

N05000008289

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000058432220

08/12/05--01016--011 **10.10

FILED
05 AUG 12 AM 9 55
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

8/15
5/18
TH

TRANSMITTAL LETTER

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

SUBJECT: Van Loan Business Park Condominium Owner's Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Bower & Liles, P.A.
Name (Printed or typed)

4315 Metro Pkwy, Suite 510
Address

Fort Myers, FL 33916
City, State & Zip

(239) 931-9500
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

VAN LOON BUSINESS PARK CONDOMINIUM OWNER'S ASSOCIATION, INC.
(A Corporation Not for Profit)

In order to form a corporation under the provisions of Chapter 617 of the laws of the State of Florida for formation of a corporation not for profit, I, the undersigned, hereinafter referred to as "Developer", hereby create a corporation for the purpose and with the powers herein mentioned.

ARTICLE I

NAME: The name of this corporation, herein called the "Association", is Van Loon Business Park Condominium Association, Inc.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity to administer, manage and operate Van Loon Business Park, a Condominium, located in Lee County, Florida.

The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Van Loon Business Park Declaration of Condominium (The "Declaration"), or the By-Laws of this Association, and it shall have all of the powers and duties reasonably necessary to operate Van Loon Business Park pursuant to the Declaration as it may hereafter be amended, including but not limited to the following:

- A. To levy and collect assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- B. To own, lease, maintain, repair, replace, add to or operate the Common Areas, including without limitation, entry medians, parking area, front entrances and perimeter, and street lighting.
- C. To purchase insurance upon the Common Areas for the protection of the Association and its members.
- D. To reconstruct improvements after casualty and to make further capital improvements or additions to the Property.

05 AUG 12 PM 8 56
FILED
TALLAHASSEE, FLORIDA

- E. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association.
- F. To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Association.
- G. To contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operations of the Association.
- I. To borrow or raise money for any purposes of the Association, without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

ARTICLE III

MEMBERSHIP:

- A. The Members of the Association shall consist of the record owners of a fee simple interest in one or more sites in Van Loon Business Park, excluding those who hold such interest merely as the security for the performance of an obligation, and as may further be provided in the By-Laws.
- B. Change of membership shall be established by recording in the public records of Lee County, Florida, a deed or other instrument transferring title, and by the delivery to the Association of a copy of such instrument.
- C. 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 his fee simple interest in the site.
- D. The Members shall be entitled to the number of votes in the Association matters as set forth in the Declaration and By-Laws. The manner of exercising voting rights shall be set forth in the Declaration and By-Laws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BY-LAWS: By-Laws regulating operation of the Association are annexed to the Declaration. The By-Laws may be amended by the first board of directors until the first annual meeting of the members. Thereafter, the bylaws shall be amended by the members in the manner set forth in the By-Laws.

ARTICLE VI

DIRECTORS AND OFFICERS:

- A. While the Developer owns any units, all directors shall be appointed by the Developer.
- B. The names of the initial Board of Directors are:
 - Wayne A. Fitch
856 East Cape Coral Parkway, Cape Coral, Florida, 33914
 - Lon C. Elliot, II
856 East Cape Coral Parkway, Cape Coral, Florida, 33914
 - Larry Vahue
856 East Cape Coral Parkway, Cape Coral, Florida, 33914
 - Thomas Teufel
856 East Cape Coral Parkway, Cape Coral, Florida, 33914
- C. After the Developer ceases to own any units, or at any time, at the sole option of the Developer, all directors shall be elected by the unit owners.
- D. The affairs of the Association will be administered by the Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than four (4) Directors.
- E. Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- F. The business of the Association shall be conducted by the officers designated in the By-Laws. 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.

ARTICLE VII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and Officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceedings) to which he may be a part because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- A. Willful misconduct or conscious disregard for the best interest of the Association to procure a judgment in its favor.
- B. A violation of criminal law, unless the Director or Office has no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- C. A transaction from which the Director or Officer derived an improper personal benefit.

In the event of settlement or any dispute with respect to any indemnification, the right to indemnification shall not apply unless the Board of Directors approves such settlement or disposes of any such dispute as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all rights to which a Director or Officer may be entitled.

ARTICLE VIII

The principal office of the Association shall be located at 856 East Cape Coral Parkway, Cape Coral, Florida, 33914, but the Association may maintain offices and transact business in other such places within or without the State of Florida as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE IX

The name and address of the subscriber to these Articles of Incorporation are as follows:

Wayne A. Fitch, 856 East Cape Coral Parkway, Cape Coral, Florida, 33914.

ARTICLE X

The initial registered agent of the Association is Lon C. Elliot, II and the street address of the initial registered office of the Association is 3131 SE 22nd Place, Cape Coral, Florida, 33904. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

WITNESS WHEREOF, the subscriber has hereunto set his hand this 26 day of July, 2005.

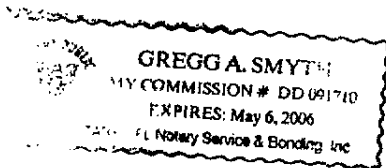
SUBSCRIBER:

Wayne A. Fitch
Wayne A. Fitch

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 26th day of July, 2005 by Wayne A. Fitch, who is personally known to me or who have produced _____ as identification and who did take an oath.

Gregg A. Smyth
Signature of Notary



**Acceptance of Designation
Registered Agent/Registered Office**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

Lon C. Elliot, II
Lon C. Elliot, II

Dated: 7/26/05

FILED
05 AUG 12 AM 8 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA