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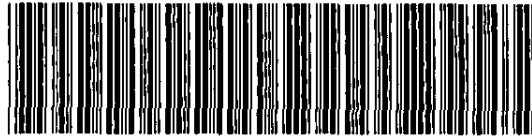
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Gardner Law  
Requester's Name

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City/State/Zip

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**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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November 8, 2012

Division of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

VIA HAND DELIVERY

SUBJECT: Midtown Business Center Condominium Association, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation of Midtown Business Center Condominium Association, Inc. with a check in the amount of \$70.00 for the filing fee.

If you have any questions, please contact me.

Very truly yours,

Amanda H. Anderson

AHA/cll

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
MIDTOWN BUSINESS CENTER CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation (the or these "Articles"):

**ARTICLE 1  
NAME AND ADDRESS**

The name of the corporation shall be MIDTOWN BUSINESS CENTER CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as Association. The principal address of the corporation is 1953 Thomasville Road, Tallahassee, Florida 32308. The Directors of the Association may change the location of the principal office of said Association from time to time.

**ARTICLE 2  
PURPOSES**

The purposes for which the Association is organized shall be the operation and management of the affairs and property of that certain commercial condominium located in Leon County, Florida, and known as MIDTOWN BUSINESS CENTER CONDOMINIUM, to perform all acts provided in the Declaration of Condominium and the Florida Condominium Act as it exists on the date hereof (the "Act").

**ARTICLE 3  
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium (the "Declaration") to be recorded in the Public Records of Leon County, Florida, unless herein provided to the contrary or unless the context otherwise requires.

**ARTICLE 4  
POWERS**

4.1 General. The Association shall have all of the statutory powers of a non-profit corporation and all of the powers and duties set forth in the Act and Declaration, as amended from time to time, except as may be limited or otherwise provided by these Articles.

4.2 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws, and the Act, provided that, in the event of conflict, the provisions of the Act shall control over those of the Declaration and Bylaws.

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## **ARTICLE 5 MEMBERS**

5.1 Membership. The members of the Association shall consist of all of the record title Owners of Units in the Condominium from time to time, and, after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.

5.2 Assignment. The share 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 the Unit for which that share is held.

5.3 Voting. The Owner of each Unit shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

5.4 Meetings. The Bylaws shall provide for an annual meeting of members, and may provide for regular and special meetings of members other than the annual meeting.

## **ARTICLE 6 TERM OF EXISTENCE**

The term for which the Association is to exist shall be perpetual, unless dissolved according to law.

## **ARTICLE 7 INCORPORATOR**

The name and address of the incorporator of this corporation is Jason C. Gaumman, whose address is 1953 Thomasville Road, Tallahassee, Florida 32308.

## **ARTICLE 8 DIRECTORS AND OFFICERS**

8.1 The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors. The initial Directors consisting of persons named by the Developer to the Board need not be members of the Association. All non-Developer Directors shall be members of the Association, or the authorized representative of the members.

8.2 Except for persons appointed by the Developer to the Board of Directors, all Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

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8.3 The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

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

President:	Jason C. Naumann 1953 Thomasville Road, Tallahassee, Florida 32308
Vice-President:	Carly D. Naumann 1953 Thomasville Road, Tallahassee, Florida 32308
Secretary/Treasurer:	Katie Power 1953 Thomasville Road, Tallahassee, Florida 32308

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## ARTICLE 9 INDEMNIFICATION

10.1 Indemnity. The Association shall indemnify any officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, employee, officer, or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, lawsuit, or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, lawsuit, or proceeding by judgment, order, settlement, conviction, or on plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner that he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

10.2 Expenses. To the extent that a Director, officer, or committee member has been successful on the merits or otherwise in defense of any action, lawsuit, or proceeding referred to in paragraph 10.1 above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually

and reasonably incurred by him or her in connection with that defense.

10.3 Advances. Expenses incurred in defending a civil or criminal action, lawsuit, or proceeding shall be paid by the Association in advance of the final disposition of such action, lawsuit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article 10.

10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of that person.

10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee member, employee, or agent of the Association, or is or was serving, at the request of the Association, as a Director officer, committee member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

## ARTICLE 9 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 in the Bylaws.

## ARTICLE 10 AMENDMENTS

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

10.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

10.2 Adoption. Amendments shall be proposed and adopted in the manner provided in F.S. Chapter 617 and in the Act (the latter to control over the former to the extent provided for in the Act).

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10.3 Limitation. No amendment shall be made that is in conflict with the Act, the Declaration, or the Bylaws, nor shall any amendment make any changes that would in any way affect any of the rights, privileges, powers, or options herein provided in favor of or reserved to the Developer, or an affiliate, successor, or assign of the Developer unless the Developer shall join in the execution of the amendment. No amendment to this paragraph 10.3 shall be effective.

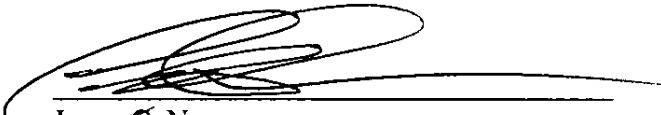
10.4 Developer Amendments. To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration.

10.5 Recording. A copy of each amendment shall be filed with the Secretary of State under the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Leon County, Florida.

## ARTICLE 11 REGISTERED OFFICE AND REGISTERED AGENT

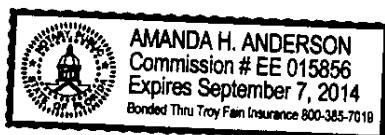
The initial registered office of the Association shall be 1953 Thomasville Road, Tallahassee, Florida 32308, and the initial registered agent at such address shall be Jason C. Naumann. The Board of Directors may change the registered agent and office from time to time as permitted by law.


IN WITNESS WHEREOF, the undersigned incorporator has affixed his signature the day and year set forth below.

  
Jason C. Naumann

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was sworn to and subscribed before me this 8TH day of NOVEMBER, 2012 by Jason C. Naumann, who is personally known to me.



  
NOTARY PUBLIC

Print Name: AMANDA H. ANDERSON

My Commission Expires: 09.07.14

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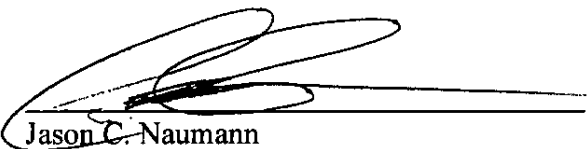
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY  
BE SERVED

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Leon, State of Florida, the corporation named in those Articles has named Jason C. Naumann, whose address is 1953 Thomasville Road, Tallahassee, Florida 32308 as its statutory registered agent.

Having been named the statutory agent of the corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated: Nov. 8<sup>th</sup>, 2012



Jason C. Naumann  
1953 Thomasville Road  
Tallahassee, Florida 32308

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