

*N98000105386*

WALLER LANSDEN DORTCH & DAVIS

A PROFESSIONAL LIMITED LIABILITY COMPANY

NASHVILLE CITY CENTER

511 UNION STREET, SUITE 2100

POST OFFICE BOX 198966

NASHVILLE, TENNESSEE 37219-8966

(615) 244-6380

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 16 PM 2:51

FACSIMILE  
(615) 244-6804

809 SOUTH MAIN STREET  
P. O. Box 1035  
COLUMBIA, TN 38402-1035  
(931) 388-6031

Roberta R. Sanders  
(615) 780-2865  
rsanders@wallerlaw.com

September 15, 1998

VIA FEDERAL EXPRESS

400002640774--8  
-09/16/98--01043--015  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation - Memorial Healthcare Plaza  
Association, Inc.

Dear Sir/Madam:

Enclosed please find the original of the Articles of Incorporation for Memorial Healthcare Plaza Association, Inc. for filing, together with a photocopy to be certified and a check in the amount of \$122.50 to cover the cost of filing. Please return the certified copy of the filed Articles to my attention.

Please let me know if you have any questions on the enclosed or if you have any additional needs. My direct telephone number is (615) 780-2865.

Yours truly,

*Roberta R. Sanders*

Roberta R. Sanders  
Legal Assistant

cc: Stephen C. Baker, Esq.  
Graham Bayliss

**ARTICLES OF INCORPORATION  
OF  
MEMORIAL HEALTHCARE PLAZA ASSOCIATION, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 16 PM 2:51

**A Florida Nonprofit Corporation**

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit pursuant to Chapter 617 of the Florida Statutes and do hereby adopt the following Articles of Incorporation.

**ARTICLE I      NAME**

The name of this corporation shall be:

**MEMORIAL HEALTHCARE PLAZA ASSOCIATION, INC.** (hereinafter referred to as the "Corporation").

**ARTICLE II      OFFICE**

The principal office of the Corporation shall be c/o Memorial Hospital Jacksonville, 3625 University Boulevard, South, Jacksonville, Florida 32216 or such other place as the Board of Directors may designate.

**ARTICLE III      REGISTERED AGENT/OFFICE**

The name of the Corporation's registered agent in the State of Florida is William Buck, the location of the registered office of the Corporation in the State of Florida is c/o Memorial Hospital Jacksonville, 3625 University Boulevard South, Jacksonville, Florida 32216.

**ARTICLE IV      NON-PROFIT STATUS**

The Corporation shall not engage in any activity involving pecuniary gain, incidentally or otherwise, to its members, and shall not pay dividends or other pecuniary remuneration, directly or indirectly, to its members. The Corporation is not organized for profit and has not stated capital. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth herein.

## ARTICLE V      PURPOSE

The purposes for which the Corporation is organized are:

- (a) To operate, manage, maintain and administer the affairs of Memorial Healthcare Plaza, a Condominium, established by a Declaration of Condominium recorded in Book 8156, page 326 of the Public Records of Duval County, Florida.
- (b) To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of Memorial Healthcare Plaza, a Condominium in accordance with the Declaration of Condominium, the Bylaws of the Corporation, and the Florida Condominium Act, Chapter 718 of the Florida Statutes (hereinafter referred to as the "Act"); and to exercise all powers permitted by the Florida Not-for-Profit Corporation Act.

## ARTICLE VI      MEMBERS

The Corporation is to have members, and each Unit Owner, as that term is defined in the Declaration of Condominium shall be a member of the Corporation and no other person or entity shall be entitled to membership. No Unit Owner shall be required to pay any consideration whatsoever solely for his membership in the Corporation.

## ARTICLE VII      TRANSFER/VOTING

(a) The share of a Unit Owner in the funds and assets of the Corporation cannot be assigned, pledged or transferred in any manner except as an appurtenance to his Unit in the Condominium Project.

(b) Except as otherwise provided in the Act, the Declaration of Condominium and the Bylaws, each Unit Owner shall be entitled to a vote, the value of which shall equal the total of the percentage ownership allocated to the Units owned by such Unit Owner as set forth in the Declaration of Condominium.

(c) No Unit Owner other than the Developer shall be entitled to vote at any meeting of the Corporation until he has presented evidence of ownership of a Unit in the Condominium Project to the Corporation. The vote of each Unit Owner may only be cast by such Unit Owner or by a proxy (subject to the limitations contained in the Act), given by such Unit Owner to his duly authorized representative. If title to a Unit shall be in the name of two or more persons as Unit Owners, any one of such Unit Owners may vote as the Unit Owner of the Unit at

any meeting of the Corporation and such vote shall be binding on such other Unit Owners who are not present at such meeting until written notice to the contrary has been received by the Corporation, in which case the unanimous action of all such Unit Owners (in person or by proxy) shall be required to cast their vote as Unit Owners. If two or more of such Unit Owners are present at any meeting of the Corporation, the unanimous action shall also be required to cast their vote as Unit Owners.

(d) A Unit Owner in default with respect to any provision of the Declaration of Condominium or the Bylaws shall not be entitled to vote at any meeting of the Corporation so long as such default is in existence.

(e) The terms "Unit Owner," "Unit," "Condominium Project" and "Developer," as used herein, shall have the same meaning as set forth in the Declaration of Condominium.

#### **ARTICLE VIII DIRECTORS**

(a) The number of Directors of the Corporation shall be fixed by the Bylaws of the Corporation but shall not be less than three (3). The Directors of the Corporation shall be appointed by the Vice President of the Developer until after conveyance by deed to Unit Owners other than the Developer of fifteen percent (15%) of the Units in the Condominium Project. After such time, the Directors shall be elected by the members as provided in the Bylaws of the Corporation to serve in accordance with the terms of office established in such Bylaws.

(b) The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as initial Directors are:

<u>Name:</u>	<u>Address:</u>
Rex Etheredge	c/o Memorial Hospital Jacksonville 3625 University Boulevard South Jacksonville, Florida 32216
William Buck	c/o Memorial Hospital Jacksonville 3625 University Boulevard South Jacksonville, Florida 32216
David Meltzer	c/o Memorial Hospital Jacksonville 3625 University Boulevard South Jacksonville, Florida 32216

(c) Directors may take any action which they are required or permitted to take without a meeting on written consent, setting forth the action so taken, signed by all of the Directors entitled to vote thereon.

#### ARTICLE IX INCORPORATORS

The names and addresses of the incorporators of the Corporation are as follows:

<u>Name:</u>	<u>Address:</u>
Rex Etheredge	c/o Memorial Hospital Jacksonville 3625 University Boulevard South Jacksonville, Florida 32216
William Buck	c/o Memorial Hospital Jacksonville 3625 University Boulevard South Jacksonville, Florida 32216
David Meltzer	c/o Memorial Hospital Jacksonville 3625 University Boulevard South Jacksonville, Florida 32216

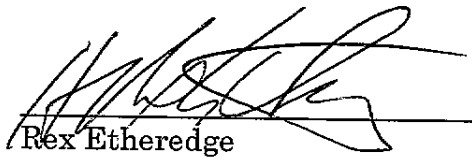
#### ARTICLE X AMENDMENT TO ARTICLES

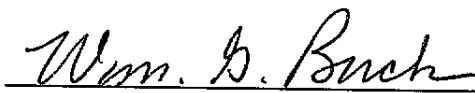
These Articles of Incorporation may be amended by the affirmative vote of the members possessing the Required Vote as defined in the Declaration.

#### ARTICLE XI TERM OF EXISTENCE

Existence of this Corporation shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation as of this 6th day of August, 1998.

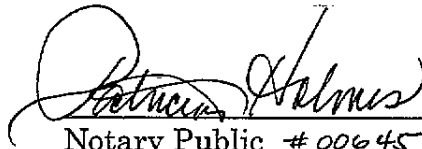
  
Rex Etheredge

  
William Buck

  
David Meltzer

STATE OF FLORIDA  
COUNTY OF DUVAL

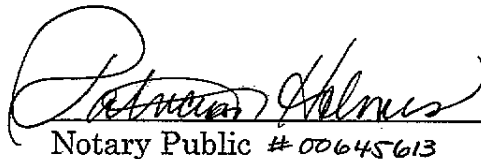
The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of August, 1998 by Rex Etheredge. He ☒ is personally known to me or ☒ has proved to me on basis of satisfactory evidence to be the person who executed this instrument

  
Notary Public # 00645613

My Commission Expires: 5-8-2001

STATE OF FLORIDA  
COUNTY OF DUVAL

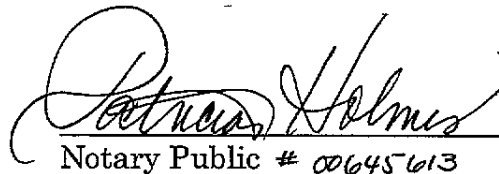
The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of August, 1998 by William Buck. He ☒ is personally known to me or ☒ has proved to me on basis of satisfactory evidence to be the person who executed this instrument.

  
Notary Public # 00645613

My Commission Expires: 5-8-2001

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of August, 1998 by David Meltzer. He ☒ is personally known to me or ☒ has proved to me on basis of satisfactory evidence to be the person who executed this instrument.

  
Notary Public # 00645613

My Commission Expires: 5-8-2001

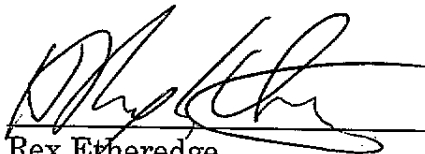
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 16 PM 2:51

**CERTIFICATE NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

That **MEMORIAL HEALTHCARE PLAZA ASSOCIATION, INC.**, a not-for-profit corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, located in the City of Jacksonville, County of Duval, State of Florida, has named William Buck, whose address is c/o Memorial Hospital Jacksonville, 3625 University Boulevard, South, Jacksonville, Florida 32216, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statute relative to keeping open said office.

  
Rex Etheredge