

N99000000184



ACCOUNT NO. : 072100000032

REFERENCE : 087555 9156A

AUTHORIZATION : Patricia Pruitt

COST LIMIT : \$ 78.75

ORDER DATE : January 5, 1999

ORDER TIME : 10:11 AM

ORDER NO. : 087555-005

CUSTOMER NO: 9156A

CUSTOMER: Larry A. Echols, Esq.
ECHOLS & COTTER
ECHOLS & COTTER
P. O. Box 2579

300002730103--2

Ft Myers, FL 33932

DOMESTIC FILING

NAME: BERNWOOD BUSINESS PARK
PROPERTY OWNER'S ASSOCIATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

509
W99-234
167-509-2589

JA 1/12/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 12: 04

DIVISION OF CORPORATIONS
99 JAN -5 AM 10: 58



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 12: 04

January 8, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
filing date as file date.

SUBJECT: BERNWOOD BUSINESS PARK PROPERTY OWNERS'
ASSOCIATION, INC.
Ref. Number: W99000000234

We have received your document for BERNWOOD BUSINESS PARK PROPERTY OWNERS' ASSOCIATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The name of the entity must be identical throughout the document.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 199A00001092

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Secretary of State

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99 JAN -5 PM 12:04

January 5, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

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Return the original
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SUBJECT: BERNWOOD BUSINESS PARK PROPERTY OWNERS'
ASSOCIATION, INC.
Ref. Number: W99000000234

We have received your document for BERNWOOD BUSINESS PARK PROPERTY OWNERS' ASSOCIATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

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Claretha Golden
Document Specialist

Letter Number: 699A00000439

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ARTICLES OF INCORPORATION
FOR
BERNWOOD BUSINESS PARK PROPERTY OWNER'S ASSOCIATION, INC.

Pursuant to the provision of Chapter 617, Florida Statutes, as amended, the undersigned does hereby adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Bernwood Business Park Property Owners' Association, Inc. ("Association"). The principal office and mailing address shall be P.O. Box 2579, Fort Myers Beach, Florida 33932.

ARTICLE II
NON-PROFIT STATUS

The Association is a non-profit corporation.

The terms used in these Articles shall have the definitions provided in Article I of the Declaration of Covenants, Conditions, and Restrictions for Bernwood Business Park ("the Declaration").

ARTICLE III
DURATION

The existence of the Association will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetuity.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof. The specific purposes for which the Association is formed are to provide for maintenance, preservation, and architectural control of the industrial, and commercial parcels and minor residential parcels, if any, of Land and Common Areas, now and hereinafter included within that certain tract of real property located in Lee County, Florida, which is known as Bernwood Business Park pursuant to the provisions of the

Declaration and to promote the health, safety, and welfare of the residents within the above described development for the betterment the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and in furtherance of those purposes to:

(a) Exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in the Declaration, applicable to the Property to be recorded in the Public Records in the Office of the Clerk of Circuit Court, Lee County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in full, which powers and duties includes without limitation the power, authority and responsibility for maintenance of all areas of Common Responsibility including the storm water management system, including all lakes, retention areas, culverts and related appurtenance, in accordance with the South Florida Water Management District permit.

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration against each Lot and Non-Platted Property included in Bernwood Business Park, to pay all expenses in connection therewith and all office and other expenses in connection therewith, and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property, real or personal, of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real and personal property in connection with the affairs of the Association;

(d) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by a majority of the total vote of the Members.

(e) Borrow money, and with the consent of two-thirds (2/3) of the total vote of the Members entitled to vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property or the right of the Association to make and collect assessments as security for money borrowed or debts incurred;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds (2/3rds) of the total vote of Members; or such lessor or greater percentage of votes as may be required in the

Declaration;

- (g) Making and amending rules and regulations;
- (h) Sue and be sued;
- (i) Enter into contracts including without limitation contracts for services necessary to operate and maintain the storm water management system.
- (j) Have and exercise any and all powers, rights, and privileges which a corporation organized under the not-for-profit corporation law of the State of Florida may now or hereafter have or exercise by law.

The Association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the Association shall be financed by assessments on Members as provided in the Declaration, and no part of any net earnings shall inure to the benefit of any Member.

ARTICLE V LOCATION AND REGISTERED AGENT

The street address of the initial registered office of the Association is 6100 Estero Boulevard, Fort Myers Beach, Florida 33931, and the name of its initial registered agent at such address is Larry A. Echols.

ARTICLE VI MEMBERSHIP

Every person or entity who is a record owner of a Lot or a portion of Non-Platted Property in Bernwood Business Park, which Lot or portion of Non-Platted Property, pursuant to the Declaration, is subject to assessment by the Association, including contract sellers, shall be a Member of the Association, provided, however, Declarant and Joined Owner shall be Members even should they own Lots, or Non-Platted Property which is not subject to assessments, but is subject to the Declaration. The foregoing is not intended to include any such person or entity, including any Mortgagee, who holds an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a Lot or Non-Platted Property which is subject to the Declaration.

ARTICLE VII VOTING RIGHTS

Members, including the Declarant and Jointed Owner, shall be entitled to voting rights as provided in the Declaration and in the By-Laws of the Association.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Association will be managed by a Board of Directors consisting of three (3) members who shall initially be appointed by the Declarant. The names and addresses of the persons who are to act in the capacity of Directors until selection of their successors are:

<u>Name</u>	<u>Address</u>
James A. Bernet	P.O. Box 2579 Fort Myers Beach, FL 33932
Charles F. Maurer, Jr.	P.O. Box 2129 Bonita Springs, FL 34133
Larry A. Echols	P.O. Box 2579 Ft. Myers Bch., FL 33932

ARTICLE IX
INDEMNIFICATION

A. The Association hereby indemnifies and holds harmless any Directors or officer made a part or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(i) Whether civil, criminal, administrative, or investigative, other than one by 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 allowed to have been committed by such person in his capacity as director, officer, employee or agent of the Association or of any other 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 the reasonable belief that such action was in the best interests 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 proceedings by judgment order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall

not in itself create a presumption that any such Director or Officer did not act in good faith in the 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 not unlawful.

(ii) 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 corporation or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he serves at the request of the Association, against the 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.

B. 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 interests 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 quorum consisting of Directors who were not parties to such action, suit or proceeding.

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

ARTICLE X OFFICERS

The Association shall have a President, a Vice-President, a Secretary and a Treasurer. The initial officers of the corporation are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	James A. Bernet	P.O. Box 2579 Fort Myers Bch., FL 33932
Vice-President	Charles F. Maurer, Jr.	P.O. Box 2129 Bonita Springs, FL 34133
Secretary/ Treasurer	Larry A. Echols	P.O. Box 2579 Ft. Myers Bch., FL 33932

ARTICLE XI AMENDMENTS

Subject to the rights of the Declarant as provided in the Declaration and the By-Laws of the corporation, amendments to these Articles shall require a vote of two-thirds (2/3) of a quorum of Members present either in person or by proxy at a meeting duly called for that purpose. However, no amendment shall be effective which is in contravention of the duties, responsibilities, or obligations of the Association or the members as provided in the Declaration.

ARTICLE XII TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

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 a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participated 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. 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 of transaction.

ARTICLE XIII DISSOLUTION OF ASSOCIATION

No portion of the net earnings of the Association will inure (upon dissolution of the Association or otherwise) to the benefit of any private person, other than as a direct result of the Association engaging in one or more of the activities which are

consistent with and within the scope of its purpose. Subject to the foregoing:

(a) SURFACE WATER MANAGEMENT SYSTEM. Property and interests in property, whether real, personal or mixed, which constitutes or is directly or indirectly related to the surface water management system, will be dedicated to the appropriate governmental agency or contributed to a similar non-profit corporation or organization as required by the South Florida Water Management District. This provision may not be amended without the consent and approval of South Florida Water Management District.

(b) OTHER PROPERTY. Property and interests in property, whether real, personal, or mixed, which do not constitute or which are neither directly or indirectly related to the surface water management system, if any, will be distributed in the following manner: the assets of the association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

IN WITNESS WHEREOF, the said subscribers have hereto set their hands and seals this 4th day of January, 1999.

Signed, Sealed and Delivered
in the presence of:

Leslie D Landers
Print Name: Leslie D Landers

Kim Ford
Print Name: Kim Ford

Larry A. Echols
Larry A. Echols

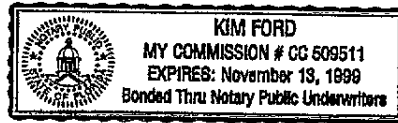
STATE OF FLORIDA §
COUNTY OF LEE §

BEFORE ME, the undersigned authority personally appeared LARRY A. ECHOLS, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who did not make an oath, and acknowledged before me, according to law, that he executed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State above mentioned, this 4th day of January 1999.

Kim Ford
NOTARY PUBLIC

My Commission Expires:



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

QUALIFIED FIRST, THAT BERNWOOD BUSINESS PARK PROPERTY OWNER'S ASSOCIATION, INC., ORGANIZED AND UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT FORT MYERS BEACH, STATE OF FLORIDA, HAS NAMED LARRY A. ECHOLS, ESQ., LOCATED AT 6100 ESTERO BOULEVARD, FT. MYERS BEACH, FLORIDA 33931, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


LARRY A. ECHOLS

Dated: 1/4/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


LARRY A. ECHOLS

Dated: 1/4/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 12: 05