

N99000002188

Condominium Association, Inc.
P.O. Box 822
Lutz, Florida 33548-0822

Telephone: (813) 962-6544
Fax: (813) 962-4174

March 30, 1999

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

800002828748--2
-04/05/99--01039--003
*****78.75 *****78.75

Re: Articles of Incorporation for Arbor Terrace

Dear Sir or Madam:

Enclosed are the following documents in connection with the referenced corporation:

1. The original Articles of Incorporation for filing;
2. A copy of the Articles of Incorporation for certification, which should be forwarded to me in the stamped, self-addressed envelope provided, and
3. A check in the amount of \$78.75, which includes the following items:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy	<u>8.75</u>
Total	\$78.75

Please file the enclosed Articles of Incorporation and forward the certified copy to my office in the stamped, self-addressed envelope provided.

Sincerely,

Carol A. Westfall

CA:js

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 AM 8:41

99 APR -5 AM 8:41

ARTICLES OF INCORPORATION

of

ARBOR TERRACE PROFESSIONAL PARK CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I.**NAME OF CORPORATION**

The name of this corporation shall be ARBOR TERRACE PROFESSIONAL PARK CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association.

ARTICLE II.**GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as ARBOR TERRACE PROFESSIONAL PARK, located in the County of Hillsborough, Florida, and to perform all acts provided in the Declaration of Condominium of said Condominium and the Condominium Act, Chapter 718, Florida Statutes.

ARTICLE III.**POWERS**

The Association shall have all of the condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in said condominium act and the Declaration of Condominium of ARBOR TERRACE PROFESSIONAL PARK. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment or other use or benefit of the members; including but not limited to lease of common areas and facilities. The Association may contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

ARTICLE IV.

MEMBERS

All persons owning a vested present interest in the fee title to any of the condominium units of ARBOR TERRACE PROFESSIONAL PARK, as evidenced by a duly recorded proper instrument in the Public Records of Hillsborough County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in said Declaration of Condominium. In the event a unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

After the Association approves of a conveyance of a condominium unit as provided in said Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

Prior to the recording of said Declaration of Condominium in the public records of said county, the subscribers hereto shall remain the members of the Association and shall each be entitled to one vote.

ARTICLE V.

VOTING RIGHTS

Notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner, each condominium unit shall be entitled to the voting interest established for such unit in accordance with the following formula: one vote for each office building owned that is built on a condominium unit or on part of a condominium unit. (as such terms are defined in the Declaration of Condominium for Arbor Terrace Professional Park). In the event of a joint ownership of an office building that is built on a condominium unit, the vote to which that unit is entitled shall be apportioned among the owners as their interest may appear, or may be exercised by one of such joint owners by the remainder of the joint owners filing a Voting certificate with the Secretary of the Association.

ARTICLE VI.

INCOME DISTRIBUTION

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII.

EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 16110 N. Florida Avenue, Lutz, Florida 33549, and the registered agent at such address shall be John Westfall.

ARTICLE IX.

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors, which shall consist of not less than three (3) nor more than five (5) persons, as shall be designated by the bylaws.

ARTICLE X.

FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

	<u>Name</u>	<u>Office</u>	<u>Address</u>
1.	John Westfall	President & Director	P. O. Box 822 Lutz, Florida 33549
2.	Steve Myers	Vice-President & Director	115 W. Bearss Avenue Tampa, Florida 33613
3.	Carol Westfall	Secretary	P. O. Box 822 Lutz, Florida 33549

ARTICLE XI.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Indemnity. The Association shall indemnify any person who was or is 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, be reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not

pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings 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 and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XI.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XII.

RIGHTS OF DEVELOPER

WATERFORD CONSTRUCTION & DEVELOPMENT COMPANY, INC., a Florida Corporation, which is the Developer of ARBOR TERRACE PROFESSIONAL PARK, shall have full right and authority to manage the affairs and exclusive right to elect the directors of the Association (who need not be unit owners) until such time as provided by Florida Statutes Section 718.301 (1997), which is incorporated by reference.

Notwithstanding any provision contained herein to the contrary, during the period Developer is in control of the Association, the Directors shall exercise all rights which would otherwise be exercisable by the members.

ARTICLE XIII.

BYLAWS

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

ARTICLE XIV.

SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
1. John Westfall	P. O. Box 822 Lutz, Florida 33549
2. Carol Westfall	P.O. Box 822 Lutz, Florida 33549
3. Enrico G. Gonzalez	10906 Gillette Ave. Temple Terrace, Florida 33617

ARTICLE XV.

AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 31ST day of March 1999.

[Signature] (SEAL)
John Westfall

[Signature] (SEAL)
Carol Westfall

[Signature] (SEAL)
Enrico G. Gonzalez

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 AM 8:41

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31 day of March, 1999, by John Westfall, who is personally known to me or who produced _____ as identification and who did not take an oath.

(NOTARIAL SEAL)



JANET H. SCHOFER
COMMISSION # CC 649248
EXPIRES MAY 20, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

[Signature]
Janet H. Schofer
*(Print Name of Notary Public)
Notary Public - State of Florida
My commission expires 5/20/2001
Commission Number CC 649248

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31 day of March, 1999, by Carol Westfall, who is personally known to me or who produced _____ as identification and who did not take an oath.

(NOTARIAL SEAL)



JANET H. SCHOFER
COMMISSION # CC 649248
EXPIRES MAY 20, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

[Signature]
Janet H. Schofer
*(Print Name of Notary Public)
Notary Public - State of Florida
My commission expires 5/20/2001
Commission Number CC 649248

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31 day of March, 1999, by Enrico G. Gonzalez, who is personally known to me or who produced _____ as identification and who did not take an oath.

(NOTARIAL SEAL)

[Signature]
Karen Minaie
*(Print Name of Notary Public)
Notary Public - State of Florida
My commission expires _____
Commission Number _____

