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FLORIDA PROFIT/NON PROFIT CORPORATION
COMMERCIAL PARK SQUARE CONDOMINIUM ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
COMMERCIAL PARK SQUARE CONDOMINIUM ASSOCIATION, INC.

The undersigned natural person competent to contract, acting as the incorporator of a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I
Name and Address

The name of the corporation is COMMERCIAL PARK SQUARE CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall hereafter be referred as the "Association". The street address of the initial principal office is 2248 First Street, Fort Myers FL 33901. The mailing address of the corporation is Post Office Box 60657, Fort Myers FL 33906.

ARTICLE II
Purposes

2.1 The purposes and objectives of the Association are such as are authorized under Chapter 617 of the Florida Statutes and include providing for the maintenance, preservation, administration, and management of a condominium located in Lee County, Florida, known as COMMERCIAL PARK SQUARE CONDOMINIUM, a condominium created in its declaration of condominium.

2.2 The Association is organized and operated solely for administrative and managerial purposes. It is not intended that the Association show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the Association from all sources other than casualty insurance proceeds and other nonrecurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the Association and used to

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reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner shall be credited with the portion of any excess that is proportionate to his interest in the common elements of the condominium.

2.3 The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III

Duration

The period of duration of the Association is perpetual.

ARTICLE IV

Members

4.1 Each condominium unit shall have appurtenant thereto one membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities owning such unit, that no person or entity holding title to a unit as security for performance of an obligation shall acquire the membership appurtenant to such unit by virtue of such title ownership. In no event may any membership be severed from the unit to which it is appurtenant. The membership of a member who conveys or otherwise ceases to own the unit to which the membership is appurtenant shall be automatically terminated. Should the condominium be terminated, those persons or entities that are members at the time of such termination or their successors and assigns to their respective real property interests shall be the members of the corporation.

4.2 Membership in the Association shall entitle the holder or holders thereof to exercise the vote appurtenant to each unit owned as established in the Declaration of Condominium.

4.3 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 his unit. Upon termination of any member's membership all such funds and assets shall remain owned by the Association and no terminated member and no continuing member shall have any right to distribution of any portion thereof and no right to any payment or goods or services in lieu of any distribution.

4.4 A unit owner or member shall not have any authority to

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act for the Association except as specifically provided herein.

4.5 If the Association should be terminated and liquidated, the owners of units (or interests in the real property resulting from termination of the condominium) shall be entitled to distribution of all remaining funds and assets of the Association in proportion to their respective interests in the common elements as stated in the Declaration of Condominium of COMMERCIAL SQUARE PARK CONDOMINIUM.

ARTICLE V Directors

5.1 The affairs of the Association shall be managed by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of such determination, shall consist of three directors. There shall be four directors initially. Until the majority of directors is required to be elected by unit owners other than the Developer, directors need not be members of the Association. All subsequent directors, except for directors elected by Developer as allowed under the Condominium Act, shall be members of the Association. The Directors of the Association have a fiduciary relationship to the unit owners.

5.2 Directors of the Association, other than the initial Directors shall be elected as stated in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

5.3 Association control shall be transferred from the Developer to unit owners other than Developer when required by and in the manner provided by the Condominium Act.

5.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Mark S. Rogers
27150 Mora Road
Bonita Springs FL 34135

Douglas J. Janssen
18199 Park Ridge Circle
Fort Myers FL 33908

Kathy Rogers
27150 Mora Road
Bonita Springs FL 34135

Julie Janssen
18199 Park Ridge Circle
Fort Myers FL 33908

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ARTICLE VI
Officers

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6.1 The affairs of the Association shall be managed by a President, Vice-President, Secretary, and Treasurer who shall be accountable to the Board of Directors and who shall be elected by and from the members of the Board of Directors. The Board of Directors may also appoint such other officers as may be designated by the Bylaws.

6.2 The officers and directors of the Association have a fiduciary relationship to the unit owners.

6.3 The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:
Mark S. Rogers
12701 Metro Parkway, Unit B
Fort Myers FL 33912

Vice-President:
Douglas J. Janssen
18199 Park Ridge Circle
Fort Myers FL 33908

Treasurer:
Kathy Rogers
27150 Mora Road
Bonita Springs FL 34135

Secretary:
Julie Janssen
18199 Park Ridge Circle
Fort Myers FL 33908

ARTICLE VII
Indemnification

7.1 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 favor of someone other than the Association in connection with any proceeding or settlement of any proceeding to which he may be a part or in which he may be involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such judgment, settlement or expenses are incurred, except when the director or officer is adjudged to be guilty of willful misconduct or bad faith in the performance of his or her duty to the Association.

7.2 Members of the Board of Directors shall not be liable to

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any member of the Association for any mistake of judgment or negligence in the absence of willful misconduct or bad faith. nor shall any member of the Board be personally liable with respect to any contract made by them on behalf of the Association.

ARTICLE VIII

Powers

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

8.1 The Association shall have all of the common-law and statutory powers of a Association not for profit that are not in conflict with the specific provisions of these Articles and the Declaration of Condominium.

8.2 The Association shall have all of the powers and duties set forth in the Condominium Act except those specifically excluded by these Articles or the Declaration of Condominium for COMMERCIAL PARK SQUARE CONDOMINIUM, and shall have all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as from time to time amended which are not inconsistent with the Condominium Act.

8.3 Specifically included among the powers of the Association is the power to acquire, convey, lease and mortgage association real property for the use and/or benefit of members.

8.4 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the benefit of members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

8.5 The powers of the Association shall be limited only by the Condominium Act and other Florida Statutes, these Articles, and the Declaration of Condominium.

ARTICLE IX

Bylaws

The Bylaws regulating operation of the Association are attached to the Declaration. So long as the Developer owns a majority of the units, the Bylaws may be amended by the Developer

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or a simple majority vote of the initial Board of Directors. Thereafter, the Bylaws shall be amended in the manner set forth in the Bylaws.

ARTICLE X
Amendments

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

10.1 Amendments to the Articles of Incorporation shall be proposed and adopted in accordance with those procedures provided in Chapter 617 of the Florida Statutes and the Condominium Act except as provided herein.

10.2 Such approval must be by not less than a majority of the Board of Directors and not less than sixty five percent of the voting interests of all members of the Association.

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 8.4 of Article VIII without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

10.4 The Articles amendment shall be prepared, executed, delivered and filed with the Florida Department of State in accordance with Chapter 617 of the Florida Statutes and recorded in the Public Records of Lee County, Florida as an amendment to the appropriate Exhibit of the Declaration of Condominium.

ARTICLE XI
Incorporator

The name and address of the Incorporator signing these Articles is:

Richard W. Winesett
2248 First Street
Fort Myers FL 33901

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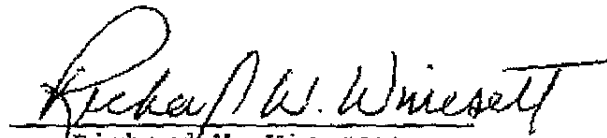
ARTICLE XII

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Registered Office - Registered Agent

The registered office of the Association is at 2248 First Street, Fort Myers, Florida, 33901. The Registered Agent is Richard W. Winesett, whose address is the same as that of the registered office.

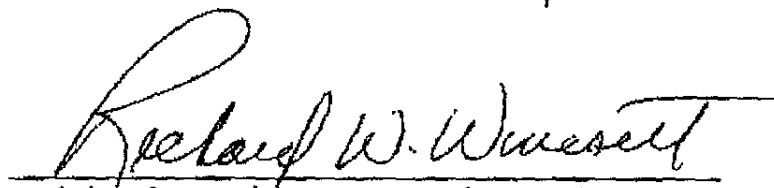
IN WITNESS WHEREOF, the incorporator has executed these articles this 20th day of February, 2006.


Richard W. Winesett

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, having been named Registered Agent in the Articles of Incorporation of COMMERCIAL PARK SQUARE CONDOMINIUM ASSOCIATION, INC., hereby accepts the appointment of Registered Agent. I am familiar with and accept the obligations of that office. I agree to comply with the statutory provisions relative to the maintenance of an office in accordance with Section 617.0501, Florida Statutes.

Dated this 20th day of February, 2006.


Richard W. Winesett, Registered Agent

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