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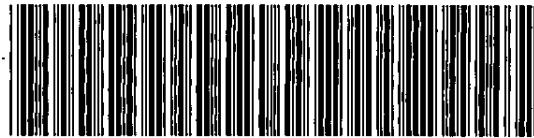
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TALLAHASSEE FLORIDA

TS

Amended
Registered
10/22/07

MCKINLEY, ITTERSAGEN, GUNDERSON & BERNTSSON, P.A.

ATTORNEYS AT LAW

ROBERT C. BENEDICT
ROBERT H. BERNTSSON
MIKO P. GUNDERSON
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Englewood, Florida 34223-4949
(941) 474-7713
FAX: (941) 474-8276
e-mail: jkoehler@migblaw.com

Reply To: Port Charlotte

October 15, 2007

Via UPS Overnight

Amendment Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

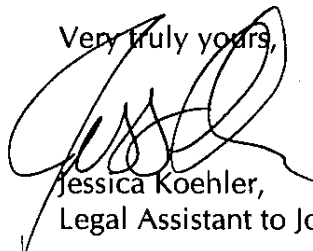
Re: Town Center Professional Office Condominium Association, Inc.

Dear Sir or Ma'am:

Enclosed herewith, please find the original Amended and Restated Articles of Incorporation for the above referenced corporation, Certificate Designating a Registered Agent and Registered Office for the Service of Process, a cover letter, the Articles of Amendment to Articles of Incorporation, and a check in the amount of \$35.00 for filing fee of same.

I have also included a prepaid, self-addressed UPS envelope. Upon completion of filing, please send all appropriate documents in the UPS envelope provided. Please feel free to contact me with any questions or concerns that you may have.

Very truly yours,



Jessica Koehler,
Legal Assistant to John L. Wideikis

jdk
enclosures

P:\documents\jessica\letters\John\2007\New Address\corp-town center-2887.wpd

Articles of Amendment
to
Articles of Incorporation
of

TOWN CENTER PROFESSIONAL OFFICE CONDOMINIUM ASSOCIATION, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

FILED
07 OCT 17 PM 4:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

The attached Amended and Restated Articles of Incorporation of Town

Center Professional Office Condominium Association, Inc., a nonprofit

Florida corporation (the "Corporation") which amends, restates, and

replaces all prior Articles of Incorporation of the Corporation in their
entirety.

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: September 13, 2007

Effective date if applicable: September 13, 2007
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature



(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

ROBERT H. BERTSSON

(Typed or printed name of person signing)

Secretary and Director

(Title of person signing)

FILING FEE: \$35

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**TOWN CENTER PROFESSIONAL OFFICE
CONDOMINIUM ASSOCIATION, INC.**

(A NONPROFIT FLORIDA CORPORATION)

ARTICLE I

The name of this corporation is TOWN CENTER PROFESSIONAL OFFICE CONDOMINIUM ASSOCIATION, INC. (hereinafter the "Association"). The principal address for the office of the Association is 18401 Murdock Circle, Unit C, Port Charlotte, Florida 33948-1088.

ARTICLE II

The purpose for which this Association is organized is to act as the governing association of TOWN CENTER PROFESSIONAL OFFICE CONDOMINIUM, A COMMERCIAL CONDOMINIUM, located in Charlotte County, Florida. The object and purposes for which this Association is established are solely for those exempt purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, and specifically, do not include pecuniary profit, gain, or private advantage for the incorporators, directors, officers, or for the Association.

ARTICLE III

The qualifications of members and the manner of their admission shall be as follows: Any person or persons who hold title in fee simple to a Condominium Unit in the Condominium shall by virtue of such ownership be a member of this Association.

ARTICLE IV

This Association shall exist perpetually. Should the Association be dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE V

The name and address of the subscriber to these Articles of Incorporation is as follows:

Name

Address

John L. Wideikis

18401 Murdock Circle, Unit C
Port Charlotte, Florida 33948-1088

ARTICLE VI

The affairs of the Association are to be managed initially by a Board of Directors comprised of three (3) individuals who will be elected each year at the annual meeting of the Association as provided for in the Bylaws. At such time as the Developer has relinquished control of the Association as provided by the Condominium Act, the Board of Directors may be composed of any odd number of Directors not less than three (3) nor more than five (5).

ARTICLE VII

The number of persons constituting the first Board of Directors shall be three (3) and their names and addresses are as follows:

<u>Names</u>	<u>Addresses</u>
Michael R. McKinley	18401 Murdock Circle, Unit C Port Charlotte, Florida 33948-1088
Robert H. Berntsson	18401 Murdock Circle, Unit C Port Charlotte, Florida 33948-1088
Eric Nash	18401 Murdock Circle, Unit A Port Charlotte, Florida 33948-1088

ARTICLE VIII

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation are:

<u>Names</u>	<u>Title</u>	<u>Addresses</u>
Michael R. McKinley	President	18401 Murdock Circle, Unit C Port Charlotte, Florida 33948-1088
Eric Nash	Vice President	18401 Murdock Circle, Unit A Port Charlotte, Florida 33948-1088
Robert H. Berntsson	Treasurer	18401 Murdock Circle, Unit C Port Charlotte, Florida 33948-1088
Robert H. Berntsson	Secretary	18401 Murdock Circle, Unit C Port Charlotte, Florida 33948-1088

ARTICLE IX

All of the powers and duties of the Association existing under the Articles of Incorporation shall be exercised exclusively by the Board of Directors, or its duly authorized agents, contractors, or employees subject only to the approval by the Unit Owners when such is specifically required. The Board of Directors shall have all the powers contained in the Declaration of Condominium, Bylaws, and as permitted by law, including, but not limited to, the following:

A. To make and collect Assessments against Unit Owners to defray the costs, expenses and losses of the Association and Association property.

B. To use the proceeds of Assessments in the exercise of its powers and duties.

C. The maintenance, repair, replacement and operation of the Condominium Property.

D. The reconstruction of improvements after casualty and the further improvement of the Condominium Property.

E. To approve or disapprove proposed transactions on behalf of the Association.

F. To enforce by legal means the provisions of applicable laws, the Declaration of Condominium, these Articles of Incorporation, and the Bylaws for the use of the Condominium Property and to charge reasonable penalties and fines against Unit Owners for violation of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws as promulgated by the Board of Directors.

G. To contract for management of the Condominium.

H. To pay taxes and assessments which are liens against any part of the Condominium other than individual units and the appurtenances thereto, and to assess the same against the Unit subject to such liens.

I. To carry insurance for the protection of the Unit Owners and the Association against casualty and liabilities.

J. To pay the cost of all water, sewer, electricity, telephone, and other utility services rendered to the Condominium and not billed to the Unit Owners.

K. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.

L. To acquire and to enter into agreements whereby the Association acquires leaseholds, memberships and other possessory or use interest in lands or facilities for the enjoyment, recreation or other use and benefit of the Unit Owners.

M. To own, hold, lease, mortgage and convey all kinds of property.

N. To maintain a class action on behalf of the Association and to settle a cause of action on behalf of the Unit Owners with reference to matters of common interest.

O. To convey a portion of the Common Elements to a condemning authority for the purpose of providing utility easements, right-of-way expansion, or other public purposes, whether negotiated or as a result of eminent domain proceedings.

P. To operate and maintain the Surface Water Management System Facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

Q. To contract for services to provide for operation and maintenance of the Surface Water Management System Facilities if the Association contemplates employing a maintenance company.

ARTICLE X

The Bylaws of the Association are to be made, altered or rescinded by a majority vote of the members and Directors of the Association.

ARTICLE XI

Amendments to these Articles of Incorporation may be proposed and adopted as follows:

An Amendment may be proposed by either the Board of Directors or by any Unit Owner and may be considered at any meeting of the Unit Owners, regular or special, or which due notice has been given according to the Bylaws, which includes a notice of the substance of the proposed amendment.

The Amendment must be approved by a vote of a majority of the members of the Association.

ARTICLE XII

Each Unit in the Condominium shall have one (1) full vote, which vote shall be cast by a designated Unit Owner as provided for in the Declaration of Condominium.

ARTICLE XIII

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

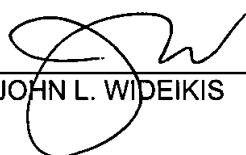
ARTICLE XIV

No part of the net earnings of this Association shall inure to the benefit of any member or individual, except through the acquisition, construction, management, maintenance, or care of association property or through the rebate of the excess membership dues, fees, or Assessments.

ARTICLE XV

Capitalized terms in these Articles of Incorporation and in the Bylaws shall be construed to have the same meanings as set forth in the Declaration of Condominium.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of September, 2007.

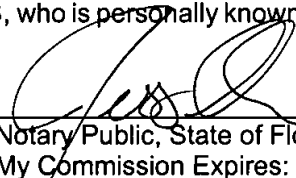


JOHN L. WIDEIKIS

STATE OF FLORIDA)
)
COUNTY OF CHARLOTTE)

The foregoing instrument was acknowledged before me this 21 day of September, 2007, by JOHN L. WIDEIKIS, who is personally known to me and who did not take an oath.

 **Jessica Koehler**
Commission # DD578272
Expires July 26, 2010
Bonded Troy Fain - Insurance, Inc. 800-365-7019



Notary Public, State of Florida
My Commission Expires:

**CERTIFICATE DESIGNATING A REGISTERED AGENT
AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

TOWN CENTER PROFESSIONAL OFFICE CONDOMINIUM ASSOCIATION, INC., a Florida non-profit corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Port Charlotte, County of Charlotte, State of Florida, has designated JOHN L. WIDEIKIS, whose street address is 18401 Murdock Circle, Unit C, Port Charlotte, County of Charlotte, State of Florida, 33948-1088, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



JOHN L. WIDEIKIS

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