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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Ave Maria Park of Commerce Property Owners Association, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**AVE MARIA PARK OF COMMERCE PROPERTY OWNERS ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a Corporation under the Florida Not-for-Profit Business Corporate Act.

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association", is Ave Maria Park of Commerce Property Owners Association, Inc., and its address is c/o 2600 Golden Gate Parkway, Naples, FL 34105.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide a property owners' association entity for the operation of The Ave Maria Park of Commerce (the "Properties") located in Collier County, Florida, which contains commercial, industrial and residential parcels. The Association is organized and shall exist on a non-stock basis as a corporation not for profit 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. 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 Chapter 617 and Chapter 720 (as applicable to any residential parcels governed hereby), Florida Statutes, except as expressly limited or modified by its governing documents, including a declaration of covenants, conditions and restrictions, these Articles and any by-laws (collectively the "Governing Documents") and it shall have all of the powers and duties reasonably necessary to operate the Properties pursuant to the Governing Documents as they may hereafter be amended, including but not limited to the following:

- (A) To make and collect Assessments against its members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Association property.
- (C) To purchase insurance for the protection of the Association and its Members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the Association property.
- (E) To make, amend and enforce reasonable Rules and Regulations as set forth in any of the Governing Documents.
- (F) To enforce the provisions of the laws of the State of Florida that are applicable to the Properties, and its governing documents.
- (G) To contract for the management and maintenance of the Properties and the Association

property, and any property or easements and related improvements that are dedicated to the Association by plat, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by any declaration of covenants encumbering the Properties to be exercised by the Board of Directors or any members.

- (H) To employ accountants, attorneys, architects, and other professionals.
- (I) To borrow money as necessary to perform its other functions hereunder.
- (J) To grant, modify or move any easement.
- (K) To acquire, own, lease and dispose of any real and personal property.
- (L) To sue and be sued.

All funds and the title to all property acquired by the Association shall be held for the benefit of its members in accordance with the provisions of its governing documents. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Properties, including any property or easements and related improvements that are dedicated to the Association by plat, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation.

#### ARTICLE IV

##### MEMBERSHIP:

(A) The Members of the Association shall be the record title owners of a parcel of land in the Properties, which may include a lot, condominium unit or tract of land ("Parcel"). In no event will any party holding an interest merely as security for the performance of an obligation be considered a Member.

(B) 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 Parcel.

(C) The manner of exercising voting rights shall be as set forth in the Declaration and the Bylaws.

#### ARTICLE V

TERM: The term of the Association shall be perpetual.

#### ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VIIDIRECTORS AND OFFICERS:

(A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board. The initial Directors are as follows:

R. Blake Gable  
2600 Golden Gate Parkway  
Naples, FL 34105

Thomas Sansbury  
2600 Golden Gate Parkway  
Naples, FL 34105

Lee Treadwell  
2600 Golden Gate Parkway  
Naples FL 34105

ARTICLE VIII

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

(A) Proposal and Procedure. Amendments to these Articles may be proposed by the Board and shall be adopted by at vote of at least sixty-seven percent (67%) of the directors of the Board.

(B) Effective Date. An amendment shall become effective upon filing Articles of Amendment with the Secretary of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required for the execution of a deed.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party 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 a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had 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.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

#### ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:

Paul J. Marinelli  
2600 Golden Gate Parkway  
Naples, FL 34105

#### ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Paul J. Marinelli  
2600 Golden Gate Parkway  
Naples, FL 34105

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation to do business with the State of Florida, under the law of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 20<sup>th</sup> day of February, 2006.

  
Paul J. Marinelli, Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

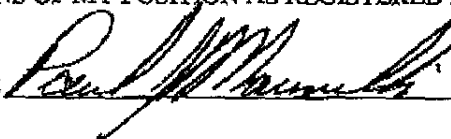
AVE MARIA PARK OF COMMERCE PROPERTY OWNERS ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Paul J. Marinelli  
2600 Golden Gate Parkway  
Naples, FL 34105

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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 THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

02-20-06

CLERK OF STATE  
TALLAHASSEE FLORIDA

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