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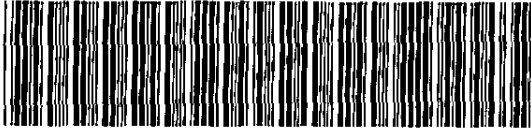
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Special Instructions to Filing Officer:
7-25-05 Batchwork
Mr. Alan Moore GAVE
AUTHORIZATION BY PHONE TO
CORRECT ARTICLES of Incorporation
DATE 7/28/05 ^{NOT} organization
DOC. EXAM TH

Office Use Only

JUL 28 2005



July 20, 2005

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Cornerstone Logistics Centre Owners Association, Inc.

Gentlemen:

The enclosed Articles of Organization and Designation of Registered Agent for Cornerstone Logistics Centre Owners Association, Inc. are submitted for filing. Enclosed is our check for \$125.00 for the filing fee.

Please send the letter of acknowledgment to the following address:

D. Alan Moore, Controller
EXXCEL Project Management, Inc.
Two Miranova Place, Suite 250
Columbus, Ohio 43215-7050

If there are questions concerning our filing, please call Mr. Moore at 614/460-7925.

Sincerely,
EXXCEL Project Management, Inc.

A handwritten signature in black ink, appearing to read "F. Douglas Reardon". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

F. Douglas Reardon
President

**ARTICLES OF INCORPORATION
OF
CORNERSTONE LOGISTICS CENTRE OWNERS ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned incorporator has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I - NAME OF CORPORATION

The name of the corporation is CORNERSTONE LOGISTICS CENTRE OWNERS ASSOCIATION, INC. ("**Association**").

ARTICLE II - PRINCIPAL OFFICE OF THE ASSOCIATION

The principal place of business and the mailing address of the Association are located at Two Miranova Place, Suite 250, Columbus, Ohio 43215-7050.

ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Association is 1203 Governors Square, Suite 101, Tallahassee, Florida 32301-2960, and the name of the initial registered agent to accept service of process within the State of Florida at that address is Business Filings Incorporated.

ARTICLE IV - DEFINITIONS

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Conditions and Restrictions for Cornerstone Logistics Centre recorded in the Public Records of Orange County, Florida, as it may from time to time be amended ("**Declaration**").

ARTICLE V - PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles or the Bylaws, and to do and perform any and all acts which may be necessary or proper, for or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, operation and improvement of the Property and of any Common Area or Common Facility. If wetland mitigation or monitoring is required the Association shall be responsible to carry out this obligation. The rules and regulations are it shall be the Association's responsibility to complete the task successfully, including meeting all (permit) conditions associated with wetland mitigation, maintenance and monitoring. The Association shall operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the permit 48-00356-S therefore issued by the South Florida Water Management District ("**SFWMD**") and in accordance with applicable SFWMD rules. The

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TALLAHASSEE, FLORIDA
SOUTH FLORIDA WATER
MANAGEMENT DISTRICT

Association shall levy and collect adequate assessments against Members of the Association for the costs of operation, maintenance and management of the Surface Water or Stormwater Management System and shall establish and enforce rules and regulations governing its use. The SFWMD Permit No. 48-00356-S is attached to the document as exhibit B. Copies of the permit and any future SFWMD permit actions shall be maintained by the Association's Registered Agent for the Association's benefit.

ARTICLE VI - MEMBERSHIP

Section 1. Members. Membership in the Association shall be determined in accordance and continue as provided in the Declaration. Any person or entity who holds an interest in a Parcel merely as security for the performance of an obligation shall not be a Member of the Association.

Section 2. Votes of Members. The voting rights of the Members shall be determined in accordance and continue as provided in the Declaration.

Section 3. Multiple Owners. If joint or multiple Owners are unable to agree among themselves as to how their votes are to be cast, none of the votes for their Parcel shall be counted. If any Owner cast votes on behalf of a Parcel, it shall be conclusively presumed that such Owner was acting with the authority and consent of all other Owners of that Parcel.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Number; Initial Board. The affairs of this Association shall be managed and administered by a Board of Directors consisting of three (3), five (5), or seven (7) members. There shall always be an odd number of directors. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
F. Douglas Reardon	Two Miranova Place Suite 250 Columbus, Ohio 43215-7050
Richard J. Warren	Two Miranova Place Suite 250 Columbus, Ohio 43215-7050
D. Alan Moore	Two Miranova Place Suite 250 Columbus, Ohio 43215-7050

Section 2. Appointment; Election. The appointment and election of directors shall occur as provided in the Declaration.

ARTICLE VIII - OFFICERS

The day-to-day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association, which may include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
President:	F. Douglas Reardon	Two Miranova Place Suite 250 Columbus, Ohio 43215-7050
Vice President:	Michael D. Skunda	Two Miranova Place Suite 250 Columbus, Ohio 43215-7050
Secretary:	Richard J. Warren	Two Miranova Place Suite 250 Columbus, Ohio 43215-7050
Treasurer:	D. Alan Moore	Two Miranova Place Suite 250 Columbus, Ohio 43215-7050

ARTICLE IX - DURATION

The Association shall commence to exist upon the filing of these Articles with the Florida Department of State, and the Association shall thereafter exist in perpetuity; any amendment proposed to these documents which would affect the SWM system, conservation areas or water management portions of the common areas will be submitted to the District for a determination of whether the amendment necessitates a modification of the SFWMD permit. If a modification is necessary, the District will so advise the permittee.

ARTICLE X - AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

Section 1. Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes. Subject to the terms of Articles XIV, any amendment to these Articles of Incorporation shall require the assent of two thirds (2/3) of the votes of the entire membership without regard to class.

Section 3. Filing. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

Section 4. Limitations. No amendment shall be made that is in conflict with the Declaration.

ARTICLE XI - BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall defend, indemnify and hold harmless any person of the Association who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association:

- (a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and
- (b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section 2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

Section 4. Any indemnification under Section 1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) 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, or (b) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority vote of Members of the Association.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees or agents may be entitled under the Association's bylaws, agreement, vote of Members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section 8. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of his capacities as described in Section 1, whether or not the Association would have the power to indemnify him or her under this Article.

Section 9. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XIII - INCONSISTENCY

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of Incorporation, the terms and provisions of the Declaration shall prevail.

ARTICLE XIV – TERMINATION OR DISSOLUTION


In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water of Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by SFWMD prior to such termination, dissolution or liquidation.

ARTICLE XV - INCORPORATOR

The name and street address of the sole incorporator to these Articles of Incorporation is as follows:

F. Douglas Reardon
Two Miranova Place, Suite 250
Columbus, Ohio 43215-7050


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation on July 20, 2005.



F. Douglas Reardon
Incorporator

STATE OF OHIO
COUNTY OF FRANKLIN

The foregoing Articles of Incorporation were acknowledged before me this 20 day of July, 2005, by F. Douglas Reardon, who is personally known to me.



NOTARY PUBLIC
Print Name: Gayle Marie Burkett
My Commission Expires: 1/25/09

GAYLE MARIE BURKETT
Notary Public
State of Ohio
My Commission Expires Jan. 25, 2009

CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

CORNERSTONE LOGISTICS CENTRE OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1203 Governors Square Blvd, Suite 101, Tallahassee, Florida 32301-2960, has named Business Filings Incorporated, located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

Registered Agent:

Business Filings Incorporated

By: 

Print Name: Mark Schitt

Title: ASSISTANT VICE PRESIDENT

Dated: July 20, 2005