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FLORIDA NON-PROFIT CORPORATION

Goodlette Office Park Building III Condominium Assoc

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ARTICLES OF INCORPORATION

FOR

GOODLETTE OFFICE PARK BUILDING III CONDOMINIUM ASSOCIATION, INC.

The undersigned acting as incorporator of a corporation pursuant to 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I
NAME

1.1 The name of this corporation is GOODLETTE OFFICE PARK BUILDING III CONDOMINIUM ASSOCIATION, INC., and its current business address is 3606 Enterprise Avenue, Naples, Florida 34104.

ARTICLE II
TERM

2.1 The term of this corporation shall commence as of the date of the filing of these Articles with the Secretary of State of Florida.

2.2 This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

3.1 This corporation is organized for the purpose of providing an entity under the Florida Condominium Act (the "Act") for the operation of a commercial condominium located in Collier County, Florida, and known as GOODLETTE OFFICE PARK BUILDING III, A CONDOMINIUM.

ARTICLE IV
DEFINITIONS

4.1 Association means Goodlette Office Park Building III Condominium Association, Inc.

4.2 Bylaws means the Bylaws of the Association.

4.3 Condominium means Goodlette Office Park Building III, a Commercial Condominium, according to the Declaration thereof recorded in the Public Records of Collier County, Florida.

4.4 Declaration means the Declaration of Condominium for Goodlette Office Park Building III, a Commercial Condominium, as recorded in the Official Records of Collier County, Florida.

ARTICLE V
POWERS

5.1 The Association shall have all of the powers provided in Chapter 617, Florida Statutes, except as limited by the provisions of Chapter 718, Florida Statutes.

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ARTICLE VI
MEMBERSHIP

6.1 The Members of the Association shall consist of all record owners of a fee simple interest in one or more Units in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the Members shall consist of those who are Members at the time of such termination.

6.2 The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the Member's Condominium Unit.

ARTICLE VII
VOTING

7.1 One (1) vote shall exist for each Condominium Unit, and the vote for the respective Units shall be equal to the Common Interest percentage appurtenant to such Unit as set forth in Exhibit "C" to the Declaration.

7.2 In the event that two or more Members are the record owners of a fee simple title to a Condominium Unit, then the Member who shall be entitled to cast the votes for the Condominium Unit shall be determined as provided in the Bylaws.

ARTICLE VIII
DIRECTORS

8.1 The names and addresses of the Initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Donald R. Barber	3606 Enterprise Avenue Naples, Florida 34104
Melvin L. Engel, Jr.	3606 Enterprise Avenue Naples, Florida 34104
Michael Boran	3606 Enterprise Avenue Naples, Florida 34104

8.2 The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than three (3).

8.3 Except as otherwise provided in the Bylaws, the Members shall elect Directors for terms as set forth in the Bylaws at each annual meeting. Except for Developer appointed Directors, the directors must be Members of the Association.

ARTICLE IX
OFFICERS

9.1 The Board of Directors shall elect the Officers of the Association.

9.2 Except for Developer appointed Board members who also serve as Officers, the Officers must be Members of the Association.

9.3 The Officers of the Association shall be the President, a Vice President, a Secretary a Treasurer, and such other Officers and Assistant Officers as may be decided upon and elected by the Board. The same person may hold two or more offices.

9.4 The term of each Officer shall be two (2) years or until their successors are elected or appointed as provided in the Bylaws.

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9.5 The Initial Officers of the Association, who are to serve until their successors are elected or appointed as provided in the Bylaws, are as follows:

<u>Name</u>	<u>Office</u>
Donald R. Barber	President
Melvin L. Engel, Jr.	Vice-President
Donald R. Barber	Secretary
Donald R. Barber	Treasurer

ARTICLE X INCORPORATOR

10.1 The name and address of the incorporator for these Articles of Incorporation are Donald R. Barber, 3606 Enterprise Avenue, Naples, Florida 34104.

ARTICLE XI BYLAWS

11.1 The original Bylaws of the Association shall be adopted by the incorporator. Thereafter, the Bylaws may be altered, amended or rescinded in the manner provided for in the Act and the Bylaws.

ARTICLE XII INDEMNIFICATION

12.1 Every Director and every Officer of the Association shall be defended, held harmless and indemnified by the Association against all expenses and liability, including attorney's fees, payable when due, reasonably incurred by or imposed upon Directors and Officers in connection with any proceeding to which such Director or Officer may be a party, by reason of being or having been a Director or an Officer of the Association, whether or not such person is a Director or an Officer at the time such expenses are incurred, except in cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Association.

12.2 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.

ARTICLE XIII AMENDMENT

13.1 Amendments to these Articles shall be proposed and adopted in the following manner:

- (a) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the Owners of 25% of the Common Interest by instrument, in writing, signed by them.
- (b) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Unit Owners, such proposed amendment or amendments shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given.
- (c) Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed amendment.

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- (d) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE XIV
GENDER AND NUMBER

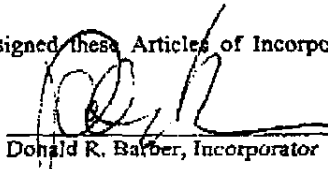
14.1 Wherever herein used, one gender shall include all genders, and the singular shall include the plural and visa versa, as the context requires.

ARTICLE XV
REGISTERED AGENT AND REGISTERED OFFICE

15.1 The Registered Agent for the Association shall be Donald R. Barber.

15.2 The Registered Office for the Association shall be located at 3606 Enterprise Avenue, Naples, Florida 34104, or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State of Florida in accordance with law.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation, on the 1st day of October, 2004.

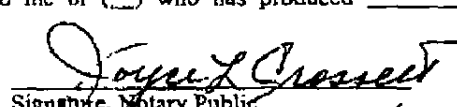

Donald R. Barber, Incorporator

STATE OF FLORIDA
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 1st day of October, 2004, by Donald R. Barber, (X) who is personally known to me or () who has produced _____ as identification, and who did not take an oath.

My Commission Expires: April 17, 2008




Signature, Notary Public
Joyce L. Crossett
Print Name, Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Goodlette Office Park Building III Condominium Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and I am familiar with and agree to comply with the laws of the State of Florida in keeping open said office.

**GOODLETTE OFFICE PARK BUILDING III
CONDOMINIUM ASSOCIATION, INC.**

By: 
Donald R. Barber