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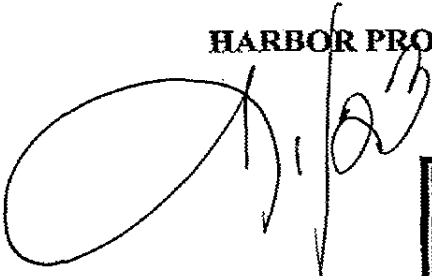
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FLORIDA NON-PROFIT CORPORATION

HARBOR PROFESSIONAL CENTRE MASTER ASSOCIATION, INC.



Certificate of Status	0
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Page Count	06
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
HARBOR PROFESSIONAL CENTRE MASTER ASSOCIATION, INC.
(A Not-For-Profit Corporation)**

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THE UNDERSIGNED INCORPORATORS HEREBY ASSOCIATE THEMSELVES FOR THE PURPOSE OF FORMING A CORPORATION NOT-FOR-PROFIT UNDER AND PURSUANT TO FLORIDA STATUTES CHAPTER 617 AND DO HEREBY CERTIFY AS FOLLOWS:

PREAMBLE

HARBOR PROFESSIONAL CENTRE, L.C., a Florida limited liability corporation (the "DECLARANT"), owns certain property in Charlotte County, Florida. DECLARANT intends to record a Declaration of Covenants and Restrictions of **HARBOR PROFESSIONAL CENTRE** (the "MASTER COVENANTS") which will affect the property. This Association is being formed to administer the MASTER COVENANTS and to perform, among other things, the duties and exercise the powers pursuant to the MASTER COVENANTS, as and when the MASTER COVENANTS are recorded in the Public Records of Charlotte County, Florida, with these Articles attached as an Exhibit. All of the definitions contained in the MASTER COVENANTS shall apply to these Articles and to the Bylaws of the Association. Until such time as the MASTER COVENANTS are so recorded the incorporator herein shall be the member of the Association.

**ARTICLE I
NAME**

The name of this corporation shall be **HARBOR PROFESSIONAL CENTRE MASTER ASSOCIATION, INC.**, a not-for-profit corporation with its principal place of business at Harbor Professional Centre, LC, c/o Bayshore Land Group, Inc., 255 Alhambra Circle, Suite 325, Coral Gables, Florida 33134. For convenience, the corporation shall be herein referred to as the "MASTER ASSOCIATION".

**ARTICLE II
DURATION**

The MASTER ASSOCIATION shall have perpetual existence.

**ARTICLE III
PURPOSE**

The purposes for which the MASTER ASSOCIATION is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes and to exercise all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these ARTICLES.

2. To administer, enforce and carry out the terms and provisions of the MASTER COVENANTS, as same may be amended from time to time, including without limitation the following powers:

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- a. To own, convey, maintain and operate real and personal property as provided in the MASTER COVENANTS.
- b. To make, enforce and amend reasonable rules and regulations.
- c. To levy, collect and enforce assessments against members as provided in the MASTER COVENANTS.
- d. To sue or be sued.
- e. To employ the personnel necessary to perform the services, or to enter into contracts to perform the services, required by the MASTER COVENANTS to include, but not limited to, a contract for services to operate and maintain the storm water management system.

3. To administer, enforce and carry out the terms and provisions of any other declaration of covenants and restrictions, or similar document, submitting property to the jurisdiction of, or assigning responsibilities, rights or duties to the MASTER ASSOCIATION.

4. To promote the health, safety, welfare, comfort, social and economic well-being of the OWNERS and residents of the SUBJECT PROPERTY, as authorized by the MASTER COVENANTS, by these ARTICLES, and by the BYLAWS.

5. To operate, control and maintain that portion of the storm water management system not maintain by HOMEOWNERS ASSOCIATIONS within or upon the SUBJECT PROJECT including, but not limited to, retention areas, culverts and related appurtenances in accordance with Southwest Florida Water Management District and, in the event the MASTER ASSOCIATION is dissolved, to assign or dedicate the surface water management system and related easements on the SUBJECT PROPERTY to a similar non-profit organization to assure continued maintenance in perpetuity. SUBJECT PROPERTY means the property subject to the MASTER COVENANTS.

6. To own, convey, maintain and operate real and personal property as provided in the MASTER COVENANTS.

ARTICLE IV MEMBERS

The qualification of members and the manner of their admission shall be as regulated by the BYLAWS. Each OWNER shall be a member of the MASTER ASSOCIATION. Such membership shall be established upon the recording of an instrument of conveyance in the Public Records of Charlotte County conveying a UNIT, PLANNED UNIT or OUTPARCEL to an OWNER. MASTER ASSOCIATION membership is comprised of the OWNERS of all UNITS, PLANNED UNITS and OUTPARCELS within the property subject to the MASTER COVENANTS.

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ARTICLE V
DIRECTORS

1. The affairs of the MASTER ASSOCIATION shall be managed by a BOARD consisting of not less than three (3) Directors, and which shall always be an odd number. The number and qualifications of Directors shall be determined in accordance with the BYLAWS. In the absence of such determination, there shall be three (3) Directors.

2. The directors of the MASTER ASSOCIATION shall be elected by the MEMBERS, except that DECLARANT shall have the right to appoint directors the MASTER ASSOCIATION as follows:

2.1 DECLARANT shall have the right to appoint all of the directors until fifty percent (50%) of the UNITS, PLANNED UNITS and OUTPARCELS within the SUBJECT PROPERTY and the ADDITIONAL LANDS have been actually conveyed.

2.2 Thereafter, DECLARANT shall have the right to appoint a majority of the directors until such time as seventy-five percent (75%) of the UNITS, PLANNED UNITS and OUTPARCELS that may be conveyed within the SUBJECT PROPERTY and the ADDITIONAL LANDS have been conveyed.

2.3 Thereafter, MEMBERS other than DECLARANT shall have the right to elect a bare majority of the Directors, and DECLARANT shall have the right to appoint all other directors so long as DECLARANT owns any PROPERTY or holds a mortgage encumbering any PROPERTY other than a UNIT.

2.4 Thereafter, DECLARANT shall no longer have the right to appoint any Directors.

3. The number of persons constituting the first Board of Directors shall be three (3) and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Jay Fertig	Harbor Professional Centre, LC c/o Bayshore Land Group, Inc. 255 Alhambra Circle, Suite 325 Coral Gables, Florida 33134
Christopher J. MacNair	Harbor Professional Centre, LC c/o Bayshore Land Group, Inc. 255 Alhambra Circle, Suite 325 Coral Gables, Florida 33134
Steven D. Gant	c/o Gant Realty 12653 S.W. County Road 769, Suite A Lake Suzy, Florida 34269

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ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent, or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE VII
CUMULATIVE VOTING

At each election for Directors, every MEMBER entitled to vote at that election shall have the right to cumulate that MEMBER's votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of votes held by that MEMBER, or by distributing those votes on the same principle among any number of candidates.

ARTICLE VIII
DISSOLUTION

The Corporation may be dissolved only as provided in the MASTER COVENANTS, BYLAWS and by the laws of the State of Florida.

If the MASTER ASSOCIATION is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate unit of local government. If it is not accepted, then the surface water management system must be dedicated to a similar non-profit corporation.

ARTICLE IX
INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Jay Fertig	Harbor Professional Centre, LC c/o Bayshore Land Group, Inc. 255 Alhambra Circle, Suite 325 Coral Gables, Florida 33134
Christopher J. MacNair	Harbor Professional Centre, LC c/o Bayshore Land Group, Inc. 255 Alhambra Circle, Suite 325 Coral Gables, Florida 33134

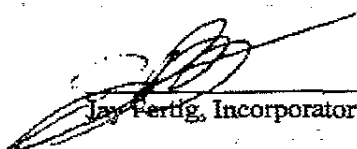
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ARTICLE X
REGISTERED AGENT AND OFFICE

The initial registered office of the Corporation and the initial Registered Agent at such address shall be:

Christopher J. MacNair
Harbor Professional Centre, LC
c/o Bayshore Land Group, Inc.
255 Alhambra Circle, Suite 325
Coral Gables, Florida 33134

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of January, 2003.

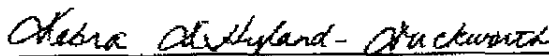

Jay Fertig, Incorporator

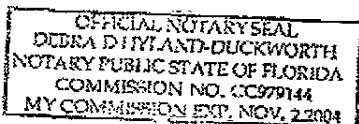
STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned authority, personally appeared Jay Fertig, personally known to me to be the person who executed the foregoing Articles of Incorporation of **HARBOR PROFESSIONAL CENTRE MASTER ASSOCIATION, INC.**, a not-for-profit Corporation and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

WITNESS my hand and official seal this 8th day of January, 2003.

AFFIX SEAL


Notary Public - State of Florida



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ACCEPTANCE

I, Christopher J. MacNair a resident of Miami-Dade County, Florida, hereby accept the foregoing designation as registered agent of **HARBOR PROFESSIONAL CENTRE MASTER ASSOCIATION, INC.**, a not-for-profit Corporation.

Witness my hand and official seal this 24th day of January, 2003.



Christopher J. MacNair, Registered Agent

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