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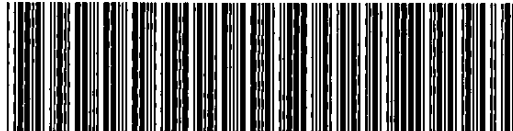
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CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 498368 81034A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 3, 2006

ORDER TIME : 9:16 AM

ORDER NO. : 498368-005

CUSTOMER NO: 81034A

DOMESTIC FILING

NAME: BROOKMEADE PROFESSIONAL PARK
CONDOMINIUMS OWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Joyce Markley - EXT. 2930

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION
OF
BROOKMEADE PROFESSIONAL PARK
CONDOMINIUMS OWNERS ASSOCIATION, INC.

ARTICLE I. NAME AND ADDRESS

The name of this corporation is BROOKMEADE PROFESSIONAL PARK CONDOMINIUMS OWNERS ASSOCIATION, INC., hereinafter referred to as "association". The mailing address of the association shall be 505 Mary Esther Cutoff, Fort Walton Beach, FL 32548.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of providing an entity pursuant to Florida Statutes for the operation of BROOKMEADE PROFESSIONAL PARK, a Commercial Condominium, in accordance with the provisions of the Declaration, including, but not limited to, the responsibility to operate and maintain the storm water management system, the storm water drainage facility as exempted or permitted, and to otherwise fulfill the responsibilities of the Association to Okaloosa County and the State of Florida as it may relate to the drainage and storm water management and landscaping, and further including the assessment and collection of fees to all owners within the association to maintain same, as well as any other common elements.

In addition to those matters set forth above, the Association is hereby granted the powers to do the following:

- (a) operate and maintain the stormwater management system and the stormwater discharge facility as exempted or permitted by the Florida Department of Environmental Protection, or its successors;
- (b) establish rules and regulations;
- (c) assess members
- (d) contract for services and/or provide the services for operation and maintenance
- (e) if the Association shall become dissolved, the stormwater management system and discharge facility shall be maintained by the City of Crestview, Florida.

Each unit owner at BROOKMEADE PROFESSIONAL PARK shall be a member of the Association, in accordance with the provisions of Article V of the Declaration of Condominium for BROOKMEADE PROFESSIONAL PARK, a Commercial Condominium.

ARTICLE III. TERM

The term of the association shall be the life of the condominium, unless the association is terminated by the termination of the condominium in accordance with the provisions of the Declaration.

ARTICLE IV. SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

Donald W. Heapy
505 Mary Esther Cutoff
Fort Walton Beach, Florida 32548

Bette J. Heapy
505 Mary Esther Cutoff
Fort Walton Beach, FL 32548

Gary W. Heapy
505 Mary Esther Cutoff
Fort Walton Beach, FL 32548

Kathleen M. Heapy
505 Mary Esther Cutoff
Fort Walton Beach, FL 32548

ARTICLE V. DIRECTORS

1. The affairs of the association will be managed by a board consisting of the number of directors as shall be determined by the Bylaws, but not less than three (3) directors nor more than seven (7) directors.

2. Directors of the association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Administration shall be filled in the manner provided in the Bylaws.

3. When unit owners other than the developer own fifteen percent (15%) or more of the overall square footage within the condominium (more than 3,000 SF of the 20,000 SF) that will be operated ultimately by the Association, the unit owners, other than the developer, shall be entitled to elect no less than one-third (1/3) of the directors of the Board of Administration of the Association. Unit owners, other than the developer, are entitled to elect not less than a majority of the members of the Board of Administration of the Association:

- a) three (3) years after fifty percent (50%) of the square footage in the project that will be operated ultimately by the Association have been conveyed to purchasers;
- b) three (3) months after ninety percent (90%) of the square footage in the project that will be operated ultimately by the Association have been conveyed to purchasers;
- c) when all the square footage in the project that will be operated ultimately by the Association have been completed, some of the square footage in the project been conveyed to purchasers, and no other square footage in the project is being offered for sale by the developer in the ordinary course of business;
- d) when some of the square footage in the project has been conveyed to purchasers and no other square footage of the project is being constructed or offered for sale by developer in the ordinary course of business; or
- e) seven (7) years after recording of the Declaration of Condominium,

whichever occurs first.

The developer is entitled to elect at least one member of the Board of Administration of the Association as long as the developer holds for sale, in the ordinary course of business, at least five percent (5%) of the square footage in the condominium operated by the Association. Following the time the developer relinquishes control of the Association, the developer may exercise the right to vote any developer-owned square footage in the same manner as any other unit owner except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Administration.

Within seventy-five (75) days after the unit owners, other than the developer, are entitled to elect a member or members of the Board of Administration of the Association, the Association shall call, and give not less than sixty (60) day's notice of an election for the members of the Board of Administration. The election shall proceed as provided in the Florida Statutes. The notice may be given by any unit owner if the Association fails to do so. Upon election of the first unit owner, other than the developer, to the Board of Administration, the developer shall forward to the Division the name and mailing address of the unit owner Board member.

f) If the developer holds square footage in the project for sale in the ordinary course of business, none of the following actions may be taken without approval in writing by the developer:

1. Assessment of the developer as a unit owner for capital improvements.
2. Any action taken by the association that would be detrimental to the sales of square footage in the project by the developer; however, an increase in assessments for common expenses without discrimination against the developer shall not be deemed detrimental to the sales of units.
3. The names and addresses of the members of the first Board of Administration who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Donald W. Heapy
505 Mary Esther Cutoff
Fort Walton Beach, Florida 32548

Bette J. Heapy
505 Mary Esther Cutoff
Fort Walton Beach, FL 32548

Gary W. Heapy
505 Mary Esther Cutoff
Fort Walton Beach, FL 32548

Kathleen M. Heapy
505 Mary Esther Cutoff
Fort Walton Beach, FL 32548

ARTICLE VI. OFFICERS

The affairs of the association shall be administered by the officers elected by the Board of Administration at its first meeting following the annual meeting of the members of the association, which officers shall serve at the pleasure of the Board of Administration. The names of the officers who shall serve until the Board of Administration designates their successors are as follows:

President:

Gary W. Heapy
505 Mary Esther Cutoff
Fort Walton Beach, Florida 32548

Treasurer:

Bette J. Heapy
505 Mary Esther Cutoff
Fort Walton Beach, FL 32548

Vice-President:

Donald W. Heapy
505 Mary Esther Cutoff
Fort Walton Beach, FL 32548

Secretary:

Kathleen M. Heapy
505 Mary Esther Cutoff
Fort Walton Beach, FL 32548

ARTICLE VII. BYLAWS

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

ARTICLE VIII. AMENDMENTS

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

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A resolution approving a proposed amendment may be proposed by either the Board of Administration or by the members of the association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.


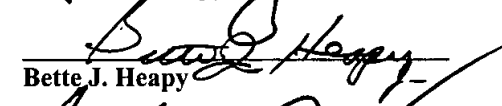
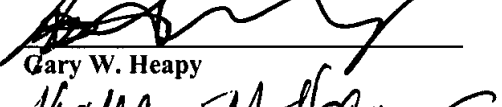
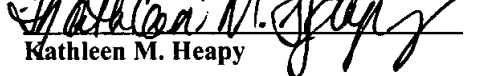
3. Approval of an amendment must be by not less than sixty-six and two-thirds percent (66-2/3%) of the voting interest of the Board of Administration of the association or by not less than sixty-six and two-thirds percent (66-2/3%) of the voting interest of the entire membership of the association.

4. No amendments shall make any changes in the qualification for membership or the voting rights of members.

5. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Okaloosa County, Florida.


ARTICLE IX. RESIDENT AGENT

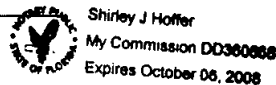
The association has named DONALD W. HEAPY, whose address is 505 Mary Esther Cutoff, Fort Walton Beach, (Okaloosa County) Florida 32548, as its resident agent to accept service of process within the State.


Donald W. Heapy

Bette J. Heapy

Gary W. Heapy

Kathleen M. Heapy

STATE OF FLORIDA
COUNTY OF OKALOOSA

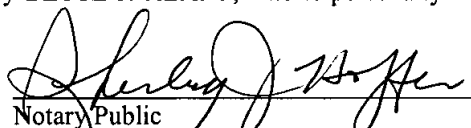
The foregoing instrument was acknowledged before me this 2nd day of October, AD 2006, by DONALD W. HEAPY, who is personally known to me and he did not take an oath.

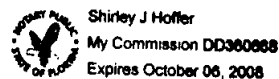

Notary Public
Print name: _____
My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 2nd day of October, AD 2006, by BETTE J. HEAPY, who is personally known to me and she did not take an oath.


Notary Public
Print name: _____
My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 2nd day of October, AD 2006 by: GARY W. HEAPY, who is personally known to me and he did not take an oath.



Shirley J. Hoffer
My Commission DD360668
Expires October 06, 2008

A handwritten signature of Shirley J. Hoffer in cursive script.

Notary Public

Print name: _____

My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 2nd day of October, AD 2006, by KATHLEEN M. HEAPY, who is personally known to me and she did not take an oath.



Shirley J. Hoffer
My Commission DD360668
Expires October 06, 2008

A handwritten signature of Shirley J. Hoffer in cursive script.

Notary Public


Print name: _____

My Commission Expires: _____

OATH OF RESIDENT AGENT

I, DONALD W. HEAPY, having been named to accept service of process for
BROOKMEADE PROFESSIONAL PARK CONDOMINIUMS OWNERS ASSOCIATION, INC.,
at 505 Mary Esther Cutoff, Fort Walton Beach, (Okaloosa County) Florida 32548, hereby accept to
act in this capacity and agree to comply with the provisions of said act relative to keeping open said
office.


DONALD W. HEAPY


Notary Public
Print name: _____
My Commission Expires: _____

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DIVISION OF CORPORATION
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☒ Personally known to me

☐ Produced _____ as identification



Shirley J Hoffer
My Commission DD360000
Expires October 06, 2008