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Parktowne Industrial Center Owners Association, Inc.

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**ARTICLES OF INCORPORATION  
OF  
PARKTOWNE INDUSTRIAL CENTER OWNERS ASSOCIATION, INC.**

We, the undersigned, hereby associate ourselves into a corporation not-for-profit under the laws of the State of Florida, for the purpose herein stated.

**ARTICLE I**

**NAME**

The name of the corporation shall be ParkTowne Industrial Center Owners Association, Inc., hereinafter referred to as the "Association."

**ARTICLE II**

**PURPOSE**

2.1 This Association is organized to provide a legal entity through which the owners of the parcels/lots in the ParkTowne Industrial Center, hereinafter, referred to as "Park", as described in the Declaration of Covenants, Conditions and Restrictions for ParkTowne Industrial Center to be recorded in the Public Records of Volusia County, Florida (the "CCRs"), shall provide for certain centralized services, regulation and control as hereinafter set forth and as provided in the CCRs, as from time to time, are amended or supplemented.

2.2 The Association, being conducted as a non-profit corporation for the benefit of its members, shall make no distribution of income to its members, directors or officers.

**ARTICLE III**

**POWERS**

3.1 The Association shall have all of the powers of a corporation not for profit under the laws of the State of Florida, except as may be otherwise provided in these Articles.

3.2 The Association shall have and exercise all the powers granted to it as set forth in the CCRs now or hereinafter of record affecting the use of the real property described as the Park and all of the powers reasonably necessary to accomplish the responsibilities, duties, powers and purposes conferred upon the Association by the CCRs as amended and supplemented from time to time, including, but not limited to, the following:

(a) to make and establish reasonable rules and regulations governing the use of common areas and exercise the other powers granted in the CCRs;

H06000217459 3

(b) to make and collect assessments against members of the Association to defray the costs of the exercise of its powers and duties;

(c) to purchase insurance upon the common areas and any other areas for which the Association is responsible for maintenance;

(d) to enforce by legal means the land use restrictions, these Articles of Incorporation, the Bylaws of the Association and the regulations for the use of any property which is subject to regulation or control by the Association;

(e) to maintain, repair, replace, operate and manage the Association's property, including the right to reconstruct improvements after casualty and to make and construct additional improvements upon the Association's property;

(f) to employ personnel and engage such professional assistance as may be necessary to perform the services required for the proper operation of the Association and of the properties; and

(g) to exercise, undertake, and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the CCRs as from time to time, amended or supplemented.

3.3 The Association shall have the authority to place a lien on each lot to secure all sums of money assessed against the owner and, said lien shall also secure all costs and expenses which may be incurred by the Association in enforcing such liens. The Association may enforce such lien in any manner provided by law, including foreclosure thereof. Such liens shall, however, be subordinate to any mortgage owned by an institutional lender.

3.4 All funds and the title to all properties acquired by the Association, and their proceeds, shall be held for the benefit of the members of the Association in accordance with the provisions of the CCRs and these Articles of Incorporation and the Bylaws.

**ARTICLE IV**

**MEMBERS**

The qualifications of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

4.1 The members of the Association shall consist of every person or entity who is a record owner of a fee simple estate or life estate in a lot in the Park, as and when the CCRs is recorded in the Public Records of Volusia County, Florida, providing for such membership. Membership shall continue for so long as such ownership shall exist.

4.2 Immediately upon the divestment of a member's ownership interest in a lot, regardless of the means by which such ownership may be divested, such owner's membership shall terminate. Any successor owner shall be entitled to membership after providing written notice to the Association of such ownership interest.

4.3 The interest of a member in the funds and assets of the Association can not be assigned, hypothecated, or transferred in any manner except as an appurtenance to his lot. The funds and assets of the Association belong solely to the Association subject to the limitation that the same may be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the CCRs and in the Bylaws which may be hereafter adopted.

4.4 On all matters on which the membership shall be entitled to vote, there shall be one (1) vote for each acre, including additional fractions up to 0.5 acres, in the Park, which vote may be exercised or cast by the owner of each acre in such manner as may be provided by the Bylaws. Example as to number of votes based on acreage ownership: 1 to 1.50 acres equals one vote, 1.51 to 2.50 acres equals two votes.

4.5 The annual meeting of the membership shall be held as determined by the Association's Board of Directors.

**ARTICLE V**

**PRINCIPAL OFFICE AND DESIGNATION OF REGISTERED AGENT**

The principal office of the Association shall be located at 104 N. Riverside Drive, Edgewater, Florida 32132-0100, or such other places may from time to time be designed by the Board of Directors. The initial registered office of the corporation is 104 N. Riverside Drive, Edgewater, Florida 32132-0100, and the initial registered agent of the Association at that office shall be Jon C. Williams. The Board of Directors may, from time to time, change the registered agent by designation filed in the office of the Secretary of State.

**ARTICLE VI**

**BOARD OF DIRECTORS**

6.1 The affairs of the Association will be managed by a Board consisting of not less than four (4) nor more than seven (7) directors. The number of members of the Board of Directors shall be as provided from time to time by the Bylaws of the Association, and in the absence of such determination shall consist of four (4) directors.

6.2 Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. The directors named herein shall serve until such first election and vacancies occurring before such election shall be filled by the remaining directors.

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

<u>Name</u>	<u>Address</u>
Elizabeth J. McBride	104 N. Riverside Drive, Edgewater, FL 32132
Terry Wadsworth	104 N. Riverside Drive, Edgewater, FL 32132
Oscar Zeller	P.O. Box 358, Edgewater, FL 32132
John Massey	P.O. Box 949, New Smyrna Beach, FL 32170

6.4 The Board of Directors shall elect a president, vice president, secretary and treasurer.

**ARTICLE VII**

**OFFICERS**

7.1 The affairs of the Association shall be administered by the officers elected by the Board of Directors. The president shall be elected from among the membership of the Board of Directors, but no other officers need be a director.

7.2 The officers shall be elected each year by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the initial officers who shall serve until the selection of their successors are designated by the Board of Directors as follows:

Elizabeth J. McBride	President
Oscar Zeller	Vice President
John Massey	Secretary
Terry Wadsworth	Treasurer

**ARTICLE VIII**

**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 him in connection with any proceeding to which he may become involved by reason of his being or having been a director nor officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall be in addition to and not exclusive of all rights to which such director or officer may be entitled.

**ARTICLE IX**

**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.

H06000217459 3

**ARTICLE X**

**TERM**

The term and duration of the Association shall be perpetual.

**ARTICLE XI**

**AMENDMENTS**

Amendments of these Articles shall be adopted in the following manner:


11.1 An amendment may be proposed by the Board of Directors by a majority vote or by a majority of the members, whether meeting as members of by instrument in writing signed by them.

11.2 Any proposed amendment shall be transmitted to the president who shall call a special meeting of the members for a day no sooner than ten (10) days and no later than thirty (30) days after receipt by him of the proposed amendment. The secretary shall give to each member a written notice thereof stating the time and place of the meeting and reciting the proposed amendment in reasonably described detailed form which notice shall be mailed to or presented personally to each member not less than ten (10) days and not more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the record of the Association, the postage thereon prepaid. Any such member may waive such notice, and such waiver must be filed in the records of the Association, whether before or after the holding of the meeting, and shall be deemed equivalent to the giving of such notice to such member. In order to become effective, the proposed amendments must be approved by the affirmative vote by a majority of the total votes in the Association.

A copy of each amendment, after it has become effective, shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon a registration of such amendment or amendments with the Secretary of State, a certified copy thereof shall be recorded in the Public Records of Volusia County, Florida.

11.3 No amendment shall make any changes in the qualifications for membership nor the voting rights of members, without approval in writing of all members and the joinder of all record owners of mortgages upon the units. No amendment shall be made that is in conflict with the law or the CCRs governing the use of the land, as from time to time amended and supplemented.

**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the laws of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 28 day of August 2006.

  
Print Name: ELIZABETH S. McBRAT

H06000217459 3

H06000217459 3

**STATEMENT OF REGISTERED AGENT**

I hereby accept the appointment as Registered Agent. I am familiar with and accept the obligations of Registered Agent under the Florida Statutes.

*Jon C. Williams*  
\_\_\_\_\_  
JON C. WILLIAMS, Registered Agent

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me on the 29<sup>th</sup> day of August, 2006, by JON C. WILLIAMS, as Registered Agent of ParkTowne Industrial Center Owners Association, Inc. [  ] and is personally known to me or [  ] has produced \_\_\_\_\_, as identification and did not take an oath.

(Notarial Seal)

*Robin L. Matusick*  
\_\_\_\_\_  
Print Name: Robin L. Matusick  
Notary Public  
Commission No.: \_\_\_\_\_



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