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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Rockfill Industrial Park Property Owners Association**

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF  
ROCKFILL INDUSTRIAL PARK PROPERTY OWNERS ASSOCIATION, INC.**

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08 JAN 11 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, in accordance with the laws of the State of Florida, does hereby form a not for profit corporation (the "Corporation") under the laws of the State of Florida and file these Articles of Incorporation.

**ARTICLE I**

The name of this Corporation is Rockfill Industrial Park Property Owners Association, Inc. The street address and mailing address of the principal office of the Corporation is 13690 Eagle Ridge Drive, Fort Myers, Florida 33912.

**ARTICLE II**

The purpose for which this Corporation is organized is to act as the governing association of Rockfill Industrial Park, a industrial subdivision in Lee County, Florida. This Corporation shall have all powers provided in the Declaration of Covenants, Conditions, Easements and Restrictions of Rockfill Industrial Park, as recorded in the Public Records of Lee County, Florida ("Declaration"), as well as all powers permitted under Florida law for corporations not-for-profit.

**ARTICLE III**

The qualification of members and the manner of their admission shall be as follows: Every person, persons, or entity that holds title fee simple to a lot in Rockfill Industrial Park, by virtue of such ownership and upon submission of such lot to the Declaration, shall automatically be a Member of the corporation with rights and responsibilities as set forth in the Declaration and the Bylaws.

**ARTICLE IV**

This Corporation shall exist perpetually, however, if the Corporation is dissolved, the surface water management system owned by the association shall be conveyed to an appropriate agency of local government. If such conveyance or dedication is not accepted, then the surface water management system shall be dedicated to another non-profit corporation which shall operate and maintain the system as permitted by the South Florida Water Management District.

**ARTICLE V**

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

Charles E. Mayhugh, Jr.  
13690 Eagle Ridge Drive  
Fort Myers, Florida 33912

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#### **ARTICLE VI**

The street address of the initial registered office of this corporation shall be 13690 Eagle Ridge Drive, Fort Myers, Florida 33912. The name of initial registered agent at such address is Charles E. Mayhugh, Jr..

#### **ARTICLE VII**

The affairs of the corporation are to be managed initially by a Board of three (3) Directors. The Directors will be elected each year at the annual or other meeting of the Members of this corporation, as provided in the Bylaws. The Directors need not be Members of the Association.

#### **ARTICLE VIII**

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

President: Charles E. Mayhugh, Jr.

Vice President: Mike Roeder

Secretary/Treasurer: Amy Johnston

#### **ARTICLE IX**

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

Charles E. Mayhugh, Jr.  
13690 Eagle Ridge Drive  
Fort Myers, Florida 33912

Michael E. Roeder  
Knott, Consoer, Ebelini, Hart & Swett, P.A.  
1625 Hendry Street, Third Floor  
Fort Myers, Florida 33901

Amy Johnston  
1349 Wales Dr.  
Ft. Myers, Florida, 33901

#### **ARTICLE X**

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The Bylaws of the corporation are to be made, altered, or rescinded as provided for in the Bylaws.

#### **ARTICLE XI**

Amendments to these Articles of Incorporation may be proposed and adopted at any regular or special meeting of the Members of the Association.

#### **ARTICLE XII**

Each lot in Rockfill Industrial Park shall have one (1) vote.

#### **ARTICLE XIII**

No part of the net earnings of this corporation 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 to the extent permitted by Chapter 617 of the Florida Statutes.

#### **ARTICLE XIV**

Each Director and Officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which such Director or Officer has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such Director or Officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by such Director or Officer in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of such Director's or Officer's willful misconduct or gross negligence.

#### **ARTICLE XV**

In the event of a conflict between or among the provisions of the Declaration, these Articles of Incorporation, and the Bylaws of Rockfill Industrial Park Property Owners Association, Inc. , the provisions of the Declaration shall control. In the event of a conflict between the provisions of these Articles of Incorporation and the Bylaws of Rockfill Industrial Park Property Owners Association, Inc. , the provisions of these Articles of Incorporation shall control.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of January 11, 2008.

## WITNESSES:

J. Ward  
First Witness  
J. Ward  
Print Name

Allison Ash  
Second Witness  
Allison Ash  
Print Name


## INCORPORATOR:

Charles E. Mayhugh, Jr.

STATE OF FLORIDA )

COUNTY OF LEE )

The foregoing instrument was acknowledged before me this January 11, 2008, by Charles E. Mayhugh, Jr., who is personally known to me.

NOTARY PUBLIC-STATE OF FLORIDA  
 J. Ward  
Commission #DD558125  
Expires: JULY 09, 2010  
BONDED THRU ATLANTIC BONDING CO., INC.

J. Ward  
Signature of Notary Public,  
State of Florida  
My Commission Expires:

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

**FILED**  
08 JAN 11 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted: ROCKFILL INDUSTRIAL PARK PROPERTY OWNERS ASSOCIATION, INC. desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation, as designated whose address is 13690 Eagle Ridge Drive, Fort Myers, Florida 33912, County of Lee, State of Florida, as its registered agent to accept service of process within this state.

**ACCEPTANCE**

Having been designated as registered 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 provisions of said law relative to same. I also certify that I am familiar with, and accept, the obligations of the registered agent of the corporation.

  
Charles E. Mayhugh, Jr.

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