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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Dickinson Office Park  
Owners Association  
elnc

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- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: LS

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ARTICLES OF INCORPORATION

OF

DICKINSON OFFICE PARK OWNERS' ASSOCIATION, INC.

(A Corporation Not for Profit)

By these Articles of Incorporation, the undersigned Subscribers form a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("These Articles");

ARTICLE I

NAME

The name of this Corporation shall be **DICKINSON OFFICE PARK OWNERS' ASSOCIATION, INC.** For convenience the corporation shall be referred to in this instrument as the "Association."

ARTICLE II

DURATION

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these articles with the Florida Department of State.

ARTICLE III

DEFINITIONS

The following words shall have the definitions set forth below for the purposes of these Articles:

3.1 "Association" shall mean and refer to Dickinson Office Park Owners' Association, Inc., a Florida corporation not for profit, or its successors or assigns.

3.2 "Bylaws" shall mean the Bylaws adopted by the Board of Directors and as amended from time to time.

3.3 "Common Property" shall mean and refer to all real property and any improvements located thereon, and all personal property, from time to time intended to be devoted to the use and enjoyment of all Members of the Association and maintained by the Association at Common Expense.

3.4 "The Declarant" shall mean and refer to Joshua C. Dickinson and Sarah B. Dickinson, and their successors and assigns, except that such successors and assigns shall not have any rights or obligations of the Declarant under the Declaration unless such rights and obligations are specifically set forth in the instrument of succession or assignment, or unless such rights pass by operation of law.

3.5 "Declaration " shall mean the Declaration of Covenants, Conditions and Restrictions as recorded in the Public Records of Alachua County, Florida, for Dickinson Office Park.

3.6 "Lot" shall mean and refer to an individual parcel of property on which one or more buildings may be constructed and shall include parcels conveyed by Declarant to third parties. The Property shall be comprised of three (3) Lots as shown on Exhibit B of the Declaration.

3.7 "The Property" shall mean and refer to the real property described in Exhibit "A" of the Declaration.

3.8 "Owner" shall mean and include the owner of any Lot.

3.9 "Member" shall mean and refer to all those Owners who are Members of the Association as provided in Article VII of these Articles of Incorporation.

#### **ARTICLE IV**

##### **PRINCIPAL OFFICE**

The principal office of the Association in the State of Florida is located at 6124 SW 30 Avenue, Gainesville, Florida 32608. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### **ARTICLE V**

##### **REGISTERED OFFICE AND AGENT**

SARAH B. DICKINSON, whose address is 6124 SW 30 Avenue, Gainesville, Florida 32608, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

## **ARTICLE VI**

### **PURPOSE AND POWERS OF THE ASSOCIATION**

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to provide for, among other things, the improvement, maintenance, preservation and architectural control of the Property and Common Property and to promote the recreation, health, safety and welfare of the Owners. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Property and Common Property within its jurisdiction.

## **ARTICLE VII**

### **MEMBERSHIP**

Each Owner, including the Declarant, shall be a Member of the Association as provided in the Declaration. The Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot, and then only to the transferee of said title thereto. Any transfer of title to a Lot shall operate automatically to transfer the membership of the Association appurtenant thereto to the new Owner thereof.

## ARTICLE VIII

### VOTING RIGHTS

8.1 Voting Rights. The Association shall have two (2) classes of voting membership:

a. Class "A". Class "A" Members shall be all Owners of Lots with the exception of the Declarant. Each Class "A" Member shall be entitled on all issues to one (1) vote for each Lot it owns.

b. Class "B". The Class "B" Members shall be the Declarant and any successor of the Declarant who takes title to and to whom Declarant assigns in writing one or more of the Class "B" votes. The Class "B" Members shall be entitled to four (4) votes. Thereafter, the number of Class "B" votes shall be reduced by one (1) vote for each Class "A" vote from time to time existing in the Association. The Class "B" membership shall terminate and become converted to Class "A" membership upon the happening of the earlier of the following:

- (1) When the total outstanding Class "A" votes in the Association equal the total outstanding Class "B" votes; or
- (2) Five (5) years from the date of recording of the Declaration; or
- (3) When, in its discretion, the Declarant so determines; or
- (4) When Declarant no longer owns any portion of the Property.

From and after the happening of any one of these events, the Declarant shall call a meeting as provided in the Bylaws for special meetings to advise the Association membership of the termination of the Class "B" status.

The Class "B" Members shall cast on all issues their votes as they among themselves determine. It shall be permitted for the Declarant to retain and cast all Class "B" votes.

8.2 Multiple Owners. Each vote in the Association must be cast by a single vote, and fractional votes shall not be allowed unless in a Class "B" vote. In the event that joint or multiple Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast a vote on behalf

of a particular Lot, it shall thereafter be conclusively presumed for all purposes that he/she was, or they were, acting with the authority and consent of all the Owners thereof.

#### **ARTICLE IX**

##### **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of not less than three (3), nor more than five (5) Directors who need not be Members. The initial board shall be comprised of three (3) persons. The following persons shall constitute the first Board of Directors until appointment or election of their successors made in accordance with the provisions of the Bylaws:

<u>NAME</u>	<u>ADDRESS</u>
SARAH B. DICKINSON	6124 SW 30th Avenue Gainesville, FL 32608
JOSHUA C. DICKINSON	6124 SW 30th Avenue Gainesville, FL 32608
DAWN PETRELLA	10216 SW 41 Avenue Gainesville, FL 32607

#### **ARTICLE X**

##### **OFFICERS**

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they 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 as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	SARAH B. DICKINSON	6124 SW 30th Avenue Gainesville, FL 32608
Vice-President	JOSHUA C. DICKINSON	6124 SW 30th Avenue Gainesville, FL 32608
Secretary/ Treasurer	DAWN PETRELLA	10216 SW 41 Avenue Gainesville, FL 32607

## ARTICLE XI

### INDEMNIFICATION

11.1 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 on him/her in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a Director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he/she is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association 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 exclusive of all other rights to which such Director or officer may be entitled.

11.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested Directors upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that he/she is not to be indemnified by the Association as authorized by these Articles.

11.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of another association, against any liability asserted against him/her

and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the association would have the power to indemnify him against such liability under the provisions of these Articles.

## **ARTICLE XII**

### **BYLAWS**

The 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.

## **ARTICLE XIII**

### **AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

13.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or special meeting.

13.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

13.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

13.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

13.5 Agreement. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their



intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 through 13.3 had been satisfied.

13.6 Action Without Directors. The Members may amend these Articles without the act of the Directors at a meeting for which notice of the changes to be made was given.

13.7 Limitations. No amendment shall make changes in the qualification for Members nor the voting rights of Members without approval in writing of all Members. No amendment shall be made that is in conflict with the Declaration. So long as the Declarant shall own any of the Property, no Declarant related amendment shall be made to the Declaration, or the Articles or the Bylaws of the Association unless such amendment is first approved in writing by the Declarant. Any amendment shall be deemed to be Declarant related if it does any of the following:

a. Directly or indirectly by its provisions or in practical application relate to the Declarant in a manner different from the manner in which it relates to other Owners;

b. Modifies the definitions provided for by Article I of the Declaration in a manner which alters the Declarant's rights or status;

c. Modifies or repeals any provision of Article II of the Declaration;

d. Alters the character or rights of membership as provided for by Article III of the Declaration or affects or modifies in any manner whatsoever the rights of the Declarant as a Member of the Association;

e. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;

f. Denies the right of the Declarant to convey to the Association Common Property;

g. Modifies the basis or manner of assessment as applicable to the Declarant or any lands owned by the Declarant;

h. Alters or repeals any of the Declarant's rights or any provision applicable to the Declarant's rights as provided for by any such provision of the Declaration.

13.8 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Alachua County, Florida.

#### ARTICLE XIV

##### SUBSCRIBERS

The name and address of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
SARAH B. DICKINSON	6124 SW 30th Avenue Gainesville, FL 32608
JOSHUA C. DICKINSON	6124 SW 30th Avenue Gainesville, FL 32608
DAWN PETRELLA	10216 SW 41 Avenue Gainesville, FL 32607

#### ARTICLE XV

##### NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned Subscribers have caused these presents to be executed as of the 23 day of November, 1998.

Signed, sealed and delivered  
in our presence as witnesses:

Vicki R. Brant  
Carol W. Overacker  
Vicki R. Brant  
Carol W. Overacker

Sarah B. Dickinson  
SARAH B. DICKINSON  
Joshua C. Dickinson  
JOSHUA C. DICKINSON

Vicky R Grant  
Judy Jones

Dawn Petrella  
DAWN PETRELLA

STATE OF FLORIDA  
COUNTY OF ALACHUA

23 The foregoing instrument was acknowledged before me this  
day of November, 1998, by SARAH B. DICKINSON.



Carol W. Overacker  
MY COMMISSION # CC510630 EXPIRES  
March 28, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

Carol W. Overacker  
NOTARY PUBLIC  
Printed Name:  
Commission No.:

Personally known \_\_\_\_\_ OR Produced Identification ☒

Type of Identification Produced: Drivers License

STATE OF FLORIDA  
COUNTY OF ALACHUA

23 The foregoing instrument was acknowledged before me this  
day of November, 1998, by JOSHUA C. DICKINSON.



Carol W. Overacker  
MY COMMISSION # CC510630 EXPIRES  
March 28, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

Carol W. Overacker  
NOTARY PUBLIC  
Printed Name:  
Commission No.:

Personally known \_\_\_\_\_ OR Produced Identification ☒

Type of Identification Produced: Drivers License

STATE OF FLORIDA  
COUNTY OF ALACHUA

23rd The foregoing instrument was acknowledged before me this  
day of November, 1998, by DAWN PETRELLA.

Judy Jones  
NOTARY PUBLIC  
Printed Name:  
Commission No.:




Judy Jones  
MY COMMISSION # CC692696 EXPIRES  
February 22, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

Personally known \_\_\_\_\_ OR Produced Identification \_\_\_\_\_

Type of Identification Produced: \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for DICKINSON OFFICE PARK OWNERS' ASSOCIATION, INC., a corporation not-for-profit, at the place designated in these Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and acknowledges she is familiar with and accepts the obligations of the position as registered agent.

  
SARAH B. DICKINSON

Dated: November 23, 1998

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