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FLORIDA NON-PROFIT CORPORATION

Goodlette Medical Park Owners Association, Inc.

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FLORIDA DEPARTMENT OF STATE

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February 9, 2005

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

**GOODLETTE MEDICAL PARK OWNERS ASSOCIATION, INC.**

### PREAMBLE

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby voluntarily associates himself for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes.

This corporation is organized in order to revive, reinstate, and replace that certain corporation of the same name which was organized under the laws of the State of Florida and filed with the Florida Department of State on May 17, 1991 as Document No. N43462; the said corporation was subsequently dissolved by the Florida Department of State on August 13, 1993, for failure to file annual reports. This corporation is organized for the same purpose and on the same terms and conditions as the original corporation, in replacement of the original corporation in every respect, as though this corporation were a continuation of the original corporation.

### ARTICLE I NAME

The name of the corporation is GOODLETTE MEDICAL PARK OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as "Association," and its principal office and mailing address shall be 3606 Enterprise Avenue, Naples, FL 34104.

### ARTICLE II PURPOSE

This corporation is organized to establish a property owners association of the owners of real property in the commercial planned development known as Goodlette Medical Park in Naples, Collier County, Florida, (the "PD") as it may exist or be expanded from time to time. This organization shall have the following specific purposes:

1. To provide for the maintenance of such common and private areas and structures as may be placed under the jurisdiction of this Association.
2. To promote the health, safety and welfare of the property owners within GOODLETTE MEDICAL PARK.
3. The purpose of this corporation will not include or permit pecuniary gain or profit nor distribution of its income to its members, officers or directors.

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### ARTICLE III POWERS

This Association shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida consistent with these Articles and the Declaration of Protective Covenants, Conditions and Restrictions for GOODLETTE MEDICAL PARK, and as amended as may be recorded from time to time in the Public Records of Collier County, Florida, (the "Declaration"). This corporation shall also have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a commercial subdivision subject to the Declaration, as it may from time to time be amended, including but not limited to the following:

(a) To exercise all the powers and privileges and to perform all the duties and obligations of the Association as defined in the Declaration.

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments and assessment liens pursuant to the terms of the Declaration, to pay all expenses in connection therewith and all office and other expenses incident to conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(c) To enforce the terms and provisions of the Declaration and any and all other covenants, conditions, restrictions and agreements available to the subdivision known as GOODLETTE MEDICAL PARK.

(d) To pay taxes, if any, on the real and personal property owned by it.

(e) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise, dispose of real or personal property in connection with the affairs of the Association.

(f) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(g) To dedicate, sell or transfer all or any part of the real and/or personal property owned by it, or in which it has an interest, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.

(h) To participate in mergers and consolidations with other non-profit corporations organized for the same purpose or to annex additional real and/or personal property.

(i) To make and amend reasonable regulations respecting the use of real and/or personal property owned by it, or in which it has an interest.

(j) To operate and maintain the surface and/or storm water management system as permitted by the South Florida Water Management District, including any and all lakes, retention areas, culverts, conservation/mitigation areas and related appurtenances.

(k) Subject always to the Declaration, to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

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**ARTICLE IV**  
**MEMBERSHIP**

Every person or entity who is a record owner of a fee simple interest in any parcel of real property within GOODLETTE MEDICAL PARK which is subject, by the terms and provisions of the Declaration, to the jurisdiction and powers of this Association, shall be a member of this Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Memberships shall be appurtenant to and may not be separated from ownership of the real property. All membership rights and duties shall be subject to and controlled by the Declaration, which is in the form of a covenant running with the land.

Provided, however, in the event any parcel of real property within GOODLETTE MEDICAL PARK becomes subject to the condominium or cooperative form of ownership, then in such event the association required by law to be formed for that condominium or cooperative association, shall be the member of this Association for that parcel. It is the intent that unit owners of any condominium or cooperative would not be members of this Association but that they would rely on the condominium association or cooperative association to act on their behalf with regard to the business of this Association. In any event it shall also be the responsibility of the Association to maintain the drainage facilities and conservation/mitigation areas.

**ARTICLE V**  
**VOTING**

Voting by Members in the affairs of the Association shall be as follows:

(a) There shall be a total maximum of 3 votes of members entitled to be cast in any matter requiring the vote of the membership.

(b) Each member shall be entitled to vote one vote per parcel (as depicted in exhibit "B" to the DECLARATION OF PROTECTIVE COVENANTS, CONDITIONS AND RESTRICTIONS) owned by the member in Goodlette Medical Park.

(c) When more than one person or entity owns or holds an interest in a parcel of real property in GOODLETTE MEDICAL PARK, the votes allocated to that parcel shall be exercised as they among themselves determine, but in no event shall they be entitled to cast more than are allocated to that parcel as determined above.

(d) There shall be no fractionalization of votes. All fractions shall be rounded to whichever higher or lower number is closer. In no event shall there ever be more than 3 votes.

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**ARTICLE VI**  
**BOARD OF DIRECTORS**

The affairs of this corporation shall be managed by a Board of Directors, who need not be members of this corporation. The initial Board shall consist of three (3) Directors. The number of directors may be increased by the By-Laws of this corporation, but shall never be less than three (3) directors. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Donald R. Barber	3606 Enterprise Avenue, Naples, FL 34104
Melvin Engel	3606 Enterprise Avenue, Naples, FL 34104
Kevin Burns	6060 Hidden Oaks Lane, Naples, FL 34119

The Directors may, by By-Law, fix the term of office for all Directors. However, unless contrary provisions are made by By-Law, each Director's term of office shall be for one (1) year, but all Directors shall continue in office until their successors are duly elected and installed. There shall be held at each annual meeting of this corporation an election of Board members, or, a special meeting called for such purpose. However, Directors, if reelected, may serve successive annual terms without limitation.

A majority of the Directors currently serving as such shall constitute a quorum. Except as herein otherwise specified, the decision of a majority of the Directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the corporation. Each Director shall be entitled to one (1) vote on every matter presented to the Board of Directors.

Any meeting of the members or of the Board of Directors of the corporation may be held within or without the State of Florida.

**ARTICLE VII**  
**OFFICERS**

The affairs of the Association shall be administered by a President, Vice President, Secretary and Treasurer. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and 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	Donald R. Barber	3606 Enterprise Avenue, Naples, FL 34104
Vice President	Kevin Burns	6060 Hidden Oaks Lane, Naples, FL 34119
Secretary	Melvin Engel	3606 Enterprise Avenue, Naples, FL 34104
Treasurer	James Bunnell	3606 Enterprise Avenue, Naples, FL 34104

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**ARTICLE VIII**  
**DISSOLUTION**

This Association may be dissolved with the assent given in writing and signed by not less than 100% of all votes of the membership. Upon dissolution of this Association, other than incident to a merger or consolidation, its assets, both real and personal, including the surface water management system, shall be dedicated or conveyed to an appropriate public agency to be used for purposes similar to those for which this corporation was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which is devoted to purposes similar to those of this corporation.

**ARTICLE IX**  
**BY-LAWS**

The first By-Laws of this corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

**ARTICLE X**  
**DURATION**

This corporation shall have perpetual existence.

**ARTICLE XI**  
**AMENDMENTS**

Amendments to these Articles shall be proposed by the Board of Directors and adopted by a two-thirds vote of the members of the Corporation at any annual or special meeting called for that purpose, provided that the full text of any proposed amendment shall be included in the note of such special meeting and provided further that the voting requirements specified for any action under any provision, and no amendment shall be effective to impair or dilute the rights of members that are governed by the Declaration.

**ARTICLE XII**  
**SUBSCRIBER**

The name and address of the subscribing incorporator of these Articles of Incorporation is:

**NAME****ADDRESS**

Donald R. Barber

3606 Enterprise Avenue, Naples, FL 34104

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**ARTICLE XIII**  
**INDEMNIFICATION**

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 him in connection with any proceeding or any settlement of any proceeding to which he may be a part or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not that person is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the perform of that person's duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement. 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 XIV**  
**REGISTERED OFFICE**

The address of the corporation's initial registered office is:

3606 Enterprise Avenue

Naples, FL 34104

The name of the corporation's initial registered agent at the above address is:

Donald R. Barber

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the subscribing incorporator of this corporation, have executed these Articles of Incorporation this 15<sup>th</sup> day of October 2004.

SUBSCRIBER:

Donald R. Barber  
Donald R. Barber

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing Articles of Incorporation was acknowledged before me this 15<sup>th</sup> day of October, 2004, by Donald R. Barber, [ ☒ ] who is personally known to me or [ ☐ ] who produced as identification.



Joyce L. Crossett  
NOTARY PUBLIC

Joyce L. Crossett  
Typed/Printed Name of Notary

My Commission Expires:



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**CERTIFICATE DESIGNATING REGISTERED AGENT**  
**AND REGISTERED OFFICE**

05 FEB 15 AM 8:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Sections 48.091, 617.0501 and 607.0501, the following is submitted:

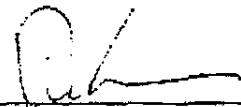
GOODLETTE MEDICAL PARK OWNERS ASSOCIATION, INC. desiring to organize as a corporation under the laws of the State of Florida, has designated 3606 Enterprise Avenue, Naples, FL 34104, as its initial Registered Office, and has named Donald R. Barber located at said address, as its initial Registered Agent.



Donald R. Barber

**ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, is familiar with and accepts the obligations thereof, and agrees to comply with the provisions of Florida Statutes Section 48.091 and 617.0501, relative to keeping open said office.



By: Donald R. Barber