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MRS
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BRYAN J. STANLEY, P.A.

ATTORNEY AT LAW

114 TURNER STREET
CLEARWATER, FLORIDA 33756

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November 3, 2005

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation for Canterbury Oaks Office Park Condominium Association Inc., a Florida not-for-profit corporation

Ladies and Gentlemen:

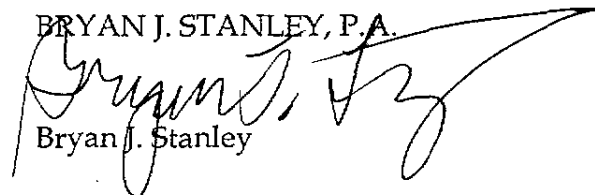
In connection with the above-referenced matter, attached please find our check no. 2182 in the amount of \$96.25 representing the (i) filing fee, (ii) cost of a Certified Copy of the Articles of Incorporation, and (iii) cost of a Certificate of Good Standing.

Please proceed with the filing of the above-mentioned Articles of Incorporation and provide us with (a) a Certified Copy of the Articles of Incorporation, and (b) a Certificate of Good Standing for the corporation as a Florida Corporation organized under the laws of the State of Florida, certifying that all fees are paid. We've enclosed a pre-paid self-addressed envelope for the return the Certified Copy and Certificate of Good Standing.

Please do not hesitate to contact me with any questions.

Sincerely,

BRYAN J. STANLEY, P.A.



Bryan J. Stanley

BJS/svb
Enclosures

cc: Alfred J. Cuervo (via email w/o enclosures)
Julie Corrance (via email w/o enclosures)

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CANTERBURY OAKS OFFICE PARK CONDOMINIUM
ASSOCIATION, INC.**

The undersigned person, acting as incorporator of a not-for-profit corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), adopts the following Articles of Incorporation for the corporation ("Articles").

ARTICLE I

NAME

The name of the corporation shall be **CANTERBURY OAKS OFFICE PARK CONDOMINIUM ASSOCIATION, INC.**, hereinafter referred to as the "Association".

ARTICLE II

Principal Office

The principal office of the Association shall be located at 2002 West Cleveland Street, Suite 100, Tampa, Florida 33606. The Board may from time to time designate another address for the principal office of the Association.

ARTICLE III

Definitions

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Pinellas County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") as it exists on the date hereof for the operation of that certain condominium located in Pinellas County, Florida, known as **CANTERBURY OAKS OFFICE PARK**, a condominium (the "Condominium").

ARTICLE V

General Powers

The Association shall have all of the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

- A. All of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws or the Act.
- B. To establish, levy, collect and enforce payment of all fees, dues, charges or assessments pursuant to the terms of the Declaration or the Bylaws for all of the purposes of the Association.
- C. To pay all expenses incident to the conduct of the business of the Association.
- D. To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements for the maintenance, conservation, drainage and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners, unless such power is otherwise allocated to the Board in the Bylaws or Declaration.
- E. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property and to enter into, make perform or carry out contracts of every kind with any person, firm corporation or association.
- F. To charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Association.
- G. To pay taxes and other charges, if any, on or against any property owned, used or accepted by the Association.
- H. To borrow money and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for money borrowed or in payment for property acquired or for any of the other purposes of the Association, and to secure the payments for such obligations by mortgages, pledges or other instruments of trust by liens upon or assignment of or agreement in regard to all or any part of the property rights or privileges of the Association.
- I. To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and to contract for the management and maintenance of same.
- J. To maintain, operate, repair and reconstruct the Surface Water and Storm Water Management System to provide drainage, water storage, conveyance or other surface water and stormwater management capabilities as permitted by the Southwest Florida Water Management District. Any repair or reconstruction of the Surface Water and Stormwater Management System shall be as permitted, or if modified, as approved, by the Southwest Florida Water Management District. Southwest Florida Water Management District, at its option, shall have the same rights as the Association, to operate, maintain or repair the Surface Water and Stormwater Management System.
- K. To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners, as required by the Declaration.

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- L. To enforce by legal means the provisions of the Act, the Declaration, the Articles and the Bylaws.

ARTICLE VI

Membership

- A. The members of the Association shall consist of all of the record title owners of Units in the Condominium and after termination of the Condominium, shall consist of those who are members at the time of the termination and their successors and assigns.
- B. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws.
- C. The share of a member in the funds and assets of the Association cannot be assigned, encumbered, hypothecated, subjected to a security interest, or transferred in any manner, except as an appurtenance to the Unit for which that share is held.

ARTICLE VII

Board of Directors

- A. The affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall consist of three (3) directors who shall hold office until the election of their successors. Thereafter, the number and manner of election or appointment of directors and their terms of office shall be as provided in the Bylaws, however, the number of directors shall not be less than three (3).
- B. In addition to those other responsibilities specified herein the Board of Directors shall provide the following services as and when deemed necessary or appropriate by the Board of Directors and shall have easement rights necessary to perform same:
 - 1. All maintenance and repair of the Surface Water and Stormwater Management System, and all improvements related thereto.
 - 2. Taking any and all actions necessary to enforce all covenants, restrictions, and easements affecting the Property which relate to the Surface Water and Stormwater Management System and performing any of the functions or services delegated to the Association in any covenants, conditions, or restrictions applicable to the Property.
 - 3. Conducting business of the Association, including arranging for ancillary administrative services such as legal, accounting, financial, and communication services such as informing Unit Owners of activities, meetings, and other important events.

4. Purchasing insurance as may be required hereby or by the Bylaws and any other insurance to the extent deemed necessary or desirable by the Board of Directors including but not limited to blanket insurance policies covering the Surface Water and Stormwater Management System, which blanket insurance policies shall be in the name of the Association, individually and as agent for the Unit Owners covered by the policies, without naming them, and as agents for their mortgagees, without naming them.
- C. The owners and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected or appointed and have qualified as provided in the Bylaws, are as follows:
- | | |
|----------|--|
| Director | Alfred Cuervo
2002 W. Cleveland Street
Tampa, Florida 33606 |
| Director | Julie Corrance
2002 W. Cleveland Street
Tampa, Florida 33606 |
| Director | Susan Dixson
2002 W. Cleveland Street
Tampa, Florida 33606 |
- D. Notwithstanding anything contained herein, the Developer shall have full right and authority to manage the affairs of and the exclusive right to elect the initial Board of Directors of the Association (who need not be Owners) until the following shall occur:
1. When fifteen percent (15%) or more of the Units that will be operated ultimately by the Association are conveyed to Owners other than the Developer, such Owners (other than the Developer) shall be entitled to elect not less than one-third (1/3) of the Board of Directors.
 2. When Owners other than Developer will be allowed to elect a majority of the members of the Board of Directors and control the Association at whichever of the following times shall first occur (the “**Turnover Date**”):
 - a. Three (3) years after Developer has sold fifty percent (50%) of the Units that will ultimately be operated by the Association.
 - b. Three (3) months after Developer has sold ninety percent (90%) of the Units that will be ultimately operated by the Association.
 - c. When all of the Units that will ultimately be operated by the Association have been completed and some of them have been sold and none of the others are being offered for sale by Developer in the ordinary course of business.

- d. When Developer has sold some of the Units and none of the other Units are being held by the Developer for sale in the ordinary course of business; or
 - e. Seven (7) years after recordation of the Declaration.
3. Developer shall be entitled to elect at least one (1) member of the Board of Directors so long as Developer holds at least five percent (5%) of the Units in the Condominium for sale in the ordinary course of business. So long as Developer holds Units for sale in the ordinary course of business, none of the following actions may be taken without approval in writing by the Developer:
- a. Assessment of Charges of the Developer as an Owner for capital improvements.
 - b. Any action by the Association that would be detrimental to the sales of Units by the Developer, provided, however, that an increase in Assessments for Common Expenses and/or Charges without discrimination against the Developer shall not be deemed to be detrimental to the sales of Units.
4. On the Turnover Date, the Association shall execute in favor of the Developer a receipt and acknowledgment of all items delivered to the Association by the Developer and a commitment to maintain and operate all systems and equipment within the Condominium in accordance with the operating manuals and warranties therefore.

ARTICLE VIII

Officers

- A. The affairs of the Association shall be administered by the officers designated in the Bylaws. Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The position of any officer who resigns or is removed from service during his or her term shall be filled on an interim basis by the Board of Directors until the next election.
- B. The names and addresses of the initial officers who shall serve until their successors are elected by the Board of Directors are:

President	Alfred Cuervo 2002 W. Cleveland Street Tampa, Florida 33606
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Vice President Julie Corrance
2002 W. Cleveland Street
Tampa, Florida 33606

Secretary/Treasurer Susan Dixson
2002 W. Cleveland Street
Tampa, Florida 33606

ARTICLE IX

Corporate Existence

The corporation shall have perpetual existence.

ARTICLE X

Bylaws

The Board of Directors shall adopt the Bylaws, which may be amended, altered or rescinded by the Board in a manner provided in the Bylaws.

ARTICLE XI

Indemnification of Officers and Directors

Each and every officer and director of this Association shall be indemnified by the Association against all costs, expenses, and liabilities, including legal fees reasonably incurred by or imposed upon such officer or director in connection with any claim, demand or proceeding to which such officer or director may be a party or in which such officer or director may become involved by reason of his being or having been an officer or director of this Association whether or not such person is an officer or director at the time such expenses are incurred, provided, however, if such officer or director is adjudged guilty of willful malfeasance or willful malfeasance in the performance of the duties of such officer or director, the Association shall not indemnify such officer or director. In the event of a settlement of any claim or proceeding, the indemnification herein provided shall be applicable only when the Board of Directors shall approve such settlement and shall determine that such indemnification shall be in the best interest of the officer or director and the Association. The Association may purchase such insurance policies as the Board of Directors shall deem appropriate to provide such indemnification. The foregoing right of indemnification shall be in addition to, but not exclusive of, any and all other rights to which such officer or director may be entitled.

ARTICLE XII

Dissolution

The Association may be dissolved only upon the termination of the Condominium as provided in the Declaration of Condominium.

ARTICLE XIII

Amendment of Articles of Incorporation

These Articles may be altered, amended or repealed in the following manner:

- A. Notice of the proposed amendment shall be included in the notice of any meeting in which a proposed amendment is considered.
- B. Any amendment which alters any provision relating to the Surface Water and Stormwater Drainage Management System, beyond maintenance and/or repairs to its original condition, including the water management portions of the Common Elements, must have prior written approval of the Southwest Florida Water Management District, which approval shall be in recordable form and recorded in the Public Records of the County in which the Property is located.
- C. A resolution for the adoption of the proposed amendment may be proposed either by the Board or by the members of the Association. Approval of a proposed amendment must be by a majority of the Board of Directors of the Association and not less than sixty-six and two-thirds percent (66 $\frac{2}{3}$ %) of the votes entitled to be cast by members or by the unanimous approval of the initial Board of Directors until the first annual election of directors.

ARTICLE XIV

Registered Agent; Registered Office

The registered agent of the Association to accept service of process in this state and who shall serve until replaced by the Board shall be Alfred Cuervo, whose business office is the registered office of the Association and is follows: 2002 W. Cleveland Street, Tampa, Florida 33606.

ARTICLE XV

Incorporator

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

Bryan J. Stanley, Esq.
114 Turner Street
Clearwater, Florida 33756

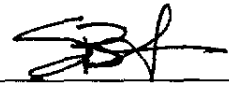
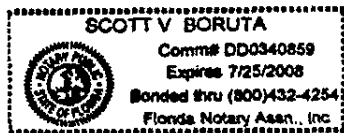
IN WITNESS WHEREOF, the incorporator has hereunto affixed its signature this 3rd day of November, 2005.

BRYAN J. STANLEY



STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this the 3rd day of November, 2005, by **BRYAN J. STANLEY**, who is personally known to me or who has produced _____ as identification, and who did (did not) take an oath.



Notary Public

Print Name: SCOTT V. BORUTA

My Commission Expires: 7/25/2008

DESIGNATION OF REGISTERED AGENT

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 NOV -4 PM 1:25

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That CANTERBURY OAKS OFFICE PARK CONDOMINIUM ASSOCIATION, INC., a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal office in the County of Pinellas, State of Florida, as indicated in the Articles of Incorporation, has named Alfred Cuervo, whose address is 2002 W. Cleveland Street, Tampa, Florida 33606, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service or 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 act relative to keeping open said office.


Printed Name: ALFRED J. CUERVO