

FROM : AVERY WHIGHAM WINSETT P.A.

PHONE NO. : 941 334 6258

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FLORIDA NON-PROFIT CORPORATION

Walker Square Association, Inc.

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EXHIBIT "B"

ARTICLES OF INCORPORATION
OF
WALKER SQUARE ASSOCIATION, INC.

We, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is WALKER SQUARE ASSOCIATION, INC. For convenience the corporation shall hereafter be referred as the "Association".

ARTICLE II

Purposes

2.1 The purposes and objectives of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and include providing for the maintenance, preservation, administration, and management of a Condominium located in Lee County, Florida and known as WALKER SQUARE COMMERCIAL CONDOMINIUM, a condominium, created pursuant to the Declaration of Condominium.

2.2 The corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other nonrecurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner shall be credited with the portion of any excess that is proportionate to his interest in the common elements of the condominium.

2.3 The Association shall make no distribution of income to its members, directors or officers.

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ARTICLE III
Duration

The period of duration of the corporation is perpetual.

ARTICLE IV
Members

4.1 Each condominium unit shall have appurtenant thereto a membership in the corporation, which membership shall be held by the person or entity, or in common by the persons or entities owning such unit, except that no person or entity holding title to a unit as security for performance of an obligation shall acquire the membership appurtenant to such unit by virtue of such title ownership. In no event may any membership be severed from the unit to which it is appurtenant. Should the condominium be terminated, those persons or entities that are members at the time of such termination, their successors and assigns to their interest shall be members.

4.2 Membership in the Association shall entitle the holder or holders thereof to exercise that proportion of the total voting power of the Association corresponding to the proportionate undivided interest in the common elements appurtenant to the unit to which such membership corresponds, as established in the Declaration.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

4.4 A unit owner does not have any authority to act for the Association by reason of being a Unit Owner.

ARTICLE V
Directors

5.1 The affairs of the Association shall be managed by a Board of Administration consisting of the number of directors determined by the By-Laws, but not less than three directors, and in the absence of such determination, shall consist of three directors. All directors shall be members of the Association. The Directors of the Association have a fiduciary relationship to the unit owners.

5.2 Directors of the Association, other than the initial Directors shall be elected in accordance with the By-Laws. Directors may be removed and vacancies on the Board of Administration shall be filled in the manner provided by the By-Laws.

5.3 Reserved for future use.

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5.4 The names and addresses of the members of the first Board of Administration who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Michael O. Lunsford
3601 West Bethel Avenue
Muncie, IN 47304

Lauretta A. Lunsford
3601 West Bethel Avenue
Muncie, IN 47304

Charles E. Grant, Jr.
1861 Carbonta Drive
Alva, FL 33920

ARTICLE VI Officers

6.1 The affairs of the corporation shall be managed by a President, Vice-President, Secretary, and Treasurer who shall be accountable to the Board of Administration and who shall be elected by and from the members of the Board of Administration. The Board of Administration may also appoint such other officers as may be designated by the By-Laws.

6.2 The officers of the Association have a fiduciary relationship to the unit owners.

6.3 The names and addresses of the officers who shall serve until their successors are designated by the Board of Administration are as follows:

President	Michael O. Lunsford 3601 West Bethel Avenue Muncie, IN 47304
Vice President	Lauretta A. Lunsford 3601 West Bethel Avenue Muncie, IN 47304
Secretary/Treasurer	Lauretta A. Lunsford 3601 West Bethel Avenue Muncie, IN 47304

ARTICLE VII Indemnification

7.1 Every director and every officer of the Association

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shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a part or in which he may be 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 are incurred, except when the director or officer is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Administration 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.

7.2 Members of the Board of Administration shall not be liable to any member of the Association for any mistake of judgment for negligence or otherwise, except for their own willful misconduct or bad faith, nor shall any member of the Board be personally liable with respect to any contract made by them on behalf of the Association, and lot or townhouse parcel owners shall indemnify the Board and each member thereof against all contractual liability to third parties arising out of contracts made by the Board on behalf of the Association. However, such indemnification shall not extend to any contract made in bad faith or contrary to the provisions of the Declaration, these Articles, or the By-laws. The liability of any owner arising out of any contract made by the Board of Administration or out of the aforesaid indemnity shall be limited to such proportion of the total liability thereunder as his percentage interest of ownership in the common property bears to the total percentage interest of all owners in the common property.

ARTICLE VIII Power

The powers of the Association shall include and be governed by the following provisions:

8.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles and the Declaration of Condominium.

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8.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as permissively limited by these Articles and the Declaration of Condominium for WALKER SQUARE COMMERCIAL CONDOMINIUM, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as from time to time amended, not inconsistent with the Condominium Act.

8.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and By-Laws.

8.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the condominium Act, the Articles, the Declaration of Condominium and the By-Laws.

ARTICLE IX By-Laws

The By-Laws regulating operation of the corporation are indexed to the Declaration. The By-Laws may be amended in the manner set forth in the By-Laws.

ARTICLE X Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

10.1 Amendments to the Articles of Incorporation shall be proposed and adopted in accordance with those procedures provided in Chapter 617 of the Florida Statutes and the Condominium Act except as provided herein.

10.2 Such approval must be by not less than 75% of the entire membership of the Board of Administration and not less than 75% of the voting interests of the entire membership of the Association; or of not less than 80% of the votes of the entire voting interests of the membership of the Association.

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 8.3 of Article VIII without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

10.4 The Articles amendment shall be prepared, executed, delivered and filed with the office of Secretary of State in

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accordance with Chapter 617 of the Florida Statutes and recorded in the Public Records of Lee County, Florida as an amendment to the appropriate Exhibit of the Declaration of Condominium.

ARTICLE XI
Subscribers

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

Michael O. Lunsford
3601 West Bethel Avenue
Muncie, IN 47304

Lauretta A. Lunsford
3601 West Bethel Avenue
Muncie, IN 47304

Charles E. Grant, Jr.
1861 Carbonta Drive
Alva, FL 33920

ARTICLE XII
Association Address

The office of the corporation shall be 3601 West Bethel Avenue, Muncie, IN 47304.

ARTICLE XIII
Registered Office - Registered Agent

The registered office of the Association is at 2248 First Street, Fort Myers, FL 33901. The Registered Agent at that office is Robert A. Winesett.

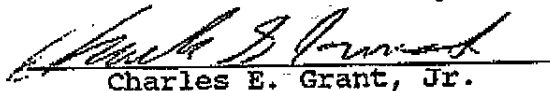
IN WITNESS WHEREOF, the subscribers have affixed their signature this 3rd day of July, A.D. 2002.



Michael O. Lunsford



Lauretta A. Lunsford



Charles E. Grant, Jr.

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STATE OF INDIANA

COUNTY OF Delaware

BEFORE ME, the undersigned authority, personally appeared Michael O. Lunsford and Laurretta A. Lunsford, and acknowledged before me that they executed the above and foregoing Articles of Incorporation for the purposes therein expressed.

I am a duly appointed notary public of the State of Indiana and my commission expires November 20, 2008

NOTARY PUBLIC:

sign Virginia M. Filler
print Virginia M. Filler

Seal
STATE OF FLORIDA
COUNTY OF LEE

10th The foregoing instrument was acknowledged before me this day of October, 2002, by Charles E. Grant, Jr., who is personally known ☐ to me or who has produced ☒ a Florida driver's license or ☐ as identification.



Robert A. Winesett
MY COMMISSION # CC814816 EXPIRES
May 1, 2003
BONDED THRU TROY PAIN INSURANCE, INC.

NOTARY PUBLIC:

sign [Signature]
print [Signature]

State of Florida at Large (Seal)

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, having been named Registered Agent in the Articles of Incorporation of WALKER SQUARE ASSOCIATION, INC., hereby accepts the appointment of Registered Agent. I agree to comply with the statutory provisions relative to the maintenance of an office.

Dated this 10th day of October, 2002.

[Signature]
Robert A. Winesett, Registered Agent

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