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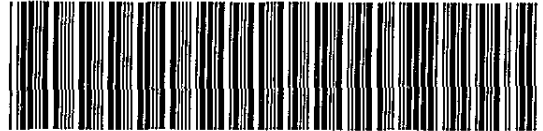
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FILED

06 MAR 16 PM 2:45

SEC. OF STATE  
TALLAHASSEE, FLORIDA

000029 MAR 16 2006

# INDIGO DEVELOPMENT INC.

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CERTIFIED RETURN RECEIPT

March 13, 2006

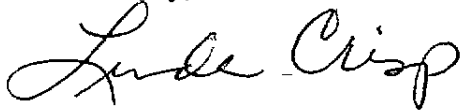
Secretary of State  
State of Florida - Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Interstate Commerce Park of Daytona Beach Owners' Association Inc.

Enclosed are the Articles of Incorporation for filing the above not for profit Florida corporation  
Also enclosed is our check for \$78.75, representing the \$70.00 filing fee and \$8.75 for a certified  
copy. Our mailing address is P. O. Box 10809, Daytona Beach, FL 32120-0809.

If you have any questions, please contact us.

Sincerely,



Linda Crisp  
Vice President

Enclosures

**FILED**  
06 MAR 16 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAUSERS\LINDA\WP\Sec.of State Interstate Commerce Park.wpd

**ARTICLES OF INCORPORATION  
OF  
INTERSTATE COMMERCE PARK OF  
DAYTONA BEACH OWNERS' ASSOCIATION INC.**

By these Articles of Incorporation, the undersigned incorporator forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles"):

**ARTICLE I  
NAME**

The name of the corporation shall be INTERSTATE COMMERCE PARK OF DAYTONA BEACH OWNERS' ASSOCIATION INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

**ARTICLE II  
DURATION**

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State. If the Association is dissolved for any reason, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization or similar entity with similar purposes.

**ARTICLE III  
DISSOLUTION**

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system shall be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE IV  
DEFINITIONS**

The term "Declaration" shall mean the Declaration of Covenants, Restrictions and Reciprocal Easements for Interstate Commerce Park of Daytona Beach as may be recorded in the Public Records of Volusia County, Florida, and all amendments or supplements made thereto. All other capitalized words and terms used in these Articles shall have the meaning and definition as provided in the Declaration, unless a new definition is provided in these Articles.

**ARTICLE V  
PRINCIPAL OFFICE**

The principal office of the Association is located at 1530 Cornerstone Blvd., Suite 100, Daytona Beach, FL 32117.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

Robert F. Apgar, whose address is 1530 Cornerstone Blvd., Suite 100, Daytona Beach, FL 32117, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

**ARTICLE VII  
PURPOSE AND POWERS OF THE ASSOCIATION**

- 7.1 The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to provide for, among other things, the maintenance and preservation of the Maintenance Area and the Common Area. The Association shall have all the statutory powers and common law powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and the duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, any Supplemental Declaration, these Articles or the Bylaws, or as otherwise be provided by law, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Members and for the maintenance, administration and improvement of the Property, including the Common Area thereof. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part as may be allowed by law or by the Declaration.
- 7.2 The Association shall operate, maintain and manage the Stormwater Management System(s) in a manner consistent with the requirements of the construction permit for the Drainage Easement issued by St. Johns River Water Management District and applicable District rules, and shall assist in the enforcement of the Declaration which relate to the Stormwater Management System. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Stormwater Management System and other improvements.

**ARTICLE VIII  
MEMBERSHIP AND VOTING RIGHTS**

8.1 Each owner, including the Declarant, shall be a Member of the Association. The qualifications of Members, the manner of their admission to and termination of membership and voting shall be set forth herein:

8.1.1 Class A shall consist of all owners of Lots in Interstate Commerce Park of Daytona Beach, except the Declarant, or a successor to whom the Declarant may transfer its rights as Declarant, or an entity which may succeed to such rights by operation of law. Members of Class A shall have one vote per Lot, and Members shall pay all assessments as set forth in the Declaration. Class A Membership shall commence upon the transfer of title to a Commercial Lot owner.

8.1.2 Class B shall consist of the Declarant. The Class B Member shall be entitled to cast twice the total number of votes that the total number of Class A Members are entitled to cast until Turnover. After turnover, the Declarant shall have one vote per Lot and shall pay all assessments set forth in the Declaration.

Any person or entity who holds any interest merely as security for the performance of any obligation shall not be a Member.

8.2 The Association membership of each owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new owner thereof and thereafter the prior owner's membership with respect to that lot shall terminate. All voting rights and procedures within the Association shall be governed in accordance with the provisions set forth in the Declaration and in the Bylaws. If the Member is a corporation, partnership, limited liability company or other business entity, such Member shall designate in writing the name of the person to vote on behalf of the Member. If the title to a Lot is held by multiple persons, such persons must designate in writing the name of the person to vote for such Member.

**ARTICLE IX  
DIRECTORS AND OFFICERS**

The affairs of this Association shall be managed by a Board of Directors, and the affairs of the Association shall be administered by the officers. All matters regarding the directors and other officers of the Association, including numbers, election, duration, and the like, shall be governed in

accordance with the provisions set forth in the Declaration and in the Bylaws. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and qualified are:

| Name:         | Address:  |
|---------------|---|
| Gary Moothart | 1530 Cornerstone Blvd., Suite 100,<br>Daytona Beach, FL 32117 |
| Ted Garn      | 1530 Cornerstone Blvd., Suite 100,<br>Daytona Beach, FL 32117 |
| Linda Crisp   | 1530 Cornerstone Blvd., Suite 100,<br>Daytona Beach, FL 32117 |

#### **ARTICLE X INDEMNIFICATION**

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 such director or officer in connection with any proceedings whether civil, criminal, administrative or investigative, or any settlement of any proceeding whether civil, criminal, administrative or investigative, or any appeal from such proceeding to which such person may be a party or in which such person may become involved by reason of his being or having been a director or officer of the Association or having served at the Association's request as a director or officer of any other corporation, whether or not such person is serving in such capacity at the time such expenses are incurred, regardless of by whom the proceedings were brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approved such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall be primarily determined that he is not to be indemnified by the Association as authorized in these Articles of Incorporation. The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

## **ARTICLE XI BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

## **ARTICLE XII AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in accordance with the provisions of this Article XII. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting. At such meeting, a vote of the Members to vote thereof shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of sixty-six percent (66%) majority of the votes of Members entitled to vote thereon. Any number of amendments may be submitted to the Members and voted upon by them at one meeting. No amendment shall make any changes in the qualifications for membership. No amendment shall be made that is in conflict with the Declaration.

## **ARTICLE XIII INCORPORATOR**

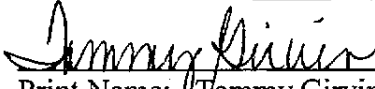
The name and address of the Incorporator of these Articles of Incorporation is as follows:

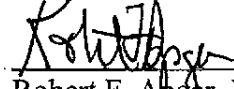
|                 |   |
|-----------------|---|
| Name            | Address   |
| Robert F. Apgar | 1530 Cornerstone Blvd., Suite 100,<br>Daytona Beach, FL 32117 |

## **ARTICLE XIV NON-STOCK OPTION**

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership, which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles to be executed as of the 9<sup>th</sup> day of March, 2006.

  
Print Name: Tammy Girvin

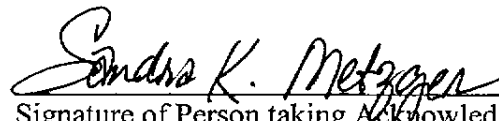
  
Robert F. Apgar, Incorporator

  
Print Name: Marisa Gary

STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this 9<sup>th</sup> day of March, 2006, before me, an officer duly authorized in the State of Florida, County of Volusia, to take acknowledgments, personally appeared Robert F. Apgar, the Incorporator described in the foregoing Articles of Incorporation. He is personally known to me.

 **Sandra K. Metzger**  
Commission # DD285470  
Expires April 12, 2008  
Bonded Troy Fain - Insurance, Inc. 800-366-7018

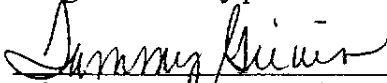
  
Signature of Person taking Acknowledgment  
Notary Public

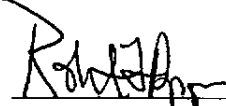
(Notary Stamp and Seal)



**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent to Accept service of process for the above stated Association at the place designated in Article VI hereof, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with, and hereby accept, the obligations of my position as Registered Agent.

  
Print Name: Tammy Girvin

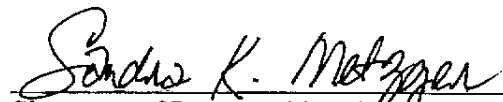
  
Robert F. Apgar, Registered Agent

  
Print Name: Marisa Gary

STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this 9th day of March, 2006, before me, an officer duly authorized in the State of Florida, County of Volusia, to take acknowledgments, personally appeared Robert F. Apgar, the Registered Agent described in the foregoing Articles of Incorporation. He is personally known to me.

 **Sandra K. Metzger**  
Commission # DD285470  
Expires April 12, 2008  
Bonded Troy Fein - Insurance, Inc. 800-385-7619

  
Signature of Person taking Acknowledgment  
Notary Public

**FILED**  
06 MAR 16 PM 2:45  
TALLAHASSEE, FLORIDA