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**FLORIDA PROFIT/NON PROFIT CORPORATION**

Cocohatchee Medical Center Condominium Association, Inc.

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## ARTICLES OF INCORPORATION

FOR

COCOHATCHEE MEDICAL CENTER CONDOMINIUM ASSOCIATION, INC.

The undersigned acting as incorporator of a corporation pursuant to 617, Florida Statutes, adopts the following Articles of Incorporation:

### ARTICLE I NAME

1.1 The name of this corporation is COCOHATCHEE MEDICAL CENTER CONDOMINIUM ASSOCIATION, INC., and its current business address is 1656 Medical Boulevard, Naples, Florida 34110.

### ARTICLE II TERM

2.1 The term of this corporation shall commence as of the date of the filing of these Articles with the Secretary of State of Florida.

2.2 This corporation shall have perpetual existence.

### ARTICLE III PURPOSE

3.1 This corporation is organized for the purpose of providing an entity under the Florida Condominium Act pursuant to 718, Florida Statutes (the "Act") for the operation of a commercial condominium located in Collier County, Florida, and known as COCOHATCHEE MEDICAL CENTER, A COMMERCIAL CONDOMINIUM.

### ARTICLE IV DEFINITIONS

4.1 Association means Cocohatchee Medical Center Condominium Association, Inc.

4.2 Bylaws means the Bylaws of the Association.

4.3 Condominium means Cocohatchee Medical Center, a Commercial Condominium, according to the Declaration thereof recorded in the Public Records of Collier County, Florida.

4.4 Declaration means the Declaration of Condominium for Cocohatchee Medical Center, a Commercial Condominium, as recorded in the Official Records of Collier County, Florida.

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**Exhibit "C"**  
**ARTICLE V**  
**POWERS**

5.1 The Association shall have all of the powers provided in Chapter 617, Florida Statutes, except as limited by the provisions of Chapter 718, Florida Statutes as applicable to a commercial condominium.

**ARTICLE VI**  
**MEMBERSHIP**

6.1 The Members of the Association shall consist of all record owners of a fee simple interest in one or more Units in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the Members shall consist of those who are Members at the time of such termination.

6.2 The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the Member's Condominium Unit.

**ARTICLE VII**  
**VOTING**

7.1 The owner or owners of each Condominium Unit shall be entitled to one (1) vote which is appurtenant to ownership of the Condominium Unit.

7.2 In the event that two or more Members are the record owners of a fee simple title to a Condominium Unit, then the Member who shall be entitled to cast the votes for the Condominium Unit shall be determined as provided in the Bylaws.

**ARTICLE VIII**  
**DIRECTORS**

8.1 The names and addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Steven A. Meckstroth, M.D.	1656 Medical Boulevard Naples, Florida 34110
Albert Alessi	1656 Medical Boulevard Naples, Florida 34110
Tracy Crawford	1656 Medical Boulevard Naples, Florida 34110

8.2 The number of Directors shall be three (3).

8.3 Except as otherwise provided in the Bylaws, the Members shall elect Directors for terms as set forth in the Bylaws at each annual meeting. Except for Developer appointed Directors, the directors must be Members of the Association.

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**ARTICLE IX**  
**OFFICERS**

9.1 The Board of Directors shall elect the Officers of the Association.

9.2 Except for Developer appointed Board members who also serve as Officers, the Officers must be Members of the Association.

9.3 The Officers of the Association shall be the President, a Vice President, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be decided upon and elected by the Board. The same person may hold two or more offices.

9.4 The term of each Officer shall be one (1) years or until their successors are elected or appointed as provided in the Bylaws.

9.5 The initial Officers of the Association, who are to serve until their successors are elected or appointed as provided in the Bylaws, are as follows:

<u>Name</u>	<u>Office</u>
Steven A. Meckstroth, M.D.	President
Albert Alessi	Vice President
Tracy Crawford	Secretary/Treasurer

**ARTICLE X**  
**INCORPORATOR**

10.1 The name and address of the Incorporator for these Articles of Incorporation are John D. Humphreville, Esq., Quarles & Brady LLP, 1395 Panther Lane, Suite 300, Naples, Florida 34109.

**ARTICLE XI**  
**BYLAWS**

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

**ARTICLE XII**  
**INDEMNIFICATION**

12.1 Every Director and every Officer of the Association shall be defended, held harmless and indemnified by the Association against all expenses and liability, including attorney's fees, payable when due, reasonably incurred by or imposed upon Directors and Officers in connection with any proceeding to which such Director or Officer may be a party, by reason of being or having been a Director or an Officer of the Association, whether or not such person is a Director or an Officer at the time such expenses are incurred, except in cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided, that in the event of any claim for reimbursement or

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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 interests of the Association.

12.2 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 XIII AMENDMENT

13.1 Amendments to these Articles shall be proposed and adopted in the following manner:

- (a) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the Owners of one-third (1/3) of the Units by instrument, in writing, signed by them.
- (b) Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or Unit Owners, such proposed amendment or amendments shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given.
- (c) Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed amendment.
- (d) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

#### ARTICLE XIV GENDER AND NUMBER

14.1 Wherever herein used, one gender shall include all genders, and the singular shall include the plural and visa versa, as the context requires.

#### ARTICLE XV REGISTERED AGENT AND REGISTERED OFFICE

15.1 The Registered Agent for the Association shall be Naples Lawdock, Inc.

15.2 The Registered Office for the Association shall be located at 1395 Panther Lane, Suite 300, Naples, Florida 34109, or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State of Florida in accordance with law.

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IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation,  
on the 7<sup>th</sup> day of DECEMBER, 2006.

  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of  
DECEMBER, 2006, by STEVEN A. MECKSTROTH (☒) who is personally known to me  
or (☐) who has produced \_\_\_\_\_ as  
identification, and who did not take an oath.

[SEAL]

  
Signature, Notary Public

Print Name of Notary  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Cocohatchee Medical Center  
Condominium Association, Inc., at the place designated in these Articles of Incorporation, I  
hereby accept the appointment to act in this capacity and I am familiar with and agree to comply  
with the laws of the State of Florida in keeping open said office.

NAPLES LAWDOCK, INC.

By: 

Timothy G. Hairs, Vice President

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