

No 1000001500

LAW OFFICES OF
MITCHELL E. ALBAUGH, P.A.

Attorney At Law

10312 Bloomingdale Avenue • Suite A-2 • Riverview, Florida 33569
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February 27, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: BLOOMINGDALE EXECUTIVE PARK ASSOCIATION, INC.
A Florida Not for Profit Corporation

Dear Sir or Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 (\$35.00 for Filing and \$35.00 for Designation of the Registered Agent).

From: Mitchell E. Albaugh, Esquire
MITCHELL E. ALBAUGH, P.A.
10312 Bloomingdale Avenue
Suite A-2
Riverview, Florida 33569
(813) 628-4996

Thank you for your cooperation in this regard.

Very truly yours,

Mitchell E. Albaugh
Mitchell E. Albaugh

FILED
2001 MAR -1 PM 3:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MEA:ma

ENCLOSURES

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ARTICLES OF INCORPORATION
OF
BLOOMINGDALE EXECUTIVE PARK ASSOCIATION, INC.
A Florida Not for Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under *Florida Not for Profit Corporation Act*, hereby adopts the following Articles of Incorporation:

ARTICLE 1.

The name of the corporation is: **BLOOMINGDALE EXECUTIVE PARK ASSOCIATION, INC.**

ARTICLE 2.

The physical and mailing address of the principal office of the corporation is:

**308 East Bloomingdale Avenue
Brandon, Florida 33511**

ARTICLE 3.

The corporation is organized, and shall be operated exclusively for, the following purposes:

(a) To enforce the Declaration of Covenants, Conditions and Restrictions of Bloomingdale Executive Park (the "Declaration"), consisting of office sites in Hillsborough County, Florida, to be the association referred to in said Declaration and to assess office site owners in accordance with the said Declaration.

(b) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property in the State of Florida and in all other states and countries.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or

dispose of, the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(e) To exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

(f) To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4.

The membership of this corporation shall consist of the owners of the office site parcels in the Bloomingdale Executive Park as same is described and defined in the Declaration. There shall be only one (1) member per parcel.

ARTICLE 5.

The effective date of this corporation shall be immediately, at which time it shall commence existence. The corporation shall have perpetual existence thereafter.

ARTICLE 6.

The name and address of the incorporator executing these Articles of Incorporation is:

**Mitchell E. Albaugh
10312 Bloomingdale Avenue, Suite A-2
Riverview, Florida 33569**

ARTICLE 7.

The officers by whom the affairs of the corporation are to be managed shall be a President, one (1) or more

Vice-presidents, a Secretary and a Treasurer, and a Board of not less than three (3) nor more than five (5) Directors. Such officers and Directors shall be elected by the members of the corporation at the regular business meeting of the corporation in December of each year or as soon thereafter as may be practical.

ARTICLE 8.

The names and addresses of the initial Board of Directors, who, unless otherwise provided in the bylaws, shall serve for the first year of existence of the corporation, or until their successors are elected and have qualified, are:

James P. McCullagh
11305 Leprechaun Dr.
Riverview, FL 33569

L. David Scott
942 Symphony Isles Blvd.
Apollo Beach, FL 33572

Manuel A. Diaz, Jr.
611 Pinedale Ct.
Brandon, FL 33511

ARTICLE 9.

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

**Mitchell E. Albaugh
314 East Bloomingdale Avenue
Brandon, Florida 33511**

ARTICLE 10.

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE 11.

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended by a two-thirds (2/3) majority vote of the full Board of Trustees, in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation pursuant to law.

ARTICLE 12.

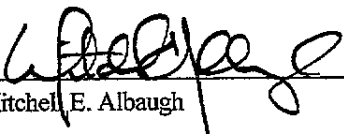
No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

ARTICLE 13.

In the event of the dissolution of this corporation, all assets shall be distributed to the owner of record of the "common area" defined at Article I, Section 6 of the Declaration..

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this

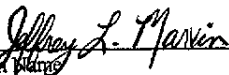
27th day of February, 2001.



Mitchell E. Albaugh

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

THE FOREGOING INSTRUMENT was acknowledged before me this 27th day of February, 2001, by Mitchell E. Albaugh.



Sign Name

Jeffrey L. Marvin
Print Name NOTARY PUBLIC

NOTARY PUBLIC - STATE OF FLORIDA
JEFFREY L. MARVIN
COMMISSION # CC856652
EXPIRES 9/14/2003
BONDED THRU ASA 1-888-NOTARY1

(Seal)

Personally Known
Produced Identification _____
Type of Identification Produced _____

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO the provisions of *Chapter 607.0501, Florida Statutes* or *Chapter 617.0501, Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office in the State of Florida:

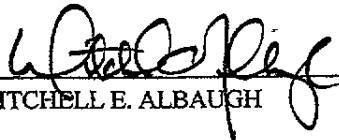
1. The name of the corporation is:

BLOOMINGDALE EXECUTIVE PARK ASSOCIATION, INC.

2. The name and address of the registered agent/office is:


**MITCHELL E. ALBAUGH
314 East Bloomingdale Avenue
Brandon, Florida 33511**

FILED
2001 MAR - 1 PM 3:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA



MITCHELL E. ALBAUGH

HAVING BEEN named as Registered Agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



MITCHELL E. ALBAUGH