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Page 003

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Division of Corporations

Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

METRO PARKWAY MEDICAL PARK OWNERS' ASSOCIATION, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
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MRB 3/1

03/06/06 15:18:58

Broad and Cassel->

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Page 002

850-205-0981

3/8/2008 12:58

PAGE 001/001

Florida Dept of State



March 6, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BROAD AND CASSEL (BOCA RATON)

SUBJECT: METRO PARKWAY MEDICAL PARK OWNERS' ASSOCIATION, INC.
REF: W06000010719

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAFax Audit No.: H06000057856 3

**ARTICLES OF INCORPORATION
OF
METRO PARKWAY MEDICAL PARK OWNERS' ASSOCIATION, INC.,
A Florida Not For Profit Corporation**

The undersigned incorporator, for the purpose of forming a Florida not for profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is METRO PARKWAY MEDICAL PARK OWNERS' ASSOCIATION, INC. (hereinafter called the "Association").

All terms defined in Declaration of Covenants, Restrictions and Easements for the Metro Parkway Medical Park made by Southwest Florida Regional Medical Center, Inc., a Florida corporation, and recorded in the Office of Clerk of Circuit Court, Lee County, Florida, shall have the same meanings when used herein (said Declaration of Covenants, Restrictions and Easements, as amended from time to time, is hereinafter referred to as the "Declaration").

ARTICLE II. TERM OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE III. PRINCIPAL OFFICE

The principal place of business address is:

One Park Plaza
Nashville, Tennessee 37203

The mailing address of the Association is:

2727 Winkler Avenue
Fort Myers, FL 33901
Attention: John Austin

ARTICLE IV. PURPOSE

The specific purposes for which the Association is formed are to provide a forum for discussion among the owners of property in the Metro Parkway Medical Park, and to facilitate and assure the maintenance and preservation of the Driveway Facilities on the Driveway Parcel, the Retention Pond Parcel, and other common areas within the Office Park Property.

Fax Audit No.: H06000057856 3

Fax Audit No.: H06000057856 3

In furtherance of the specific purposes, the Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including without limitation, the power to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, said Declaration being incorporated herein as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) enter into, make, perform and enforce contracts of every kind and description necessary to the performance of Associations obligations under the Declaration and to otherwise operate and maintain property dedicated or conveyed to the Association and any corresponding infrastructure;
- (e) sue and be sued;
- (f) establish, promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate all of the purposes for which the Association is organized;
- (g) enforce covenants, conditions and restrictions affecting the Office Park Property to the extent the Association is authorized to do so under the Declaration or the By-Laws; and
- (h) exercise any and all powers, rights and privileges that a corporation organized not for profit under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. No part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE V. MEMBERSHIP

Every person or entity who is the record owner of a fee or undivided fee interest in any POB Parcel shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any POB Parcel.

Fax Audit No.: H06000057856 3

Fax Audit No.: 006000057856 3

ARTICLE VI. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of directors. The number of directors shall be fixed and may be altered from time to time as may be provided in the By-Laws, but in any event shall consist of no fewer than three directors. The board of directors shall be elected or appointed as provided in the By-Laws.

ARTICLE VII. INITIAL DIRECTORS

The name and address of each initial director of the Association is:

<u>Name</u>	<u>Address</u>
Mark Weber	2727 Winkler Avenue Fort Myers, FL 33901
John Austin	2727 Winkler Avenue Fort Myers, FL 33901
E.J. Kupier	2727 Winkler Avenue Fort Myers, FL 33901

ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Jim Wheeler
7777 Glades Road, Suite 300
Boca Raton, FL 33434-4150

ARTICLE IX. INCORPORATOR

The name and address of the Incorporator is:

James C. Cotey, Esq.
Stites & Harbison, PLLC
424 Church Street, Suite 1800
Nashville, Tennessee 37219

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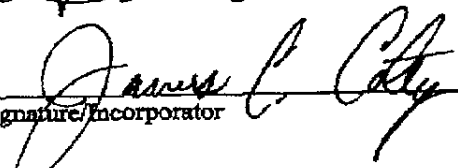
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Having been named as registered agent to accept service of process for the above stated Association at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

March 2, 2006
Date



Signature/Incorporator

March 2, 2006
Date

Fax Audit No.: H06000057856 3