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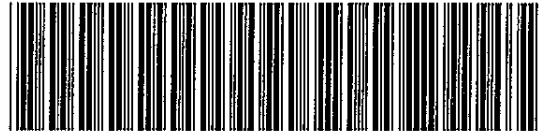
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TALLAHASSEE, FLORIDA

T. Burch MAY 31 2005

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May 24, 2005

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation

Dear Ladies/Gentlemen:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$78.75 Filing Fee and Certified Copy.

Please return the Certified Copy to my office at 850 Concourse Parkway South, Suite 105, Maitland, Florida 32751. If you have any questions or need any additional information, please feel free to call me at 407-660-1040.

Thank you for your assistance.

Sincerely,



Elizabeth A. Lanham-Patrie

ELP/kw  
Enclosure

cc: Regent Land & Investment LLC

Reg001 ltr2

FILED  
05 MAY 26 AM 8:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT "B"  
TO  
DECLARATION OF CONDOMINIUM  
OF  
FORTUNE BUSINESS PARK, A CONDOMINIUM  
ARTICLES OF INCORPORATION  
FOR

FORTUNE BUSINESS PARK CONDOMINIUM ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE 1  
NAME AND ADDRESS**

The name of the corporation shall be FORTUNE BUSINESS PARK CONDOMINIUM ASSOCIATION, INC. The principal address of the corporation is 2013 Live Oak Blvd., Suite J, St. Cloud, Florida 34771. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Condominium as the "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws".

**ARTICLE 2  
PURPOSE**

The purpose for which the Association is organized is to provide an entity under the Florida Condominium Act as it exists on the date hereof (the "Condominium Act") for the operation of that certain condominium located or to be located in Osceola County, Florida, and known as FORTUNE BUSINESS PARK, A CONDOMINIUM.

**ARTICLE 3  
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration to be recorded in the Public Records of Osceola County, Florida, unless herein provided to the contrary or unless the context otherwise requires.

**ARTICLE 4  
POWERS**

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

- 4.1 General. The Association shall have all of the common-law and statutory powers of a not-for-profit corporation under the laws of the State of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws, or the

Condominium Act.

4.2 Enumeration. The Association shall have the powers and duties set forth in the Condominium Act, as amended from time to time, these Articles, the Bylaws, and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium under the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect assessments and other charges against its Members, and to use the proceeds thereof in the exercise of its powers and duties;
- (b) To buy, own, operate, lease, sell, trade, and mortgage, both real and personal property;
- (c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property, and other property acquired or leased by the Association;
- (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, Directors, and Unit Owners;
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation, and use of the Condominium Property, including the units, and for the health, comfort, safety, and welfare of the Unit Owners;
- (f) To approve or disapprove the leasing, transfer of ownership, and occupancy of Units to the extent authorized by the Declaration;
- (g) To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium Property;
- (h) To contract for the management and maintenance of the Condominium Property, and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and regulations, and maintenance, repair and replacement of the Common Elements using funds made available by the Association. The Association and its Officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the levy of assessments, promulgation of rules and regulations, and execution of contracts on behalf of the Association; and
- (i) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of the Condominium.

4.3 Condominium Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members

in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

- 4.4 Distribution of Income. The Association shall make no distributions of income to its members, Directors or Officers.
- 4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws, the Condominium Act, and Chapter 617, Florida Statutes, Corporations Not For Profit ("Chapter 617").

## **ARTICLE 5 MEMBERS**

- 5.1 Membership. The members of the Association shall consist of all of the record title Owners of Units in the Condominium from time to time, and, after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns. New members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association. Membership shall be terminated without the necessity of any formal action upon the recording of a valid instrument terminating or transferring the vested, present interest of the Owner.
- 5.2 Assignment. 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 the Unit for which that share is held.
- 5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one (1) Unit shall be entitled to one (1) vote for each Unit owned.
- 5.4 Meetings. The Bylaws shall provide for an annual meeting of members, and may provide for regular and special meetings of members other than the annual meeting.

## **ARTICLE 6 TERM OF EXISTENCE**

The Association shall have perpetual existence.

## **ARTICLE 7 INCORPORATOR**

The name and address of the Incorporator of this Corporation is Fortune Retail, LLC, whose address is 2013 Live Oak Blvd., Suite J, St. Cloud, Florida 34771.

## **ARTICLE 8 OFFICERS**

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association 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 Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties and qualifications of the Officers. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

|                   |   |
|-------------------|---|
| <u>President:</u> | Daniel R. Blackford<br>2013 Live Oak Blvd.<br>Suite J,<br>St. Cloud, FL 34771 |
|-------------------|---|

|  |   |
|--|---|
| <u>Vice-President/Secretary/Treasurer:</u> | Diane Blackford<br>2013 Live Oak Blvd.<br>Suite J,<br>St. Cloud, FL 34771 |
|--|---|

## **ARTICLE 9 DIRECTORS**

- 9.1 Number and Qualification. The property, business, and affairs of the Association shall be managed by a board consisting of three (3) Directors.
- 9.2 Duties and Powers. All of the duties and powers of the Association existing under the Condominium Act, as amended from time to time, Chapter 617, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners when such approval is specifically required.
- 9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- 9.4 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the Declaration.
- 9.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

| <u>NAME</u>         | <u>ADDRESS</u>   |
|---------------------|--|
| Daniel R. Blackford | 2013 Live Oak Blvd.<br>Suite J,<br>St. Cloud, FL 34771 |
| Diane Blackford     | 2013 Live Oak Blvd.<br>Suite J,<br>St. Cloud, FL 34771 |
| Robert F. Blackford | 1718 Bruce St.<br>Kissimmee, FL 34741                  |

## ARTICLE 10 INDEMNIFICATION

- 10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, lawsuit, or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, lawsuit, or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner that he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.
- 10.2 Advances. Expenses incurred in defending a civil or criminal action, lawsuit, or proceeding shall be paid by the Association in advance of the final disposition of such action, lawsuit, or proceeding on behalf of the affected Director, Officer, employee, or agent. Such Director, Officer, employee or agent shall not be required to repay such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as provided in Article 10.1.
- 10.3 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of that person.

- 10.4 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Association, or is or was serving, at the request of the Association, as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.
- 10.5 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

#### **ARTICLE 11 BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws and the Declaration.

#### **ARTICLE 12 AMENDMENTS**

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

- 12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of the meeting at which a proposed amendment is to be considered.
- 12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than twenty-five percent (25%) of the voting interests of the Association, and may be considered at any meeting of the owners, regular or special, of which due notice has been given according to the Bylaws, which notice includes notice of the substance of the proposed amendment. Amendments may be adopted by an affirmative vote of the majority of the voting interests in the Association.
- 12.3 Limitation. No amendment may be adopted that would eliminate, modify, prejudice, abridge, or otherwise adversely affect any rights, benefits, privileges, or priorities granted or reserved to the Developer without the written consent of the Developer, as long as the Developer holds any units for sale in the ordinary course of business. Amendments materially affecting the rights or interests of mortgagees must have the approval of the holders of the Institutional First Mortgages of record representing 51% of the votes of units, provided such mortgagees have requested the Association to notify them of any proposed action specified in this paragraph. Implied approval shall be assumed when such mortgagee fails to respond to any written request for approval within thirty (30) days after the mortgagee receives proper notice of the proposal, provided the notice was delivered certified or registered mail with a "Return Receipt" requested. In the event that mortgagee's consent is provided other than by properly recorded joinder, such consent shall be evidenced by affidavit of the



Association and recorded in the Public Records of Osceola County, Florida.

- 12.4 Developer Amendments. Until relinquishment of Developer control of the Association (turnover) and except as otherwise provided by law in Section 718.110(2), Florida Statutes, the Developer specifically reserves the right, without the joinder of any person, to make such amendments to these Articles, as may be required by any lender or governmental authority, or as may be, in developer's judgment, necessary or desirable.
- 12.5 Recording. A copy of each amendment shall be filed with the Secretary of State under the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Osceola County, Florida. The first page of the recorded amendment shall identify the Official Record Book and Page of the Public Records where the Declaration is recorded.

**ARTICLE 13  
NAME AND ADDRESS OF REGISTERED AGENT**

The initial registered agent of the Corporation shall be Daniel R. Blackford who shall also be a resident agent, whose street address is 2013 Live Oak Boulevard, Suite J, St. Cloud, Florida 34771.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Osceola, State of Florida, the corporation named in the said Articles has named Daniel R. Blackford, whose street address is 2013 Live Oak Blvd., Suite J, St. Cloud, Florida 34771, as its statutory registered agent.

Having been named the statutory agent of the corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.

  
Print Name: DANIEL R. BLACKFORD  
REGISTERED AGENT

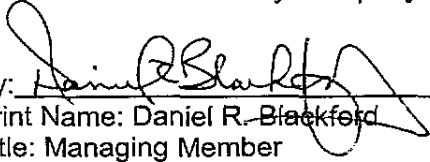
DATED on May 17, 2005

**ARTICLE 14**  
**INITIAL REGISTERED OFFICE AND INCORPORATOR**

The initial registered office of this Corporation shall be at 2013 Live Oak Blvd., Suite J, St. Cloud, Florida 34771, with the privilege of having its office and branch offices at other places within or without the State of Florida.

IN WITNESS WHEREOF, the Incorporators have affixed their signature the day and year set forth below.

FORTUNE RETAIL, LLC,  
a Florida Limited Liability Company

By:   
Print Name: Daniel R. Blackford  
Title: Managing Member

STATE OF FLORIDA  
COUNTY OF Osceola

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of May, 2005, by Daniel R. Blackford, as Managing Member of FORTUNE RETAIL, LLC, on behalf of said corporation. He is personally known to me or has produced Florida Drivers License as identification and did not take an oath.

  
Notary Signature

Amanda A. Skaggs  
Print Notary Name

My Commission Expires: 7-8-2006



Amanda A. Skaggs  
MY COMMISSION # DD142096 EXPIRES  
July 8, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.