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CAPITAL CONNECTION

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**STUART AIRPORT BUSINESS PARK CONDOMINIUM ASSOCIATION**

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CAPITAL CONNECTION

NO. 6358 P. 2

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
STUART AIRPORT BUSINESS PARK CONDOMINIUM ASSOCIATION, INC.  
A Florida Not For Profit Corporation

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617 Florida Statutes, and certifies the following:

ARTICLE I  
NAME

The name of the corporation shall be STUART AIRPORT BUSINESS PARK CONDOMINIUM ASSOCIATION, INC., hereinafter referred to the "Association" or "Corporation" and its duration shall be perpetual.

ARTICLE II  
PURPOSE

In accordance with the provisions of Chapter 718, Florida Statutes, a condominium will be created upon certain lands in Martin County, Florida, to be known as the STUART AIRPORT BUSINESS PARK, a commercial condominium, according to a Declaration of Condominium (the Declaration) to be recorded in the public records of Martin County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, these Articles of Incorporation, the By-Laws of the Corporation, the Declaration and the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in the capacity of a condominium association.

ARTICLE III  
POWERS

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

Section 1. Common Law and Statutory Power. The Association shall have all of the (i) common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and Declaration, (ii) power conferred by the Condominium Act upon a condominium association, and all powers set forth in the Declaration which are lawful.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To operate and manage the condominium and condominium property in accordance with the purpose and intent contained in the Declaration; and

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B. To make and collect assessments against members to defray those costs of the Condominium, and to refund common surplus to members; and duties; and

C. To use the proceeds of assessments in the exercise of its powers; and

D. To maintain, repair, and replace the condominium property; and

E. To reconstruct improvements upon the condominium property after casualty and to further improve the property; and

F. To make and amend By-Laws for the Association, as well as rules and regulations respecting the use and appearance of the condominium property; and

G. To pay all taxes and other assessment, which are liens against the common elements; and

H. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the regulations for the use of the condominium property; and

I. To provide for the management and maintenance of the condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted to it by the Condominium Act which are non-delegable, including but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association; and

J. To buy or lease both real and personal property for condominium use, and to sell or otherwise dispose of property so acquired; and

K. To purchase insurance for the condominium property and the protection of the Association and its members as unit owners, pursuant to the provisions of the Declaration of Condominium; and

L. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to, and be exercised in accordance with, the provisions of the Declaration that govern the use of the condominium property.

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#### ARTICLE IV MEMBERSHIP

Section 1. Qualifications for Membership. All unit owners in the Condominium shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer owners of a unit. If a member should transfer his unit under the provisions of the Declaration, the grantee from such member will automatically acquire membership in the Association. Membership certificates are not required and may not be used.

Section 2. Voting. A member of the Association shall be entitled to one (1) vote for each whole integer multiple of one hundred (100) square feet in a Unit owned by the member. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

Section 3. Restriction. The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to his unit.

#### ARTICLE V OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of the Board of Directors. The names and titles of the officers who shall serve until removed or until the first election at the first annual meeting of the Board of Directors are:

President	Leland H. Talcott
Vice President	John Montesanto
Secretary/Treasurer	John Oliver

#### ARTICLE VI BOARD OF DIRECTORS

Section 1. The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3), nor more than five (5) directors. The first Board of Directors shall have three (3) members, and the number of Directors on subsequent Boards will be determined from time to time in accordance with the provisions of the By-Laws of the Association.

Section 2. Directors shall be elected by the voting members in accordance with the By-Laws at regular annual meetings of the membership of the Association, or as otherwise provided in, and in the manner set out in the By-Laws. Subject to the By-Laws, Directors shall be elected to serve for a term of two (2) years. In the event of a vacancy, the remaining Directors shall appoint a replacement to serve the balance of the term.

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Section 3. McKay Talmont, LLC (hereinafter referred to as "Developer"), its grantors, successors or assigns, shall have the right for periods of time hereinafter provided to appoint Directors of the Association as follows:

A. Until the time that Developer has closed the sale of fifteen percent (15%) of all the square footage in the units, Developer may appoint all members of the Board of Directors.

B. When unit owners, other than Developer, own fifteen percent (15%) or more of all the square footage in all the units, the unit owners, other than Developer, shall be entitled to elect one-third (1/3) of the members of the Board of Directors.

C. Unit owners, other than Developer, shall be entitled to elect not less than a majority of members of the Board of Directors when the first of the following occurs:

1. Three (3) years after Developer has closed the sale of fifty percent (50%) of all of the units; or

2. Three (3) months after Developer has closed the sale of ninety percent (90%) of all of the square footage in all of the units; or

3. When Developer elects to terminate its control of the Association. As long as Developer holds for sale in the ordinary course of business five percent (5%) of the square footage in all of the units, Developer shall be entitled to appoint not less than one (1) member of the Board of Directors.

D. Upon the occurrence of any of the aforesaid events, a special meeting of members will be held for the purpose of electing Interim Directors upon due and proper notice in accordance with applicable law and the By-Laws of the Association. The special meeting, which shall be held when Unit owners other than the Developer are entitled to elect a majority of Directors, shall constitute the first annual meeting of the members of the Association.

E. Developer shall be entitled at any time to remove or replace any Director originally selected by Developer. Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint.

F. Any employee or officer of a business entity owner shall be eligible to serve as a Director of the association. The Directors herein named shall serve until the first election of Directors and any vacancies in their number occurring before the first election shall be filled by Developer.

G. All Officers shall be elected by the Board of Directors in accordance with the By-Laws at regular, annual meetings of the Board of Directors, to be held immediately following the annual meetings of the membership or as otherwise provided in the By-Laws. The Board of Directors shall elect a President, Vice President, Secretary-Treasurer, and such other

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Officers as it shall deem desirable, consistent with the By-Laws. The President shall be elected from among the Board of Directors; no other officer need be a Director.

H. The following persons shall constitute the first Board of Directors, and shall hold office and serve until removed or until their successors are elected at the first annual meeting of the members:

Name	Address
Leland H. Talcott	701 S.W. 17th Street, Boca Raton, Florida 33486
John Montesanto	13350 Foxmoor Trail, Chesterland, Ohio 44026
John Oliver	13951 U.S. Highway 1, Juno Beach, Florida 33408

#### ARTICLE VII BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and attached to the Declaration to be recorded in the public records of Martin County, Florida. The By-Laws may be altered, amended, or rescinded only at duly called meetings of the members, in the manner provided in the By-Laws.

#### ARTICLE VIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interest of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of Directors who were not parties to such proceedings. The forgoing right to indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

#### ARTICLE IX TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Section 1. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void, or voidable solely for the

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reason that such relationship exists, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because said interested Officers or Director's vote is counted for such purpose. No Director or Officer of the association shall incur liability solely be reason of the fact that said Director or officer may be interested in any such contract or transaction.

Section 2. Interested Officers and Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### ARTICLE X INCORPORATOR

The name and address of the incorporator of the Association is:

Name	Leland H. Talcott
Address	701 S.W. 17th Street, Boca Raton, Florida 33486

#### ARTICLE XI AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not For Profit Corporation Act.

#### ARTICLE XII REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Leland H. Talcott, and the street address of the initial registered office of this Corporation in the State of Florida shall be 701 S.W. 17th Street, Boca Raton, Florida 33486. The Board of Directors may from time to time move the registered office to any other address in Florida.

#### ARTICLE XIII PRINCIPAL OFFICE

The principal office, of the Corporation shall be located at c/o Christenson Commercial, 759 South Federal Highway, Suite 304, Stuart, Florida 34994. The mailing address of the corporation shall be the same address.

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IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 5 day of April, 2006.

Signed, sealed and delivered

In the presence of

  
Leland H. Talcott

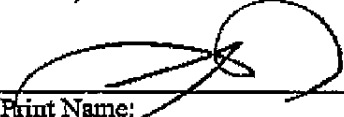
  
Print Name: Leonard Rutland, Jr.

  
Print Name: John M. Oliver

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged before me this 5<sup>th</sup> day of 2006, by Leland H. Talcott, the incorporator named therein, who did not take an oath.

State of Florida  
My Commission Expires:

  
Print Name: \_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

Personally known or Produced Identification

Type of Identification Produced DRIVER LICENSE

Leonard Rutland, Jr.  
Commission # DD331813  
Expires August 15, 2008  
Notary Troy Pen - Insurance, Inc. 800-696-7616



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

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: STUART AIRPORT BUSINESS PARK CONDOMINIUM ASSOCIATION, INC.

2. The name of the registered agent and the registered office is: Leland H. Talcott, 701 S.W. 17th Street, Boca Raton, Florida 33486.

Having been named as registered agent 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.

April 5, 2006

  
Leland H. Talcott

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