

ND60000/3125

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(Business Entity Name)

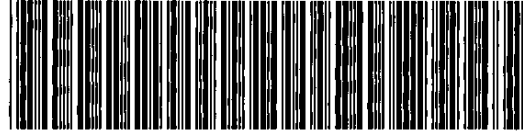
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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Lake Underhill Business Center  
Condominium Association, Inc.

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**LAKE UNDERHILL BUSINESS CENTER  
CONDOMINIUM ASSOCIATION, INC.**

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under and pursuant to Chapter 617 of the Florida Statutes, and do certify as follows:

**ARTICLE I**

**NAME**

The name of this corporation shall be LAKE UNDERHILL BUSINESS CENTER CONDOMINIUM ASSOCIATION, INC.

**ARTICLE II**

**PURPOSE**

The purpose for which the association is organized is to provide an entity pursuant to Chapter 718 of the Florida Statutes (the "Condominium Act"), which shall be responsible for the operation and management of the commercial condominium being established in accordance therewith, to be known as "LAKE UNDERHILL BUSINESS CENTER, A CONDOMINIUM (hereinafter called the "Condominium"), situate, lying and being in Orange County, Florida, and for undertaking the performance of carrying out the acts and duties incident to the administration of the operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and in the Condominium Declaration creating the Condominium to be recorded in the Public Records of Orange County, Florida (the "Declaration"); and for owning, operating, leasing, selling, trading and otherwise dealing with such real or personal property as may be necessary or convenient in the administration of said Condominium.

**ARTICLE III**

**DEFINITIONS**

The terms used in these Articles shall have the same meaning as in the Condominium Act and the Declaration (except as herein expressly otherwise provided or unless the context otherwise requires); and where a conflict in meanings shall exist, the Declaration shall control.

## **ARTICLE IV**

### **POWERS**

A. The Association shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of these Articles, the Declaration, the Bylaws of the Association, and the Condominium Act.

B. The Association shall have all of the powers under and pursuant to the Condominium Act and the Declaration and shall have all of the powers reasonably necessary to implement the purposes of the Association, including but not limited to the following:

1. To make, establish and enforce reasonable rules and regulations governing the use of the Condominium or portions thereof,

2. To determine, levy and collect assessments against the Members to provide the funds to pay the Common Expenses of the Condominium as provided in the Declaration, the Bylaws and the Condominium Act, and to use and expend the proceeds of such assessments in the exercise of the powers and duties of the Association;

3. To maintain, repair, replace and operate the Condominium, specifically including all portions of the Condominium Property of which the Association has the right and power to maintain, repair, replace and operate in accordance with the Declaration, the Bylaws, and the Condominium Act;

4. To reconstruct or restore improvements in the Condominium Property after casualty or other loss and to make further improvements of the Condominium Property;

5. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations of the Association governing the use of the Condominium, and all other documents referred to in the Declaration and these Articles of Incorporation,

6. To contract for the operation, management and maintenance of the Condominium and to delegate to the contracting party all of powers and duties of the Association, except those which may be required by the Declaration to have approval of or to be exercised by the Board of Directors or the Members of the Association, and except those whose delegation is expressly prohibited by the Declaration or these Articles,

7. To acquire and enter into agreements, to acquire leaseholds, easements, memberships or other possessory or use interest in lands or facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment or other use or benefit of the Members;

8. To acquire by purchase, lease or otherwise, Units of the Condominium whether or not offered for sale or lease or surrendered by their Owners to the Association or purchased at foreclosure or other judicial sale; and to sell, lease, mortgage, cast the votes appurtenant to or otherwise deal with Units acquired by, and to sublease the Units leased by, the Association or its designee;

9. To approve or disapprove the sale, mortgage or lease of Units as may be provided by the Declaration and the Bylaws;

10. To employ personnel to perform the services required for proper operation and maintenance of the Condominium;

11. To obtain insurance for the Condominium.

## **ARTICLE V**

### **MEMBERS**

The members of the Association shall consist of all of the record Owners of fee interests in Units in the Condominium. After the Condominium and the Association shall have been created, change of membership in the Association shall be effected by the recordation in the Public Records of Orange County, Florida, of a deed or other instrument establishing a record title to or fee interest in a Unit in the Condominium and by the delivery to the Association of a certified copy of such instrument; the Owner designated by such instrument shall thereby become a Member of the Association and the membership of the prior Owner of such Unit shall thereby be terminated with respect to that Unit. The share of a Member in the funds and assets of the Association may not be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit(s) to which such Member has record title or a fee interest.

## **ARTICLE VI**

### **VOTING**

Voting rights on all matters as to which the membership shall be entitled to vote are as provided in the Declaration and the Bylaws.

## **ARTICLE VII**

### **TERM**

The Association shall have perpetual existence.

## **ARTICLE VIII**

### **PRINCIPAL OFFICE**

The principal office of the Association shall be located at 5855 American Way, Orlando, Florida 32819, but the Association may maintain offices and transact business in such other places within or without the State of Florida as the Board may from time to time designate.

The registered office of the corporation is 5855 American Way, Orlando, Florida 32819, and the registered agent at that address is NORBERTO R. DUARTE,

## **ARTICLE IX**

### **BOARD OF DIRECTORS**

Responsibility for the administration of the Association shall be that of a Board of Directors (the "Board") consisting of the number of directors, but not less than three, determined pursuant to the Bylaws. In the absence of such determination, the Board shall consist of five directors. The initial Board shall consist of three directors. Directors need not to be Members of the Association.

Directors of the Association subsequent to the first Board shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining, directors.

The names and addresses of the members of the first Board are as follows:

NORBERTO R. DUARTE  
5855 American Way  
Orlando, FL 32819

MARIO BRAGA  
5855 American Way  
Orlando, FL 32819

MARIA AUXILIADORA DOS SANTOS DUARTE  
5855 American Way  
Orlando, FL 32819

## **ARTICLE X**

### **OFFICERS**

The Board shall elect a President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine.

The President shall be elected from among the members of the Board, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary, be held by the same person.

Officers shall be elected or appointed by the Board at its first meeting following each annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The names of the initial officers of the corporation who shall serve until their successors are elected or appointed by the Board are as follows:

NORBERTO R. DUARTE , as President - Treasurer

MARIA AUXILIADORA DOS SANTOS DUARTE, as Vice President

MARIO BRAGA, as Secretary

## **ARTICLE XI**

### **INDEMNIFICATION**

No director or officer shall be liable to the Association or to the Members thereof for any mistake of judgment or negligence or otherwise, other than for his own willful misconduct or bad faith. Each director or 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 or any settlement of 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 of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein 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 herein shall apply only when the Board approves such settlement and reimbursement as being in 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.

## **ARTICLE XII**

### **BYLAWS**

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

### **ARTICLE XIII**

#### **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the manner provided by the Bylaws of the corporation.

### **ARTICLE XIV**

#### **DISSOLUTION**

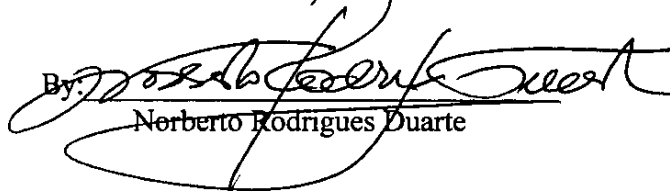
Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the organization is then located, exclusively for such purposes.

### **ARTICLE XV**

#### **INCORPORATOR**

The name and post office address of the Incorporator is as follows: NORBERTO RODRIGUES DUARTE, 5855 American Way, Orlando, Florida 32819.

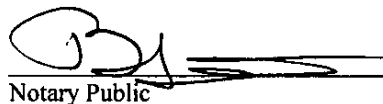
IN WITNESS WHEREOF, the Incorporator has affixed his signature this 21 day of December, 2006.

By:   
Norberto Rodrigues Duarte

STATE OF FLORIDA  
COUNTY OF ORANGE

The undersigned hereby certifies that on this 21 day of December, 2006, personally appeared Norberto Duarte, subscriber of the foregoing instrument, personally well known or satisfactorily identified by Florida Drivers license, and acknowledged the same as his free act and deed and as done for the purposes therein contained.

SEAL

  
Notary Public

BONNY LOU JOHNSTON  
Notary Public, State of Florida  
My comm. exp. Feb. 26, 2008  
Comm. No. DD 285326

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAME OF REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED**

**FILED**  
06 DEC 27 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

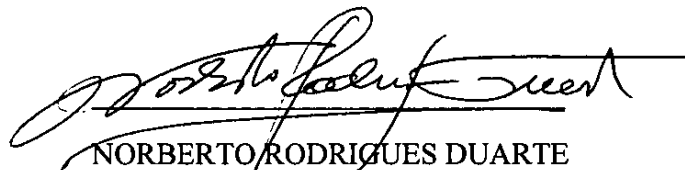
This certificate is submitted in compliance with F. S. §§ 48.091 and 617.0501:

LAKE UNDERHILL BUSINESS CENTER CONDOMINIUM ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, names the following person as its Registered Agent to accept service of process within this State: NORBERTO RODRIGUES DUARTE, 5855 American Way, Orlando, Florida 32819.

Acknowledgment

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby state that I am familiar with and accept the obligations of the position, and that I agree to act in this capacity and to comply with the provisions of the said statute relative to keeping open said office.

DATED this 21 day of December, 2006.



NORBERTO RODRIGUES DUARTE

5855 American Way

Orlando, Florida 32819