

N96000000974

LAW OFFICES
FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT
A PROFESSIONAL ASSOCIATION

STUART H. ALTMAN
CROMWELL A. ANDERSON
ALIX J. M. APOLLON
RICHARD S. BANICK
DANIEL F. DEABLEY
HEATHER G. BROCK
MORTON P. BROWN
MICHAEL D. DUCKLEY
HENRY BURNETT
WILLIAM R. CLAYTON
KIMBERLY A. COOK
PETER J. DELAHUNTY
CHARLES G. DELEO
RICHARD E. DOUGLAS
DOROTHY F. EASLEY
BEVERLY D. EISENSTADT

BRIAN D. ELIAS
JOHN H. FRIEDHOFF
JAMES D. GABENHEIMER
LISA R. HECHT-CRONSTEDT
J. WESLEY HOLSTON
ELIZABETH P. JOHNSON
ALLAN R. KELLEY
JOHN R. KELBO
CHRISTOPHER E. KNIGHT
MICHAEL N. KREITZER
DONALD E. KUBIT
ROBBIE D. LAKE
DARREN R. LATHAM
CURTIS J. MABE
ALIX C. MICHEL
RICHARD A. MORGAN

JAMES P. MURRAY
FRED R. OBER
J. MICHAEL PENNEKAMP
VALERIE FERNANDEZ BETTES
RONALD D. SHINDLER
BARA BOTO
STEVEN E. STARK
JOHN C. STRICKROOT
A. HODGER TRAYNOR, JR.
JONATHAN H. WARNER
KYLE L. WEIGEL
NORMAN I. WEIL
ALAN G. WILLIAMS
OF COUNSEL
DARYL L. JONES

CODY FOWLER (1892-1978)
MORRIS E. WHITE (1892-1988)
JAMES L. HURLEY (1920-1989)

SEVENTEENTH FLOOR
INTERNATIONAL PLACE
100 SOUTHEAST SECOND STREET
MIAMI, FLORIDA 33131-1101

TELEPHONE (305) 789-9200
FACSIMILE (305) 789-9201
TELEX "0811690"
FOWHITE LW

January 31, 1996

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***122.50 ***122.50

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

Re: Westpointe Business Park Association, Inc.
Our File No. 40018-SHA

Gentlemen:

Enclosed are original and one copy of Article of
Incorporation for Westpointe Business Park Association, Inc. A check
enclosed is check in the sum of \$122.50 covering your filing fee,
registered agent fee and certified copy charge.

Kindly file the original Articles of Incorporation and return
the certified copy to the undersigned stamped with the filing date.
A self-addressed, stamped envelope is enclosed for your
convenience.

Sincerely yours,

FOWLER, WHITE, BURNETT, HURLEY,
BANICK & STRICKROOT, P.A.

FEB 7 1996 BSB

Judith D. Rodman
Judith D. Rodman
Legal Assistant

enc.

W96-2855
FEB 7 1996

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FILED
96 FEB 23 4 15 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES

FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT

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TELEX "0011000"
FOWHITE LW

February 21, 1996

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

Attention: Brenda Baker

Re: Westpointe Business Park Association, Inc.
Our File No. 40018-SHA

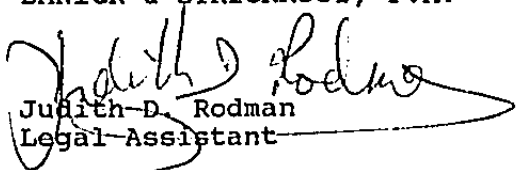
Dear Brenda:

Enclosed is original and one copy of Certificate Designating Registered Agent or Registered Office to be attached to and filed with the Articles of Incorporation for Westpointe Business Park Association, Inc. which you are holding with the \$122.50 filing fee mailed to you with our transmittal letter of January 31 (copy enclosed).

Kindly proceed to file the original Articles of Incorporation and return the certified copy to the undersigned stamped with the filing date. Thank you for your assistance in this matter.

Sincerely yours,

FOWLER, WHITE, BURNETT, HURLEY,
BANICK & STRICKROOT, P.A.


Judith D. Rodman
Legal Assistant

enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 8, 1996

FOWLER, WHITE, BURNETT, HURLEY
INTERNATIONAL PLACE
100 S.E. SECOND STREET 17TH FLOOR
MIAMI, FL 33131-1101

SUBJECT: WESTPOINTE BUSINESS PARK ASSOCIATION, INC.
Ref. Number: W96000002855

We have received your document for WESTPOINTE BUSINESS PARK ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 996A00005436

ARTICLES OF INCORPORATION
(NOT FOR PROFIT CORPORATION)

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

Name

The name of this corporation shall be WESTPOINTE BUSINESS PARK ASSOCIATION, INC., and its mailing address is 2525 "C" Street, suite 500, Anchorage, Alaska 99509.

ARTICLE 2

Purpose and General Powers of the Association

1. To promote the health, safety and social welfare of the Owners as defined and identified in the Declaration of WestPointe Business Park.
2. To own and maintain, repair and replace the Common Areas, parks, sidewalks, paths, streets, lakes, structures, landscaping and other improvements in and/or benefiting the Property for which the obligation to maintain and repair has been delegated and accepted.
3. To control the specifications, architecture, design, appearance, elevation and location of landscaping around all buildings and improvements of any type, including walls, fences, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in WestPointe Business Park, as well as the alteration, improvement, addition and/or change thereto.
4. To provide such other services, the responsibility for which has been or may be accepted by the Association, and the capital improvements and equipment related thereto.
5. 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 in its discretion determines necessary, appropriate, and/or convenient.
6. To operate without profit for the sole and exclusive benefit of its Members.
7. To perform all of the functions contemplated by the Association, and undertaken by the Board in the Declaration hereinabove described.
8. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.
9. To promulgate and enforce rules, regulations, By-Laws, and Covenants to effectuate the purposes for which the Association is organized.
10. To delegate the power or powers where such is deemed in the interest of the Association.

11. To purchase, lease, hold sell, mortgage or otherwise acquire or dispose of interests in the Property 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 objectives and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

12. To fix assessments to be levied against the Lots and the Property to defray expenses and the cost of effectuating the objectives and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize the Board, in its discretion, to enter into agreements with management companies and other organizations for the collection of such assessments.

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

14. To pay taxes and other charges, if any, on or against property owned, managed or accepted by the Association.

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

ARTICLE 3
Membership

1. Declarant shall be a Member until it no longer owns any Lots or any other portion of the Property.

2. Membership of Owners other than Declarant shall be established as follows:

A. Every person or entity who is a recorded Owner of a Lot other than Declarant shall become a Member effective upon the date recorded title to such Lot was conveyed.

B. Change of Membership in the Association shall be established by the recording in the Public Records of Dade County, Florida, of a deed or other instrument of conveyance establishing the record title of the new Owner and the delivery to the Association of a true copy of such recorded instrument. Thereupon, the Membership and all rights arising therefrom of the prior Owner shall be terminated.

3. Each and every Member shall be entitled to the benefits of Membership and shall be bound to abide by the provisions of the Declaration and the Articles of Incorporation.

ARTICLE 4
Voting and Assessments

1. Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to one (1) vote for each full acre and a fractional vote as hereinafter described for each part of an acre, in which he holds the interest required for membership. When more than one (1) person holds an interest in any Lot, all such persons shall be Members; however, the vote for each such Lot owned by more than one person shall be exercised as the Owners may among themselves determine. Prior to the meeting at which said vote is to be cast, the Owners of such Lot shall set forth in a written statement to the Association the person who is authorized to cast the vote. Such statement shall be signed by all Owners of the Lot.

The failure of an Owner to respond in writing before a noticed meeting shall be deemed an abstention by that Owner to a duly served proposal provided that a failure to respond with regard to proposed new construction, landscaping, signage or other improvements upon a Lot or a proposed change to any existing structure, landscaping, signage or other improvements on a Lot shall be deemed consent to the proposal by any Owner.

2. There shall be fractional voting for an interest in less than a full acre and all such fractions shall be rounded off to the nearest one-tenth (.1) of one acre.

3. Except where otherwise required under the provisions of these Articles, the Declaration, or By-Laws, the vote of the Owners of majority of acres represented at any meeting of the Members duly called and at which a quorum is present, shall be binding upon all of the Members.

4. The Declarant shall have the right to appoint a majority of the Board until the earlier of the following events:

A. The affirmative vote of seventy-five percent (75%) of Owners' acres other than Declarant owning seventy-five percent (75%) or more of the Lots (including Property owned by the Declarant), that Declarant relinquish such right; or

B. Upon the sale of the last Lot of WestPointe Business Park held for sale by the Declarant.

5. The Association will obtain funds with which to operate, by assessment of its Members owning Lots, in accordance with the provisions of the Covenants, as supplemented by the provisions of the Articles and By-Laws of the Association relating thereto.

ARTICLE 5
Term

The Association shall have perpetual existence.

ARTICLE 6
Officers

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other Offices as the Board may from time-to-time by resolution create. Any two (2) or more officers may be held by the same person except the offices of President and Secretary. Officers shall be elected annually by the members 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 1996 and until their successors are duly elected and qualified are:

President	KIRK S. MCGEE
Vice President	RICHARD W. BECK
Secretary	STUART H. ALTMAN
Treasurer	RICHARD W. BECK

ARTICLE 7
Board of Directors

1. While the Declarant shall have the right to appoint a majority of the Board, the Board shall consist of not less than three (3) persons. Thereafter, the affairs of the Association shall be managed by a Board of Directors consisting of a minimum of three (3) and a maximum of five (5) Directors ("Directors"). So long as Declarant shall have the right to appoint a majority of the Board, the Directors need not be Members of the Association and need not be residents of the State of Florida. At such time as Declarant shall no longer have the right to appoint members to the Board, all Directors shall be Members of the Association. Elections shall be by plurality vote. At the first annual election of the Board, if there are then Owners other than Declarant, the term of office of the elected director receiving the highest plurality of votes shall be established at one (1) year. In addition, Declarant shall select two (2) Directors to serve for terms of one year each.

Following the first annual election and for all elections thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for one (1) year expiring at the next annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. In no event can a Board Member appointed by Declarant be removed except by action of the Declarant. Any Director appointed by the Declarant shall serve at the pleasure of the Declarant, and may be removed from office and a successor Director may be appointed at any time by the Declarant.

2. The names and addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the Members to be held in the year 1996 and until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kirk S. McGee	2525 "C" Street, Suite 500, Anchorage, Alaska 99509
Richard W. Beck	2525 "C" Street, Suite 500, Anchorage, Alaska 99509
Stuart H. Altman	100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131

ARTICLE 8
Indemnification of Officers and Directors

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorneys' fees at all trial and appellate levels reasonably incurred by or imposed upon him in connection with the proceeding, litigation or settlement to which he may be a party or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses and/or liabilities are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties provided that, in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which such a Director or officer may be entitled by common or statutory law.

ARTICLE 9
Transactions in Which Directors or Officers are Interested

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 have a 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 or of a committee which authorized the contract or transaction.

ARTICLE 10
Amendments

Prior to the relinquishment of control by the Board by Declarant, these Articles may be amended by a majority vote of the Board. Thereafter, amendments may be proposed by any Member or Director and may be adopted by the affirmative vote of at least sixty percent (60%) of the Members of this Association at the annual meeting of Members or at a special meeting of Members provided, however, that in either instance, notice of the proposed amendment has been given with notice of the meeting and

provided further that such amendment has first been approved by not less than a majority vote of the Board of Directors. No amendment affecting the Declarant shall be effective without the prior written consent of the Declarant.

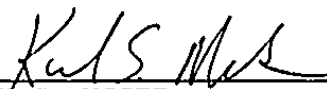
ARTICLE 11
Dissolution of the Association

1. The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the Board of Directors and approved by two-thirds (2/3) of the voting rights of the Association's Members and, if necessary at the time of dissolution, after receipt of a Certificate of Dissolution as set forth in the applicable Florida Statutes.

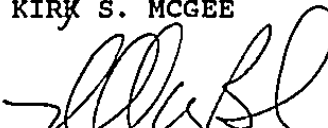
2. If and upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

- A. Real property contributed to the Association without the receipt of other than nominal consideration by Declarant (or its predecessor in interest) shall be returned to the Declarant unless it refuses to accept the conveyance (in whole or in part).
- B. Remaining assets shall be distributed among the Members as tenants in common, each Member's share of the assets to be determined in accordance with its voting rights.

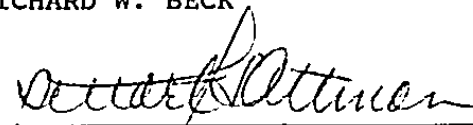
IN WITNESS WHEREOF, the said subscribers have hereto set their hands and seals this 11th day of July, 1995.



KIRK S. MCGEE



RICHARD W. BECK



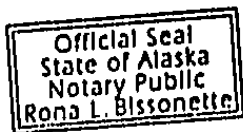
STUART H. ALTMAN

STATE OF ALASKA

)
) SS:
)

THIRD JUDICIAL DISTRICT

The foregoing instrument was acknowledged before me this 11th day of JULY 1995, by KIRK S. MCGEE and RICHARD W. BECK, who are personally known to me.



Rona L. Bissonette

RONA L. BISSONETTE
Print Name above

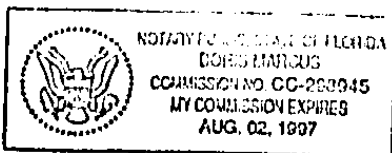
My commission expires: 4/26/98

STATE OF FLORIDA

)
) SS:
)

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 11th day of JULY 1995, by STUART H. ALTMAN, who is personally known to me.



Doris Marcus

DORIS MARCUS
Print Name above

My commission expires: 8/2/97

**CERTIFICATE DESIGNATING REGISTERED AGENT OR REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

In compliance with Section 607.0501, Florida Statutes, the undersigned Incorporators do hereby designate the following Registered Agent and Registered Office for service of process within the State of Florida:

1. Name of Corporation: WESTPOINTE BUSINESS PARK ASSOCIATION, INC.
2. Street Address of the initial Registered Agent: 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131.
4. Name of the initial Registered Agent: Stuart H. Altman
5. The street address of the registered office and the street address of the business office of the registered agent are identical.

DATED this 17 day of February, 1996.

Incorporator:

Kirk S. McGee
KIRK S. MCGEE

Richard W. Beck
RICHARD W. BECK

Stuart H. Altman
STUART H. ALTMAN

96 FEB 23 AM 11:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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.

Stuart H. Altman
STUART H. ALTMAN

DATE: FEBRUARY 20, 1996