

103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

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ACCT. #FCA-14

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CONTACT: CINDY HICKS

DATE: 3-8-00

REF. #: 0164.10963

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORP. NAME: Jetport Park Non-Residential  
Property Owners Association, Inc

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                               |   |  |

FILED  
00 MAR -8 AM 11:23  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 7199 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

RECEIVED  
00 MAR -8 AM 10:19  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

T. SMITH MAR 08 2000

**ARTICLES OF INCORPORATION  
OF  
JETPORT PARK  
NON-RESIDENTIAL PROPERTY OWNERS ASSOCIATION, INC.**

FILED  
00 MAR -8 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers, all of whom are above the age of eighteen (18) years and competent to contract, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*, and do hereby agree and certify as follows:

**ARTICLE I**

**NAME**

The name of this Corporation shall be **JETPORT PARK NON-RESIDENTIAL PROPERTY OWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation (hereinafter referred to as the "Association").

**ARTICLE II**

**PRINCIPAL OFFICE**

The initial principal office and mailing address of the Association is c/o Jetport Park, 255 S. Orange Avenue, Suite 1540 Citrus Center, Orlando, Florida 32801, Attn: H. Floyd Whiddon, Jr..

**ARTICLE III**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Association shall be located at 255 S. Orange Avenue, Suite 1540, Citrus Center, Orlando, Florida 32801, and the initial registered agent of the Association at that address shall be H. Floyd Whiddon, Jr.. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

## ARTICLE IV

### PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Sites, improvements, retail improvements, landscape buffers and Common Area and for maintenance and improvement of any easements granted to the Association within that certain tract of property described as:

[See Exhibit A attached hereto and incorporated hereby by this reference (the "Property").]

The Property shall also include any Additional Non-Residential Property, if any, made subject to the hereinafter defined Declaration pursuant to and in accordance with Article II thereof.

The Association is being formed to promote the health, safety and welfare of the property Owners within the above-described Property and with the intention and purpose to:

(a) exercise all of the purposes and powers, enforcement rights and privileges and perform all of the duties and obligations of the Association as set forth in and subject to that certain Declaration of Covenants, Conditions and Restrictions for Jetport Park, hereinafter called the "Declaration", applicable to the Property and recorded in O. R. Book 5949, Page 3005, in the office of the Clerk of the Circuit Court in and for Orange County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the affirmative vote or written action, or a combination thereof, of fifty-one percent (51%) or more of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by the representatives of fifty-one percent (51%) of the Members, agreeing to such dedication, sale or transfer. However, there shall be no requirement of participation by or agreement of the Members in the event the dedication, sale or transfer is incidental to a replatting of any portion of the Common Property;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes;

(g) authorize a management agent to assist the Association in carrying out its powers and duties;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

## **ARTICLE V**

### **MEMBERSHIP**

The Declarant and every person or entity who is an Owner of any Site located within the Property, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, unless and until title has been acquired pursuant to foreclosure or a deed in lieu of foreclosure. Membership shall be appurtenant to and may not be separated from ownership of any Site.

## **ARTICLE VI**

### **VOTING RIGHTS**

The Association shall have two (2) classes of voting membership:

A. Class A. Class A Members shall be all Owners of Sites, except for the Declarant (prior to conversion). Voting rights for Class A Members are as specified in Article III, Section 3 of the Declaration.

B. Class B. The Class B Member shall be the Declarant, or its specifically designated (in writing) successor or a person who shall have specifically received such status by an instrument executed by Declarant. The Class B member shall be allocated a number of

votes equal to three (3) times the total number of Class A votes at any time; provided that the Class B membership shall cease and become converted to Class A membership upon Turnover of the Association as set forth in Article XI of the Declaration.

## **ARTICLE VII**

### **TURNOVER**

Turnover of the Association shall be as set forth in Article XI of the Declaration.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of three (3) directors, who need not be Members. The number of directors may be either increased or diminished from time to time as provided in the By-Laws. The manner of selection of directors shall be as provided in the By-Laws. Directors may be removed with or without cause. The name and street address of the initial directors of this Association are:

1. George T. Eidson, Jr.  
Citrus Center  
255 So. Orange Avenue  
Suite 1100  
Orlando, Florida 32801
2. H. Floyd Whiddon, Jr.  
c/o Jetport Park  
Citrus Center  
255 So. Orange Avenue  
Suite 1540  
Orlando, Florida 32801
3. William D. ("Sonny") Bishop, Sr.  
Bishop Office Supplies  
1800 East Colonial Drive  
Orlando, FL 32802

## **ARTICLE IX**

### **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than Owners representing two-thirds (2/3) of the total number of Sites within the Property. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

## **ARTICLE X**

### **COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE**

This Association shall commence corporate existence on the date of filing these articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

## **ARTICLE XI**

### **AMENDMENT**

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and such amendment or repeal shall require a majority of the votes cast by Members entitled to vote. An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by a majority of the Members of the Association, whether meeting as Members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or Members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in his absence, and a meeting of the Members of the Association shall be called not later than sixty (60) days from the receipt by the President of the proposed amendment or amendments. Such amendment shall require the approval of a majority of the votes cast by Members entitled to vote.

**ARTICLE XII**  
**INCORPORATORS**

The names and street addresses of the persons signing these Articles as Incorporators are:

1. George T. Eidson, Jr.  
Citrus Center  
255 So. Orange Avenue  
Suite 1100  
Orlando, Florida 32801
2. H. Floyd Whiddon, Jr.  
Citrus Center  
255 So. Orange Avenue  
Suite 1540  
Orlando, Florida 32801
3. William D. ("Sonny") Bishop, Sr.  
Bishop Office Supplies  
1800 East Colonial Drive  
Orlando, FL 32802

**ARTICLE XIII**  
**BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board.

**ARTICLE XIV**  
**INDEMNIFICATION**

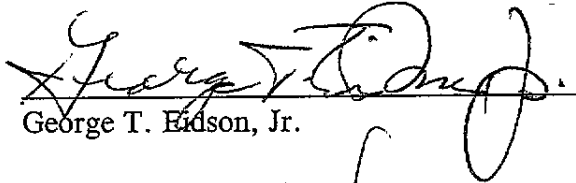
In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

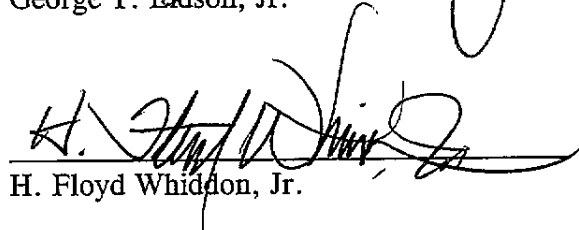
ARTICLE XV

DEFINITIONS

Capitalized terms contained herein shall have the definitions and meaning set forth in the Declaration.

IN WITNESS WHEREOF, the undersigned do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 25<sup>th</sup> day of February, 2000.

  
George T. Edson, Jr.

  
H. Floyd Whiddon, Jr.

  
William D. "Sonny" Bishop



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

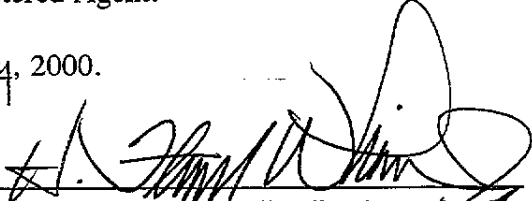
In compliance with Section 48.091, and Section 607.034, *Florida Statutes*, the following is submitted:

Jetport Park Non-Residential Property Owners Association, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at Citrus Center, 255 S. Orange Avenue, Suite 1540, Orlando, Florida 32801 has named and designated H. Floyd Whiddon, Jr. as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

**HAVING BEEN NAMED** to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 25<sup>th</sup> day of February, 2000.

  
H. Floyd Whiddon, Jr., Registered Agent

**FILED**  
00 MAR -8 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA