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#### FLORIDA PROFIT/NON PROFIT CORPORATION

University Commons, Lot 1 Office Condominium

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# ARTICLES OF INCORPORATION OF THE UNIVERSITY COMMONS, LOT 1 OFFICE CONDOMINIUM ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles for the purpose of forming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

#### ARTICLE I NAME OF CORPORATION

The name of this corporation shall be University Commons, Lot 1 Office Condominium Association, Inc., hereafter referred to as the "Association" and its address is:12580 University Drive, Unit #102, Fort Myers, Florida 33919.

### ARTICLE II

This Corporation shall exist perpetually unless dissolved according to law.

### ARTICLE III PURPOSE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the institution, operation and management of the affairs and property of the Condominium known as University Commons, Lot 1 Office Condominium and to perform all acts provided in the Declaration of Condominium of said condominium (the "Declaration") and in the Florida Condominium Act, Chapter 718, Florida Statutes.

### ARTICLE IV POWERS

The Association shall have all of the condominium and statutory powers of a corporation not for profit and all of the powers and duties set forth in the Declaration, as amended from time to time, and the Florida Condominium Act, except as may be limited or otherwise provided by these Articles.

Without any limitation whatsoever, the Association shall have the power to enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, use or benefit of the members.

## ARTICLE V MEMBERS

All persons owning a vested present interest in the fee title to any of the Condominium Units in University Commons, Lot 1 Office Condominium, as evidenced by a duly recorded proper instrument in the Public Records of Lee County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective Units to the Trustee as provided in the Declaration. In the event a unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

A change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

#### ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 1625 Hendry Street, Fort Myers, Florida 33901, and the registered agent at such address shall be George L. Consoer, Jr.

#### ARTICLE VII NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a board of directors. The number of directors shall be determined by resolution of the Board of Directors of the Association, but shall not be less than three. Three directors shall constitute the original board of directors. The names and addresses of the initial directors of this corporation are:

KCEHS

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	NAME	ADDRESS
1.	Ronald L. Davis	12580 University Drive, Unit #102 Fort Myers, FL 33919
2.	Robert L. D'Andrea	12580 University Drive, Unit #102 Fort Myers, FL 33919
3.	Mazen Daoud	12580 University Drive, Unit #200 Fort Myers, FL 33919

#### ARTICLE VIII INCORPORATOR

The name and address of the incorporator is as follows:

NAME

**ADDRESS** 

George L. Consoer, Jr.

1625 Hendry Street Fort Meyers, FL 34237

#### ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement of it in which they may become involved by reason of holding their office, other than proceedings or claims resulting from willful misconduct or bad faith or knowing violation of the provisions of the Florida Condominium Act. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of that status.

# ARTICLE X BYLAWS

The first bylaws of the Association shall be adopted by the Board of Directors and may be aftered, amended or rescinded by majority vote of the voting rights of the members.

### ARTICLE XI AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a 66%% vote of all voting rights of all members of the corporation and all rights here conferred upon the members are granted subject to this reservation; provided, however, that until such time as the Developer shall have conveyed title to all Units in University Commons, Lot 1, no amendment shall be effective without the written consent of the Developer.

Dated: 12/12, 2007

INCORPORATOR

George L. Co<u>nsoer,</u>

STATE OF FLORIDA

**COUNTY OF LEE** 

THE FOREGOING INSTRUMENT was acknowledged before me this 12 day of day of 2007, by George L. Consoer, Jr., who is personally known to me or produced \_\_\_\_\_\_, as identification.

Notary Public

My Commission Expires:

Tiffany L. Consoer

Printed Name



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT FOR UNIVERSITY COMMONS, LOT 1 OFFICE CONDOMINIUM ASSOCIATION, INC.

**KCEHS** 

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's articles of incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated: Otomber 12 , 2007

George L. Consoer, fr., Registered Agent

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