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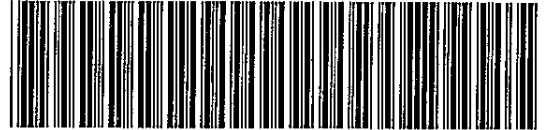
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*Sam C. Caliendo*

ATTORNEY AT LAW

OF COUNSEL: Simon M. Casoria, III, Esq.  
Charles A. Goff, Esq.

April 6, 2005

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

Re: Alster Industrial Park Bay Owner's Association,  
Inc..

Dear Sirs:

Enclosed please find my check in the amount of \$78.85 which is \$35.00 for the filing fee, \$35.00 for the registered agent designation and \$8.75 for a certified copy, along with the executed articles of incorporation, to file the above referenced corporation. Please return the certificate of incorporation and the articles to the undersigned upon filing.

Thank you for your attention to this matter.

Sincerely,



Sam C. Caliendo

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ARTICLES OF INCORPORATION  
OF  
ALSTER INDUSTRIAL PARK BAY OWNER'S ASSOCIATION, INC.

ARTICLE I

The name of this corporation ALSTER INDUSTRIAL PARK BAY OWNER'S ASSOCIATION, INC., and its principal place of business and address is: 2500 N. Federal Hwy #201, Fort Lauderdale, Florida 33305

ARTICLE II

The Association is a "not-for-profit" corporation having a general nature, object and purpose as follows:

A. To promote the health, safety and social welfare of the Owners of the Property within that area referred to as ALSTER INDUSTRIAL PARK as set forth in the Declaration of Covenants and Restrictions for the ALSTER INDUSTRIAL PARK to be recorded in the Public Records of Broward County, Florida.

B. To own, maintain, repair and replace the Common Areas, parks, sidewalks, and/or access paths, and other Common Areas, structures, landscaping and other improvements in and/or benefitting the BAY UNIT, and such maintenance obligations as may be set forth in the said Declaration of Covenants and Restrictions for which the obligation to maintain and repair has been delegated and accepted.

C. To control the specifications, architecture, design, appearance, elevation and location of landscaping around all building and improvements of any type, including walls, fences, spas, antennae, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in the BAY UNITS and ALSTER INDUSTRIAL PARK, and the alteration, improvement,

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addition and/or change thereto.

D. To provide, purchase, acquire, replace, improve, maintain and/or repair such real property, buildings, structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association as the Board of Directors in its discretion determines necessary, appropriate and/or convenient.

E. To operate without profit for the sole and exclusive benefit of its members.

F. To perform all of the functions, contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Covenants and Conditions.

### ARTICLE III

The general powers that the Association will have are as follows:

A. To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, Bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interest in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation, and any amendments thereto, and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against the real property owned by the members of the Association, which are more particularly described in the Declaration of Covenants and Restrictions

of the association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with corporations and other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the Association and the user for the use of the Association Property when such is deemed appropriate by the Board of Directors of the Association.

G. To pay taxes, insurance, operating expenses, and other charges, if any, on or against property owned or accepted by the Association.

H. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

#### ARTICLE IV

The members of the association will consist of Bay Unit Owners in the ALSTER INDUSTRIAL PARK.

#### ARTICLE V

A. Subject to the restrictions and limitations hereinafter set forth, each member will be entitled to one (1) vote for each bay unit, in which he holds an interest required for membership. When one or more persons hold such interest in any bay unit, all such persons will be members, and the vote for such bay unit will be exercised as they among themselves determine, but in no event will more than one vote be cast with respect to any bay unit. Except where otherwise required under the provisions of these Articles, the Declaration of Covenants and Restrictions for the ALSTER INDUSTRIAL PARK, or the By-Laws, the affirmative votes of the Owners of a majority of the Bay

Units represented at any meeting of the members duly called and at which a quorum is present, will be binding upon the members. A quorum will consist of three (3) members.

B. The Developer will have the right to appoint a majority of the Board of Directors as long as it owns two (2) bay units.

C. The Association will obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration of Covenants and Restrictions for ALSTER INDUSTRIAL PARK, and as supplemented by the provisions of the Articles and By-Laws of the Association relating thereto.

#### ARTICLE VI

A. The affairs of the Association will be managed by a Board of Directors consisting of three (3) Directors. So long as the Developer will have the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida; thereafter, all Directors will be members of the Association. The election of a Director will be by a plurality vote. The term of a director will be for one (1) year.

B. The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected or appointed are as follows:

Volkmar Dirksen  
2500 N. Federal Hwy, #201  
Ft. Lauderdale, FL 33305

James Edward Rowland  
2500 N. Federal Hwy, #201  
Ft. Lauderdale, FL 33305

Klaus Roggenbuck

2500 N. Federal Hwy, #201  
Ft. Lauderdale, FL 33305

#### ARTICLE VII

The officers of the Association are a President, Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person. Officers will be elected for one (1) year terms in accordance with the procedures set forth in the By-Laws. The names of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors to be held in the year 2003 and until their successors are duly elected are:

President	Volkmar Dirksen
Vice President	Volkmar Dirksen
Treasurer	Klaus Roggenbuck
Secretary	Klaus Roggenbuck

#### ARTICLE VIII

The Association will have perpetual existence.

#### ARTICLE IX

The Board of Directors will adopt By-Laws consistent with these Articles and they may be altered, amended, rescinded or repealed in the manner provided in the By-Laws.

#### ARTICLE X

These Articles may be altered, amended, rescinded or repealed by resolution of the Board of Directors.

#### ARTICLE XI

The name and address of the subscriber is:

Volkmar Dirksen  
2500 N. Federal Hwy., #201  
Fort Lauderdale, FL 33305

## ARTICLE XII

A. The Association hereby indemnifies any Director or Officers mad a party or threatened to be made a party to an threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than by one or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as Director, Officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in a reasonable belief that such action was in the best interest of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not itself create a presumption that any such Director or Officer did not act in good faith in a reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust



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or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association, unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

3. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Association to indemnify in any way the powers of the Association to indemnify under applicable law.

#### ARTICLE XIII

1. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other

organization in which one or more of its Directors or Officers are Directors or Officers, have financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract , or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### ARTICLE XIV

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

A1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the association to be appropriate for such dedication that the authority is willing to accept.

A2. The remaining assets will be distributed among the members, subject to the limitations set forth below, as tenants in common, each member's share of the assets to be determining by its voting rights.


B. The Board of Directors may dissolve the Association upon the resolution to that effect, being recommended to two thirds of the members of the Board of Directors.

#### ARTICLE XV

The initial registered office of the corporation shall be located at: 2500 North Federal

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Volkmar Dirksen

Address: 2500 N. Federal Hwy., #201  
Ft. Lauderdale, FL 33305

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Highway, Suite 201, Fort Lauderdale, Florida, Suite 33305, and the initial register agent at said address is: Volkmar Dirksen.

IN WITNESSES WHEREOF, the subscriber has hereto set his hand and seal this 2 day of March 2005.

Signed, sealed and delivered in the presence of:

Witnesses:

Ed Boubach  
Sam Caliendo

Volkmar Dirksen

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 2 day of March 2005 by Volkmar Dirksen who is personally known to me.

Sam Caliendo  
Notary Public



Sam C. Caliendo  
Commission # DD081831  
Expires Jan. 27, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.