Plant City, FL 33567
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ARTICLE VII

BOARD OF DIRECTORS

The Association shall be governed by a Board of Directors consisting of three (3) members. The initial Board of Directors shall consist of three (3) persons whose names and addresses are:

Jeffrey C. Spilman	1701 S. Alexander St. Suite 113 Plant City, FL 33567
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James P. Dietz	1701 S. Alexander St. Suite 113 Plant City, FL 33567
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Gary Nelson	1701 S. Alexander St. Suite 113 Plant City, FL 33567
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In the event of a vacancy on the Board of Directors, the vacancy shall be filled by the majority vote of the remaining Directors.

ARTICLE VIII

MANAGEMENT OF ASSOCIATION

The affairs of the Association are to be managed by a President, a Vice President, a Secretary, a Treasurer and such other Officers as the Bylaws of the Association may provide for from time to time. All Officers shall be elected by the Board at the first meeting of the Board of Directors following the annual meeting of the Association and shall hold office until the next succeeding annual election of Officers or until their successors are elected and shall qualify.

The names of the Officers who are to serve until the first meeting of the Board following the annual meeting of the Association are:

Jeffrey C. Spilman
Gary Nelson
Debra K. Trovillo

President
Vice President
Secretary and Treasurer

In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board of Directors.

ARTICLE IX

VOTING

A. Membership. Every fee simple Owner (which term includes the Declarant) of a Building Site is a member of the Association (hereinafter referred to as "Member") during the period such Owner holds its fee simple interest. If fee simple title to a Building Site is held by more than one person, such Owners shall select one of the Owners to represent all of such Owners as a Member in the Association and file such selection with the Secretary. An Owner of more than one Building Site is entitled to one membership for each Building Site owned. Each membership is appurtenant to the Building Site upon which is based and is transferred automatically by conveyance of fee simple title to that Building Site. No person other than a fee simple Owner of a Building Site may be a Member of the Association, and no membership in the Association may be transferred except by the transfer of title to a Building Site; provided, however, the foregoing shall not be construed to prohibit the assignment of membership and voting rights by an Owner who is a contract seller to his vendee in possession.

B. Voting. Each Member shall have one (1) vote for each Building Site owned (exclusive of Common Areas or areas dedicated to a public authority or the Association) as provided in the Declaration.

C. Outstanding Number of Votes. The total number of outstanding votes (the "Outstanding Votes") in the Association may vary from time to time depending upon the number of Building Sites sold to a third party by the Developer.

ARTICLE X

QUORUM

Fifty and one-tenth percent (50.1%) of the voting interest of Members entitled to vote must be present in person, or present by valid proxy, to constitute quorum. A quorum shall be required at all meetings of the membership for the transaction of business, except as otherwise provided by statute or by the Declaration. If

a quorum cannot be reached at any meeting of the membership, the meeting may be adjourned and reconvened without notice other than announcement at the meeting. At the reconvened meeting, a quorum may be reached if one-third (1/3) of the voting interest of Members entitled to vote are present in person or by valid proxy. Adjourned and reconvened meetings shall be at least three (3) days apart and, if a quorum is reached, any business may be transacted which might have been transacted at the adjourned meeting.

ARTICLE XI

SHARES OF STOCK

This Association shall never have nor issue any shares of stock or membership certificates, nor shall this Association distribute any part of the income of this Association, if any, to its Members, Directors or Officers. However, this Association shall not be prohibited from reasonably compensating its Members, Directors, or Officers for services rendered, nor shall the Association be prohibited from making any payments or distributions to Members of benefits, monies or properties permitted by Chapter 617, Florida Statutes.

ARTICLE XII

POWERS

The Association shall have all the powers set forth and described in Chapter 617, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by the Declaration, these Articles of Incorporation and the Bylaws of the Association.

ARTICLE XIII

INDEMNIFICATION

The Association shall indemnify all persons who may serve or who have served at any time as Directors or Officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party, or which may be asserted against any of them, by reason of having been a Director or Officer of the Association, except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such Director or Officer may otherwise be entitled.

ARTICLE XIV

VALIDITY OF CONTRACTS

In the absence of fraud, no contract or other transaction between this Association or any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this Association is pecuniarily or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XV

BYLAWS

The Bylaws of this Association are to be adopted by a majority vote of the Directors and said Bylaws may not be altered, amended, rescinded or added to except as provided for in said Bylaws.

ARTICLE XVI

AMENDMENT

These Articles of Incorporation may be amended, altered, rescinded or added to by appropriate resolution approved by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board and accepted by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting. Any Member of this Association may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Notwithstanding the foregoing, so long as Declarant owns any portion of the Property, any changes in the Articles of Incorporation may be made only by unanimous vote of the Board of Directors.

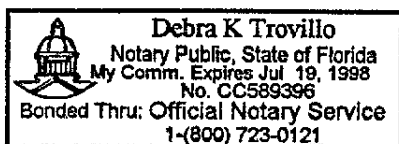
Dated: Nov. 3, 1997


Jeffrey C. Spelman, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared Jeffrey C. Spilman, who, after being duly sworn, according to law, deposes and says that he is competent to contract and further acknowledges that he did subscribe to the foregoing Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunder set my hand and seal at Hillsborough County, Florida, this 3 day of NOVEMBER, 1997.



Debra K. Trovillo
NOTARY PUBLIC
Name: Debra K. Trovillo
Serial #: CC589396
My Commission Expires: 7/19/98

DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

The initial registered agent of this Association shall be Jeffrey C. Spilman. The initial registered office and principal place of business of this Association shall be 1701 S. Alexander St., Suite 113, Plant City, FL 33567.

ACCEPTANCE

Having been named registered agent to accept service of process for the Association, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.

Jeffrey C. Spilman
Jeffrey C. Spilman
Registered Agent

2303-367/401267.01

FILED
97 NOV -7 PM 2:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA