

ARTICLES OF INCORPORATION
OF
WEKIVA SPRINGS OFFICE PARK OWNERS ASSOCIATION, INC.
A Corporation Not For Profit

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TALLAHASSEE FLORIDA

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be "WEKIVA SPRINGS OFFICE PARK OWNERS ASSOCIATION, INC." hereinafter referred to as "the Association," with its principal place of business at 435 Montgomery Rd., Altamonte Springs, FL 32701 Mailing address, P.O. Box 1322, Casselberry, Florida

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity, which, pursuant to the provisions of Chapter 716, Florida Statutes, as amended (hereinafter called the "Condominium Act"), for the operation of WEKIVA SPRINGS OFFICE PARK CONDOMINIUM, to be created pursuant to the provisions of the Condominium Act.

ARTICLE III

POWERS

3.1 General. Except as hereafter limited, the Association shall have:

(a) all of the common law and statutory powers of the corporation not for profit organized and operated under the laws of the State of Florida that are not in conflict with the provisions of these Articles of Incorporation, the Declaration, the By-Laws, or The Act.

3.2 Enumeration. Except as hereinafter limited, the Association shall have, and may exercise, all powers

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reasonably necessary to operate the aforesaid condominium pursuant to the Declaration, and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to the following:

- (a) to make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium;
- (b) to use the proceeds of assessments in the exercise of its powers and duties;
- (c) to maintain, repair, replace and operate the property it is authorized to operate and manage;
- (d) to purchase insurance upon the property which it holds title and upon the property it is authorized to operate and manage and insurance for the protection of the Association and its members as unit owners;
- (e) to reconstruct improvements after casualty and to make further improvements to such property;
- (f) to make and amend reasonable Regulations and Rules respecting the use of such property;
- (g) to approve or disapprove the sale, lease, mortgage and transfer of units or interests therein as provided by the said Declaration or Declarations of Condominium;
- (h) to enforce by legal means the provisions of the Condominium Act, the said Declaration or Declarations of Condominium, these Articles, the By-Laws of the Association and its Regulations and Rules.
- (i) to contract for the management of the condominium or any portion thereof and to delegate to such manager all powers and duties which may be exercised by the officers of the Association;
- (j) to employ personnel required for the performance of its duties.

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3.3 Limitations on Powers.

- (a) The Association shall at all times act

as trustee for the owners of Units in the aforesaid condominium or condominiums and shall hold all funds and all titles to all properties acquired by it and the proceeds thereof for and in behalf of the owners of such units, and shall hold the same for the use and benefit of said owners and their mortgagees and others having an interest therein as set forth in the said Declaration or Declarations of Condominium, these Articles and the By-Laws.

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(b) The Association shall engage in no activities which earn income belonging to it as a corporation; any income earned by it shall belong to its members and shall be credited them in the same manner that general operating expenses of the Association are allocated and charged to them and the income so allocated shall be deemed to have been constructively distributed to them. Expenses incurred by it in behalf of said owners in the performance of its duties shall be allocated among and charged to the owners of Units as provided in the said Declaration or Declarations of Condominium and shall be paid as therein provided.

(c) Except as otherwise expressly permitted by the said Declaration or Declarations of Condominium, the Association shall incur no financial obligation, nor make any expenditure in behalf of owners of Units in any condominium, other than for ordinary and necessary operating expenses, normal repairs, necessary replacements or maintenance, in an amount in excess of \$5,000.00 unless the incurring of such obligation or making of such expenditure is first approved by the owners of 75% of the Units which through assessments have provided, or will be required to provide, the funds necessary to pay such obligation or expenditure and by the mortgagee holding the greatest number of recorded mortgages on the Units in such

condominium.

(d) The Association shall not have the power to purchase a Unit in any of the aforesaid condominiums, except that, the Association may purchase one or more units at sales in foreclosure of liens for assessments for common expenses.

(e) The provisions of this Article shall not be amended without the written approval of the owners of 90% of the Units in all condominiums operated by the Association and of the owners of 90% of the recorded mortgages upon the Units in such condominiums.

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ARTICLE IV

MEMBERS

4.1 Members. The members of the Association shall consist of all person(s) or entities owning a fee simple title (either individually or jointly held) in a Unit of Wekiva Springs Office Park Condominium. In the event of termination of the Condominium, said membership shall consist of those who are members at the time of such termination, and their successors and assigns, together with Record Owners of units in Condominiums not terminated.

4.2 Acquiring Membership; Transferring Membership

Membership shall be acquired by recording in the Public Records of Seminole County, Florida, a deed or other instrument establishing record title to a Condominium Unit in Wekiva Springs Office Park Condominium, the owner designated by such instrument thus becoming a member of its Association. A transfer of ownership of the Unit terminates membership of the prior owner in the Association; however, any party who owns more than one Unit shall remain a member of the Association as long as he retains title to or a fee ownership interest in any Unit.

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4.3 Members' Share of Assets.

The share of the funds and assets of the Association appurtenant to a unit cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to such Unit. When a Unit is owned jointly by two or more persons the funds and assets of the Association appurtenant to such Unit shall be owned by them jointly in the same manner and to same extent as is the Unit.

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4.4 Voting Rights.

The record owners of a Unit, whether one or more, shall be entitled to only a single vote at meetings of members of the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association and the Declaration or Declarations of Condominium.

ARTICLE V

DIRECTORS

5.1 Board of Directors.

The affairs of the Association will be managed by a board of administrators herein called the "Board of Directors." The number of Directors shall be as specified in Section 5.4 below. Directors designated herein or by the Developer need not be members of the Association. All other Directors shall be members of the Association.

5.2 Initial Board.

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

<u>Names</u>	<u>Addresses</u>
Nicholas Fertakis	6722 Lakeville Rd., Orlando, FL 32
Norma C. Fertakis	6722 Lakeville Rd., Orlando, FL 328
John C. Houff	101 Wymore Rd., Suite 302 Altamonte Springs, FL 32701

5.3 Designation of Initial Board. The members of the initial Board of Directors shall, for purposes hereof, be deemed to have been designated by FERTAKIS INTERNATIONAL CONSTRUCTION COMPANY, INC. a Florida corporation, hereinafter called the "Developer." The term "Developer" when hereinafter used shall be deemed also to apply to such person, firm or corporation which may hereafter be designated by FERTAKIS INTERNATIONAL CONSTRUCTION COMPANY, INC, to succeed it as the Developer.

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SERIAL COLLECTION

5.4 Number and Election of Directors

The affairs of the Association shall be managed by the Board of Directors. The number of persons which shall constitute the entire Board of Directors shall be not less than three nor more than five.

Until such time as the Developer shall have sold and titled out 15% of the Units on Wekiva Springs Office Park Condominium, the Board of Directors of the Association shall consist of the initial Board of Directors consisting of those persons named in these Articles, subject to the Developer's right to remove and replace one or more thereof.

Within 60 days after the Developer shall have sold and titled out 15% of the units in Wekiva Springs Office Park Condominium the Developer shall remove one such director from office, and such director's successor shall be elected by the Unit Owners. Thereafter, until the conditions set forth in the following paragraph are met, the Developer shall designate two directors and the unit owners shall elect one director. Election of the Unit owners director and qualifications for same shall be as set forth in the By-Laws.

Subsequent to the expiration of three years after sales by the Developer have been closed or 50% of the Units that will ultimately be operated by the Association; or the expiration of three months after sales have been closed by

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the Association; or when all the Units that will be operated ultimately by the Association have been completed, some of them having been conveyed to purchase, and none of the others being constructed or offered for sale by the Developer in the ordinary course of business; whichever event shall be the first to occur, the number of Directors who shall constitute the entire Board of Directors shall be five (5) persons which shall consist of the following:

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(a) The Owners of Units shall elect a total of four (4) Directors and formal control of the Association shall vest in the Unit Owners.

(b) The Developer, as long as it holds for sale in the ordinary course of business any units in any condominium operated by the Association, shall be entitled to designate one member of such five person Board of Directors.

Whenever Developer shall be entitled to designate any person or persons to serve on the Board of Directors of the Association such designation shall be made in writing, and Developer shall have the right to remove any person or persons so designated by it and to replace such person or persons with another person or other persons to act and serve in the place of any Director or Directors so removed for the remainder of the unexpired term of any Director or Directors so removed. Written instruments so designating or removing Directors shall be executed by or on behalf of the Developer and shall become effective upon delivery to the Secretary of the Association.

Any person designated by the Developer serving on the Board of Directors of the Association shall not be required to disqualify himself upon any vote upon any management contract or other matter as to which the Developer or the said Director may have a pecuniary or other interest. Similarly, Developer, as a member of Association, shall not be required to disqualify itself in any vote which may come

before the membership of Association upon any management contract or other matter between Developer and Association where the said Developer may have a pecuniary or other interest.

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ARTICLE VI

OFFICERS

The day-to-day operation and affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors of the members of the Association at which such Directors were elected. Officers shall serve at the pleasure of the Board of Directors. The Board of Directors may delegate powers normally vested in its officers to a management contractor as provided in Section 3.2(i) of Article III hereof. The names and addresses of the officers who shall serve until their successors are as follows:

<u>Office</u>	<u>Name and address</u>
President- Nicholas P. Fertakis	6722 Lakeville Rd. Orlando, FL 32818
Vice President - John C. Houff	101 Wymore Rd. Suite 302 Altamonte Springs, FL 32701
Secretary & Treasurer Norma C. Fertakis	6722 Lakeville Rd. Orlando, FL 32818

ARTICLE VII

INDEMNIFICATION

Every director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance, malfeasance or nonfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors

approves 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 VIII

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and a copy thereof shall be attached as an exhibit to the Declaration of Condominium of WEKIVA SPRINGS OFFICE PARK CONDOMINIUM. The By-Laws may be altered, amended or rescinded in the manner provided below.

ARTICLE IX

AMENDMENTS

Amendments to these Articles and to the By-Laws shall be made only by the written approval thereof by seventy-five percent of the owners of units in each condominium being operated by the Association.

ARTICLE X

DURATION

The duration of the corporate existence of the Association shall be perpetual unless earlier terminated as provided by law.

ARTICLE XI

SUBSCRIBERS

The name and address of the subscribers to these Articles of Incorporation are:

Nicholas Fertakis	6722 Lakeville Rd. Orlando, FL 32818
Norma C. Fertakis	6722 Lakeville Rd. Orlando, FL 32818
John C. Houff	101 Wymore Rd. Suite 302 Altamonte Springs, FL 32701

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ARTICLE XII

INITIAL REGISTERED OFFICE

The Registered Agent to accept service of process within this state for said corporation shall be JOHN C. HOUFF, located at 435 Montgomery Rd., Altamonte Springs, Florida 32701.

Having been named to accept service of process for the above stated corporation at the place designated herein, the undersigned accepts to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said offices.

John C. Houff
JOHN C. HOUFF Registered Agent

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STATE OF FLA.
COUNTY OF ORA.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 28th day of February, 1984.

Nicholas P. Fertakis (SEAL)
NICHOLAS P. FERTAKIS
Norma C. Fertakis (SEAL)
NORMA C. FERTAKIS
John C. Houff (SEAL)
JOHN C. HOUFF

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME the undersigned authority, personally appeared NICHOLAS P. FERTAKIS, NORMA C. FERTAKIS and JOHN C. HOUFF who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 28th day of February, 1984.

Richard K. Thomas
NOTARY PUBLIC, STATE OF FLA.

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires March 16, 1986
Bonded by American Fire & Casualty Co.

BY-LAWS
OF
WEKIVA SPRINGS OFFICE PARK OWNERS ASSOCIATION, INC.

ARTICLE I

GENERAL PROVISIONS

1.1. Identity. These are the By-Laws of WEKIVA SPRINGS OFFICE PARK OWNERS ASSOCIATION, INC. called "the Association" in these By-Laws, a corporation not for profit under the laws of the State of Florida, and pursuant to the provisions of Chapter 718, Florida Statutes.

1.2 Purpose and Powers. The purpose for which the Association is formed and the powers it may exercise to carry out its purpose and the limitations on such powers are set forth in the Articles of Incorporation of the Association.

1.3 Office. The office of the Association shall be located at

1.4 Fiscal Year. The fiscal year of the Association shall be a calendar year.

1.5 Seal. The seal of the corporation shall bear the name of the corporation, the word "Fla.", the words "Corporation not for profit" and the year of incorporation, an impression of which is as follows:

ARTICLE II

MEETINGS OF THE MEMBERS

2.1 The first meeting of the membership (which will