

ARTICLES OF INCORPORATION OF
PORT ST. LUCIE MEDICAL PLAZA ASSOCIATION, INC.
(A Corporation Not For Profit)

The undersigned associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

I. NAME

The name of the corporation will be PORT ST. LUCIE MEDICAL PLAZA ASSOCIATION, INC., hereinafter called the "Association", with its principal place of business located at 1701 Hillmoor Dr., St. Lucie County, Florida.

II. PURPOSE

The purpose for which the Association is organized is to provide an entity, pursuant to the Condominium Act, Chapter 718, Florida Statutes, hereinafter called the "Act", for the operation of the Condominium to be established by HOSPITAL CORPORATION OF AMERICA, hereinafter called "Developer", upon land in St. Lucie County, Florida.

The Association will make no distribution of income to its members, as defined in Article IV hereof, or to its directors or officers. The Association shall have perpetual existence.

III. MEMBERS

The members of the Association will be all record owners of units in the Condominium as designated and declared by Developer. After termination of the Condominium, members will consist of those who were members of the terminated Condominium at the time of such termination, their successors and assigns, and their respective interests in the condominium property shall be in accordance with the provisions of the Declaration of Condominium.

After receiving approval from the Association, any change in membership will be established by recording in the Public Records of St. Lucie County, Florida, a deed or other instrument establishing

record title to a condominium unit and by delivery to the Association of a copy of such instrument. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is terminated.

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 his unit.

The owner of each unit, as a member of the Association, will be entitled to the number of votes set forth in the Declaration of Condominium to which these Articles of Incorporation are attached.

IV. TERM

The term of the Association shall be perpetual or, if the Condominium is terminated, the term shall end as soon after termination of the Condominium as its affairs can be concluded.

V. SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

NAMES
THOMAS G. HONAKER, III

ADDRESSES
1800 S. E. Tiffany Ave.
Port St. Lucie, FL. 33452

BRUCE PLATZEK

2215 Nebraska Ave., Suite 2-B
Pt. Pierce, FL. 33450

LARRY BRADFORD

292 N. W. Curtis
Port St. Lucie, FL. 33452

VI. MANAGEMENT

The affairs of the Association shall be administered by the officers designated in the By-Laws of the Association. Said officers shall be elected by the Board of Administration at its first meeting following the annual meeting of the members of the Association and will serve at the pleasure of the Board of Administration.

VII. INITIAL OFFICERS

The names and offices of the officers who will serve until their successors are designated are as follows:

President: THOMAS G. HONAKER, III

Vice President: BRUCE PLATZEK

Secretary/Treasurer: LARRY BRADFORD

VIII. DIRECTORS

The affairs of the Association will be managed by a Board of Directors to be known as the Board of Administration. The number of members of the Board of Administration will be determined by the By-Laws of the Association, but shall not be less than three.

Except as provided herein, members of the Board of Administration will be elected at the annual meeting of the members of the Association in the manner determined by the By-Laws of the Association. Board of Administration members may be removed, and vacancies on the Board of Administration will be filled in the manner provided by the By-Laws of the Association.

The first election of a member of the Board of Administration will not be held until unit owners other than the Developer are entitled to elect a member to said Board in accordance with Florida Statutes 718.301. Subsequent elections shall be held as and when unit owners other than the Developer become entitled to elect another member to the Board of Administration in accordance with said Statute. After control of the Association shall have been turned over to unit owners other than the Developer, members of the Board of Administration shall be elected for one-year terms at the annual meeting of the members of the Association as provided in the By-Laws; provided, however, the Developer or its designated agent shall always be a member of the Board of Administration. Directors named in these Articles will serve until the first election of Directors, and any vacancies in their number occurring before the first election will be filled by the remaining Directors.

The names and addresses of the members of the first Board of Administration who will hold office until their successors are elected and have been qualified, or until removed, are:

NAME	ADDRESS
THOMAS G. HONAKER, III	1800 S. E. Tiffany Ave. Port St. Lucie, FL. 33452
BRUCE PLATZEK	2215 Nebraska Ave., Suite 2-B Ft. Pierce, FL. 33450
LARRY BRADFORD	292 N. W. Curtis Port St. Lucie, FL. 33452

IX. BY-LAWS

The first By-Laws of the Association will be adopted by the Board of Administration named herein and may be altered, amended, or added to at any time by the unanimous vote of all of the members of the Board until the first annual meeting of the Association. Thereafter, the By-Laws may be altered, amended, or added to at any duly called meeting of the unit owners in accordance with the Declaration of Condominium and the By-Laws themselves.

X. AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

- A. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
- B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Administration or by members of the Association. Board of Administration members and Association members not present in person or by proxy at the meeting considering the amendment may express their approval or disapproval in writing, providing such writing is delivered to the Secretary at or prior to the meeting.
- C. Proposed amendments will be passed upon approval of the members of the Association, with the number of votes being cast as specified in Article IX A of the Declaration of Condominium.
- D. Provided, however, that no amendment may make any changes in the qualifications for membership, nor the voting rights of members, without approval in writing by all members and the joinder of all record holders of all liens affecting any of the condominium parcels. No amendment may be made that is in conflict with the Act or the Declaration of Condominium.
- E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and recorded in the public records of St. Lucie County, Florida.

XI. POWERS

The powers of the Association shall include and be governed by the following provisions:

- A. The Association shall have all the powers of a corporation not for profit that are not in conflict with the terms of these Articles.
- B. The Association shall have all the powers and duties set forth in the Act, except as limited by these Articles and the Declaration of Condominium for the condominium operated by the Association, and it shall have all of the powers and duties reasonably necessary to operate said condominium pursuant to the Declaration of Condominium as it may be amended from time to time, including, but not limited to, the following:
 1. To make and collect assessments against members in order to defray the common expenses and losses of the condominium.
 2. To use the proceeds of assessments in the exercise of its powers and duties.
 3. To maintain, repair, replace, and operate the condominium property.
 4. To purchase insurance for the condominium property and for the protection of the Association and its members as unit owners.
 5. To reconstruct improvements after casualty and to further improve the condominium property.
 6. To make and amend reasonable regulations regarding the use of the condominium property.
 7. To approve or disapprove the transfer, mortgage, and ownership of units as may be provided by the Declaration of Condominium and the By-Laws of the Association.
 8. To enforce by legal means the provisions of the Act, the Declaration of Condominium, these Articles, the By-Laws of the Association, and the Regulations for the use of the condominium property.

9. To contract for the management and operation of the condominium, including the common elements, and thereby to delegate all powers and duties of the Association except such as are specifically required to have approval of the Board of Administration or the membership of the Association.
10. To lease such portions of the common elements of the condominium property as are susceptible to separate management and operation.
11. To employ personnel to perform the services required for the proper management and operation of the condominium.
12. To sue or be sued.
13. To purchase units in the condominium and to purchase other interests in real or personal property and to hold, lease, or mortgage same, subject to the provisions of the Declaration and the By-Laws. The expenses incurred in the maintenance, operation, and taxes of any such property shall be common expenses of the Association.

XII. INDEMNIFICATION

The Association shall indemnify every member of the Board of Administration and every officer, his heirs, personal representatives and assigns against all losses, costs, and expenses reasonably incurred by him in connection with any action, suit, or proceeding to which he may be a party by reason of his being or having been a Director or officer of the Association, including reasonable attorney's fees, except as to matters wherein he shall be finally adjudged in such action, suit, or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or officer may be entitled. The Board may, as and when available, obtain officers' and directors' liability insurance, and the cost of same shall be a common expense.

XIII. REGISTERED AGENT

The Registered Agent to accept service of process within this State for said corporation shall be THOMAS G. HONAKER, III, and the registered office of the corporation shall be at 1701 Hillmoor Drive, Port St. Lucie, FL., 33452.

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

THOMAS G. HONAKER, III
Registered Agent

IN WITNESS WHEREOF, the subscribers have affixed their signatures this ____ day of _____, 1983.

(SEAL)

(SEAL)

(SEAL)

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me personally appeared THOMAS G. HONAKER, III, BRUCE PLATZEK & LARRY BRADFORD, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this ____ day of _____, 1983.

My commission expires:

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE