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BERGER DAVIS SINGERMAN

001/008

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Monarch Lakes Business Park Association, Inc.

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TALLAHASSEE, FLORIDA  
2002/008

ARTICLES OF INCORPORATION  
OF  
MONARCH LAKES BUSINESS PARK ASSOCIATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as Incorporator of a Florida corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Monarch Lakes Business Park Association, Inc.

ARTICLE II

ADDRESS

The address of the principal office and mailing address of the Corporation is 101 Northeast 3 Avenue, Suite 101, Fort Lauderdale, Florida 33301.

ARTICLE III

PURPOSE

This corporation is formed for the following purposes:

- a. to promote the health, safety and social welfare of the owners of (1) the property within the area commonly known as Monarch Lakes Business Park, as such park is described in the Declaration of Covenants, Restrictions, Easements, Charges and Liens, dated June 10, 1998, recorded in Book 28388, Page 822 of the Official Records of Broward County, Florida (such Declaration, as amended, modified and

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- supplemented from time to time, the "Declaration") and (ii) the Properties (as defined in the Declaration);
- b. to provide for the preservation of the values and amenities and for the maintenance of the Common Areas (as defined in the Declaration) of the property commonly known as Monarch Lakes Business Park as provided in the Declaration and of the Properties (as defined in the Declaration);
  - c. to enforce the covenants and restrictions, and to collect and disburse any collections and charges with respect to the property commonly known as Monarch Lakes Business Park as provided in to the Declaration and the Properties (as defined in the Declaration);
  - d. to do any other acts as provided in, or contemplated by, the Declaration for the property commonly known as Monarch Lakes Business Park and for the Properties (as defined in the Declaration); and
  - e. the transaction of any other lawful activity within the power of a Corporation as conferred on corporations not for profit under the provisions of Chapter 617 of the Florida Statutes, as the same may be amended from time to time, or the provisions of any similar law.

#### ARTICLE IV

##### ELECTION (APPOINTMENT) OF DIRECTORS

The Directors will be elected as stated in the Bylaws of the Corporation.

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ARTICLE VINITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) members of the Board of Directors to hold office until their successors are duly elected and qualified.

The following persons shall constitute the initial Board of Directors of the Corporation:

<u>Name</u>	<u>Address</u>
Pryse R. Elam	1801 N. Military Trail, Suite 150 Boca Raton, Florida 33431
James C. Hendricks	2100 McKinney Ave., Suite 700 Dallas, Texas 75201
Eric Johnson	101 N. E. 3 Avenue, Suite 101 Fort Lauderdale, Florida 33301

ARTICLE VIMEMBERSHIP

Membership in the Corporation shall be as provided in the Bylaws, and pursuant to the Declaration for the property commonly referred to as Monarch Lakes Business Park and for the Properties (as defined in the Declaration).

ARTICLE VIIINDEMNIFICATION

- A. Indemnity. The Corporation shall indemnify any Board Member or officer, or their agents, who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such party is or was a director, employee, officer, or agent of the Corporation, against expenses (including

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attorneys' fees and appellate attorneys, fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such party in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the person to be indemnified, that such party did not act in good faith or in a manner such party reasonably believed to be in, or not opposed to, the best interest of the Corporation, and with respect to any criminal action or proceeding, that such party had reasonable cause to believe that his or her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. 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 and in a manner which such person reasonably believed to be in, or not opposed to, the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

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

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- C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected Member of the Board, officer, employee or agent to repay such amount unless it shall be ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this Article.
- 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 Member of the Board, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.
- E. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Member of the Board, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a Member of the Board, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such party and insured by such party in any such capacity, or arising out of said person's status as such, whether or not the Corporation would have the power to indemnify said person against such liability under the provisions of this Article.

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F. Amendment. Anything to the contrary herein notwithstanding the provisions of this Article may not be amended with-out the approval in writing of all persons whose interest would be adversely affected by such amendment.

#### ARTICLE VIII

#### CONVEYANCE

The Corporation shall accept any and all deeds of conveyance delivered to it pursuant to the Declaration for the property commonly referred to as Monarch Lakes Business Park and for the Properties (as defined in the Declaration).

#### ARTICLE IX

#### DISSOLUTION

Upon dissolution of this Corporation and after discharging all liabilities and obligations of this Corporation (or making adequate provision therefor) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of this corporation and after taking any other action required by law, any remaining assets of this Corporation shall be distributed to all members of this corporation in good standing at the time of the commencement of the dissolution proceedings and in proportion to each such member's membership interest.

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ARTICLE XINITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of the Corporation is Berger Davis & Singerman, 350 E. Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation is Robert W. Barron, Esq.

ARTICLE XIINCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
ROBERT W. BARRON	Berger Davis & Singerman 350 E. Las Olas Boulevard, Suite 100 Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of October, 2000.

  
ROBERT W. BARRON  
Incorporator

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Monarch Lakes Business Park Association, Inc., as made in the foregoing Articles of Incorporation inasmuch as I am familiar with the obligations of that position.

Date: October 25, 2000

  
ROBERT W. BARRON  
Initial Registered Agent

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