

No 1000008034

LAW OFFICES

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November 9, 2001

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6427  
Tallahassee, FL 32301

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-11/13/01--01035--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Newberry Commercial Park Owner's Association, Inc..  
Our File #: 01-1511.3

Dear Sir/Madam:

Enclosed please find an original and one (1) copy each of the Articles of Incorporation for the above-referenced corporation.

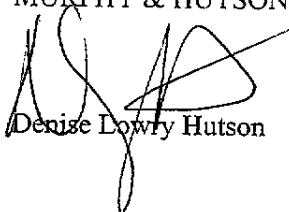
Also enclosed please find this firm's check in the amount of \$78.75 for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certification Copy of Articles	<u>8.75</u>
	\$ 78.75

We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,

SALTER, FEIBER, YENSER,  
MURPHY & HUTSON, P.A.

  
Denise Lowry Hutson

Enclosures

FILED  
01 NOV 13 PM 4:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN NOV 13 2001

FILED  
01 NOV 13 PM 4:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NEWBERRY COMMERCIAL PARK OWNER'S ASSOCIATION, INC.**

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 720, Florida Statutes, and pursuant to the following provisions ("these Articles"):

**ARTICLE I**

**NAME**

The name of the corporation shall be **NEWBERRY COMMERCIAL PARK OWNER'S ASSOCIATION, INC.**

**ARTICLE II**

**DURATION**

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

**ARTICLE III**

**DEFINITIONS**

**3.1    "Assessments"** shall mean and refer to assessments from time to time levied by the Association for Common Expenses when authorized by the Declaration or by the Board of Directors of the Association.

**3.3    "Association"** shall mean and refer to NEWBERRY COMMERCIAL PARK HOMEOWNER'S ASSOCIATION, INC., a Florida Not-for-Profit corporation, its successors or assigns.

**3.4    "Board of Directors of the Association"** shall mean and refer to the Board of Directors initially appointed by the Declarant and thereafter elected by the Owners of Lots in NEWBERRY COMMERCIAL PARK and given such duties and powers contained in the Declaration.

**3.5    "Common Expenses"** shall mean and refer to the actual and estimated expenses of operating the Association and meeting the costs incurred or to be incurred relative

to the performance of the duties of the Association, including without limitation, the costs incurred for operation, maintenance and improvement of any Common Property, including any reserves established by the Association, all as may be found to be necessary and appropriate by the Board of Directors of the Association pursuant to the Declaration, the Bylaws and these Articles.

**3.6 "Declarant"** shall mean and refer to RUFUS H. ROLAND, DEANNA J. ROLAND, JOSEPH C. PRICE, JR. and NAN J. PRICE, and their successors and assigns. No successor or assignee of the Declarant shall have any rights or obligations of the Declarant hereunder unless such rights and obligations are specifically set forth in the instrument of succession or assignment, or unless such rights pass by operation of law. The Declarant may or may not be the Owner of those real properties made subject to the Declaration.

**3.8 The "Declaration"** shall refer to the Declaration of Covenants, Conditions, Restrictions and Easements for NEWBERRY COMMERCIAL PARK, executed as of April 4, 2001, and recorded at Official Records 2350, page 764 of the Public Records of Alachua County, Florida, and as amended from time to time.

**3.9 "Owner"** shall mean and refer to the record holder, whether one or more persons or entities of fee simple title to a Lot in NEWBERRY COMMERCIAL PARK (other than the Association); but notwithstanding any applicable theory of the law of mortgages, Owner shall not mean or refer to any mortgagee unless and until such mortgagee has acquired title pursuant to a foreclosure proceeding or a conveyance in lieu of foreclosure.

**3.10 "Plat"** shall mean the plat filed for record of NEWBERRY COMMERCIAL PARK, a Development recorded in Plat Book 22, Page 65 of the Public Records of Alachua County, Florida.

#### **ARTICLE IV**

##### **PRINCIPAL OFFICE**

The principal office of the Association is located at 266 NW 266<sup>th</sup> Street, Newberry, FL 32669.

#### **ARTICLE V**

##### **REGISTERED OFFICE AND AGENT**

RUFUS H. ROLAND, whose address is 266 NW 266<sup>th</sup> Street, Newberry, FL 32669, is hereby appointed the initial registered agent of the Association, and the registered office shall be at said address.

## **ARTICLE VI**

### **PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is formed to carry out the duties and responsibilities imposed upon it by the Declaration. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of Newberry Commercial Park and Common Property within its jurisdiction.

The Association is further organized for the management, maintenance, operation and care of real and personal property, including without limitation the following powers:

- A. To fix and make assessments and collect the assessment by any lawful means;
- B. To borrow money as authorized by the Board of Directors for the benefit of the Association;
- C. To use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which the Association is formed;
- D. To review plans and specifications of proposed improvements to determine whether said improvements comply with the Declaration;
- E. To purchase and maintain insurance;
- F. To make, amend, impose and enforce by any lawful means reasonable rules and regulations for use of the Common Areas, Association property and Lots;
- G. To contract with others for services;
- H. To do and perform anything required by these Articles, the Bylaws or the Declaration to be done by an Owner, but if not done by an Owner in a timely manner, at the expense of Owner; and,
- I. To do and perform any obligations imposed upon the Association by the Declaration or by any permit or authorization from any unit of local, regional, state or the federal

government and to enforce by any legal means the provisions of these Articles, the Bylaws and the Declaration.

The foregoing specific duties and responsibilities are not to be construed in any way as limiting the powers of the Association. Rather, the Association will have and exercise all the powers conferred upon associations so formed.

## **ARTICLE VII**

### **MEMBERSHIP**

Each Owner, including the Declarant, shall be a Member of the Association. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board, elected as provided for in the Bylaws of the Corporation, of not less than three (3) nor more than seven (7) directors who must be Members. The initial Board shall be comprised of three (3) people. Notwithstanding the above, until such time as the Declarant has relinquished control of the Association pursuant to the Declaration, the Declarant shall be entitled to designate the Board of Directors of the Association. Declarant-appointed directors need not be Members. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are as follows:

<u>Name</u>	<u>Address</u>
Rufus H. Roland	P.O. Box 496, Newberry, FL 32669
Deanna J. Roland	P.O. Box 496, Newberry, FL 32669
Nan J. Price	P.O. Box 496, Newberry, FL 32669

Once the Declarant relinquishes its right to appoint the Board of Directors, the Members shall elect the directors for terms of two (2) years each, and said Directors shall be Members. In the event that the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.

## **ARTICLE IX**

### **OFFICERS**

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Rufus H. Roland	P.O. Box 496, Newberry, FL 32669
Secretary/Treasurer	Deanna J. Roland	P.O. Box 496, Newberry, FL 32669
Vice President	Nan J. Price	P.O. Box 496, Newberry, FL 32669

## **ARTICLE X**

### **INDEMNIFICATION**

**10.1** Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon a director or officer in connection with any proceeding, whether civil, criminal, administrative or investigative; or any settlement of any proceeding; or any appeal from such proceeding to which a director or officer may be a party or in which a director or officer may become involved by reason of a director or officer being or having been a director or officer of the Association; or having served at the Association's request as a director or officer of any other corporation, whether or not said director or officer is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association 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 all other rights to which such director or officer may be entitled.

**10.2** Expenses incurred in defending a suit or proceeding, whether civil, criminal, administrative or investigative, may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if

it shall ultimately be determined that said director or officer is not to be indemnified by the Association as authorized by these Articles of Incorporation.

**10.3** The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or who is or was serving at the request of the Association as a director or officer of another association against any liability asserted against a director or officer and incurred by a director or officer in any such capacity; or arising out of a director or officer status as such, whether or not the Association would have the power to indemnify a director or officer against such liability under the provisions of these Articles.

## **ARTICLE XI**

### **ADOPTION OF BYLAWS; AMENDMENT OF ARTICLES AND BYLAWS** **PROCEDURE FOR AMENDMENT**

**11.1 Adoption of Bylaws** Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded consistent with these Articles, the Bylaws and the Declaration.

**11.2 Procedure to Amend Articles** Amendments to these Articles of Incorporation shall be made in the following manner:

**11.2.1 Resolution.** The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

**11.2.2 Notice.** Within the time and in the manner provided in the Bylaws for giving notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

**11.2.3 Vote.** At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving a majority of votes of all Members entitled to vote thereon.

**11.2.4 Multiple Amendments.** Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

**11.2.5 Agreement.** If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, the amendment shall thereby be adopted as though Subsections 11.2.1 through 11.2.3 had been satisfied.

**11.2.6 Action Without Directors.** The Members may amend these Articles without an act of the Directors at a meeting for which notice of the changes to be made is given.

**11.2.7 Limitations.** No amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing by all Members. No amendment shall be made which is in conflict with the Declaration. So long as the Declarant shall own any lands within Newberry Commercial Park, no Declarant-related amendment shall be made to the Declaration, to the Articles or the Bylaws of the Association unless such amendment is first approved in writing by the Declarant. Any amendment shall be deemed to be Declarant-related if it does any of the following:

- a. Directly or indirectly by its provisions or in practical application relates to the Declarant in a manner different from the manner in which it relates to other Owners;
- b. Modifies the definitions provided for by Article I of the Declaration in a manner which alters the Declarant's rights or status;
- c. Modifies or repeals any provision of Article IX of the Declaration;
- d. Alters the character and rights of membership as provided for by Article III of the Declaration or affects or modifies in any manner whatsoever the rights of Declarant as a Member of the Association;
- e. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility companies, political subdivisions, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;
- f. Denies the right of the Declarant to convey Common Property to the Association;
- g. Modifies the basis or manner of assessment as applicable to the Declarant or any lands owned by the Declarant; or,
- h. Alters or repeals any of the Declarant's rights or any provision applicable to the Declarant's right as provided for by any such provision of the Declaration.

**11.2.8 Filing.** A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Alachua County, Florida.

## **ARTICLE XII**

### **SUBSCRIBERS**

The name and address of the Subscriber to these Articles of Incorporation is as follows:



Name

Address

Rufus H. Roland

P.O. Box 496, Newberry, FL 32669


**ARTICLE XIV**

**NON-STOCK CORPORATION**

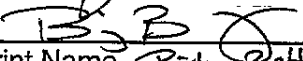
The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit. In addition, the Association shall not pay dividends, and no part of any income of the Association shall be distributed to its Members, directors or officers.

**IN WITNESS WHEREOF**, the undersigned Subscriber has caused these presents to be executed as of the 6<sup>th</sup> day of November, 2001.

Signed, sealed and delivered  
in the presence of:

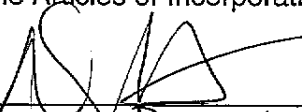
  
Print Name Denise Lowmy Hutson

  
RUFUS H. ROLAND

  
Print Name Billy Belte

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of November, 2001, by RUFUS H. ROLAND. Subscriber to the Articles of Incorporation. Such person is personally known to me.

  
Print Name Denise Lowmy Hutson  
Notary Public, State of Florida  
My Commission Expires:

(SEAL)

FILED  
01 NOV 13 PM 4:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Not-For-Profit Corporation Act, the following is submitted in compliance with the statute:

That NEWBERRY COMMERCIAL PARK OWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida, has named RUFUS H. ROLAND, as its registered agent to accept service of process and perform such other duties as are required in the State.

#### ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated corporation at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of the statute relative in keeping open the office and further states that I am familiar with §617.0503, Florida Statutes.

  
RUFUS H. ROLAND

DATED: November 6<sup>th</sup>, 2001.