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FLORIDA NON-PROFIT CORPORATION

Central Park II Professional Center Condominium Asso

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Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
CENTRAL PARK II PROFESSIONAL CENTER
CONDOMINIUM ASSOCIATION, INC.**

The undersigned hereby submits these articles for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I

Name

The name of the corporation shall be CENTRAL PARK II PROFESSIONAL CENTER CONDOMINIUM ASSOCIATION, INC., which corporation shall herein be referred to as the "Association", and whose principal place of business shall be 4161 Tamiami Trail, Charlotte Harbor, Florida.

ARTICLE II

Purpose and Powers

1. The purpose for which the Association is organized is to provide an entity for the operation and management of the property for the use and benefit of the unit owners of the condominium located or to be located in Charlotte County, Florida, and known or to be known as CENTRAL PARK II PROFESSIONAL CENTER, A COMMERCIAL CONDOMINIUM (the "Condominium"), to be located in Charlotte County, Florida, and described in the Declaration of Condominium for said condominium, and for any other purpose permitted under Florida law.

The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

2. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

The Corporation shall have all of the powers and duties contemplated in each of the Condominium's Declaration of Condominium and the Florida Condominium Act (Chapter 718, Florida Statutes) together with all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium for each condominium as each may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties which the Bylaws may set forth in more detail shall include, but shall not be limited to, the following specific powers and duties:

a. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of said assessments in the exercise of its

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powers and duties.

b. To buy, sell, trade, lease or encumber property, real or personal, and to construct additional improvements of the Condominium.

c. To maintain, repair, replace, reconstruct after casualty, operate and manage the Condominium property or any property owned or leased by the Association for use by the units owners of the Condominium.

d. To purchase insurance upon the Association property for the protection of the Association and the unit owners.

e. In the manner provided in the Association Bylaws, to make and amend reasonable rules and regulations for the use and appearance of all property in the Condominium, and for the benefit, health, safety, welfare and happiness of the Condominium unit owners.

f. To enforce by legal means the provisions of the Florida Condominium Act, the Declaration of Condominium of the Condominium, these Articles of Incorporation, the Bylaws of the Association and such rules and regulations as may be promulgated.

g. To approve or disapprove the leasing, transfer, mortgaging, ownership or possession of units in the manner provided for in the Declaration of Condominium of the Condominium or the Association Bylaws.

h. To employ personnel to perform the services required for proper operation of the Condominium.

i. To protect, maintain, repair and replace the Common Elements.

j. To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

k. 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, and other sums due from unit owners, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Corporation and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Florida Condominium Act, including but not limited to the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

ARTICLE III **Corporate Existence**

The term of the Association shall be perpetual.

ARTICLE IV

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Membership

1. The members of the Association shall be all record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws.
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 said member's Condominium unit.
3. The owners of each Condominium unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration and the Bylaws.

ARTICLE V Directors and Officers

1. The business of this Association shall be conducted by a Board of Directors having three (3) Directors or as otherwise determined by the Bylaws. The initial Board of Directors shall consist of three (3) members, and while the Developer is in control of the Association, the number of Directors shall be three (3).

2. The initial Directors of the Association shall be:

Brad Bishop

James W. Herston

Kim Nickelson

3. The election or appointment of Directors, their removal or the filling of vacancies on the Board of Directors shall be as stated in the Bylaws of the Association.

4. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. Until transfer of the control of the Corporation to the Unit Owners other than the Developer has been accomplished, the officer need not be directors or members.

2. The names of the persons who shall serve as the first officers are:

President	Kim Nickelson
Vice-President	James W. Herston
Secretary	Brad Bishop
Treasurer	Brad Bishop

ARTICLE VI Registered Agent

The corporation's initial registered office shall be located at 1107 West Marion Avenue, Suite 112, Punta Gorda, Florida 33950, and the initial Registered Agent at such address shall be Ariana R. Fileman.

ARTICLE VII
Indemnification

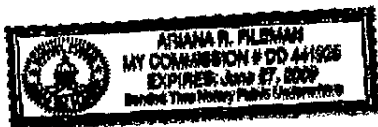
The Association shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Association, including reasonable attorneys' fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or wilful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

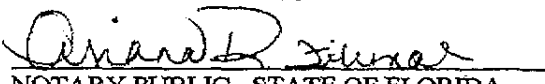
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal, this 1st day of August, 2005.


Print Name: Kim Nickelson

STATE OF FLORIDA)
) §
COUNTY OF CHARLOTTE)

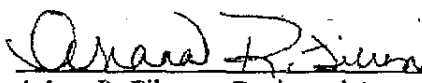
The foregoing instrument was acknowledged before me this 1st day of August, 2005, by Kim Nickelson as Incorporator of Central Park II Professional Center Condominium Association, Inc., on behalf of said corporation. S/He is personally known to me or has provided as identification.




NOTARY PUBLIC - STATE OF FLORIDA
Print Name: Ariana R. Fileman
My Commission Expires: 1-27-09
DD 441826

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Central Park II Professional Center Condominium Association, Inc., at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Ariana R. Fileman, Registered Agent

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