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TALLAHASSEE, FLORIDA**FLORIDA PROFIT/NON PROFIT CORPORATION****53JB Commercial Center Property Owners Association**

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Florida Dept of State



August 5, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ROETZEL & ANDRESS

SUBJECT: 53JB COMMERCIAL CENTER PROPERTY OWNERS ASSOCIATION, INC.
REF: W08000036831

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**ARTICLES OF INCORPORATION
53JB COMMERCIAL CENTER PROPERTY OWNERS ASSOCIATION, INC.
A FLORIDA NON-PROFIT CORPORATION**

Pursuant to Chapter 617, Florida Statutes, these Articles of Incorporation are created by Steven W. Hubbard, as sole incorporator, for the purposes set forth below.

ARTICLE I

The name of this corporation is **53JB Commercial Center Property Owners Association, Inc.**, and the address of the principal office is 2400 First Street, Suite 200, Fort Myers, Florida 33901.

ARTICLE II

The specific primary purposes for which this corporation is organized are to provide for maintenance, preservation and control of the commercial properties and common areas within a certain tract of real property described on Exhibit A to the Declaration, and to promote the health, safety and welfare of the Owners within the above-described development and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes, the corporation shall have the power to:

(a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions and Restrictions for 53JB Commercial Center (the "Declaration") applicable to the development and to be recorded in the Public Records of Lee County, Florida.

(b) Affix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the property of the Association.

(c) Acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use or otherwise dispose of real and personal property in connection with the affairs of the Association.

(d) Subject to the consent by vote of at least sixty percent (60%) of the voting interests of the Members, borrow money, mortgage, pledge, convey by deed of trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

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(e) Dedicate, sell or transfer all or any part of the common areas to any municipality, public agency, authority or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer, shall be effective unless at least sixty percent (60%) of the voting interests of the Members consent to such dedication, sale or transfer, except as otherwise provided in the Declaration.

(f) Participate in mergers or consolidations with other non-profit corporations organized for the same purposes or annex additional property or common areas, provided that any merger or consolidation shall have the assent by vote or written instrument of at least sixty percent (60%) of the voting interests of Members, except as otherwise provided in the Declaration.

(g) Contract, sue or be sued with respect to the exercise or non-exercise of its powers and duties to include, without limitation, the maintenance, management, and operation of the association property and common areas.

(h) Adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the common areas and other aspects of the development, which rules and regulations shall be consistent with the rights and duties established by the Declaration.

(i) Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

(j) Have and exercise any and all powers, rights and privileges granted to the Association pursuant to the Declaration, including without limitation, any and all powers necessary or desirable for the Association to discharge its duties and obligations under the Declaration, including without limitation the power to contact for all services necessary to operate and maintain property (tracts and easements) dedicated to the Association and any corresponding infrastructure.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against Members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any Member.

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any Parcel, including contract vendors, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Parcel which is subject to assessment by the Association.

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ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

The affairs of the corporation shall be managed by a Board of Directors who shall be elected in the manner as set forth in the Bylaws, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. Except as otherwise provided in the Declaration or the Bylaws, such officers shall be elected at the first meeting of the Board of Directors following each annual meeting of the Members.

ARTICLE VI

The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>
<u>Charles L. Gabler, Jr.</u>	President
<u>Charles Stirzel</u> <u>Fifth Third Bank</u>	Vice President
<u>Max Kamhi</u>	Secretary/Treasurer

ARTICLE VII

The number of persons constituting the first Board of Directors of the Association shall be two (2) and thereafter the membership shall consist of not less than two (2) nor more than the number of separate Parcels (under separate ownership) within the development, and the names and addresses of the persons who shall serve as Directors until the first election are:

<u>Name</u>	<u>Address</u>
<u>Charles L. Gabler, Jr.</u>	<u>c/o Orbis Properties, LLC</u> <u>132 W. 75th Street</u> <u>New York, NY 10023</u>
<u>Charles Stirzel</u>	<u>Fifth Third Bank</u> <u>200 E. Robinson, 2nd Floor</u> <u>Orlando, FL 32801</u>

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ARTICLE VIII

The Bylaws of the Association may be made, altered or rescinded at any annual meeting of the Association or at any special meeting duly called for such purpose, on the affirmative vote of at least sixty percent (60%) of the voting interests of members existing at the time of and present in person or by proxy at such meeting, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE IX

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of the voting interests of members existing at the time of such meeting and/or as otherwise provided in the Declaration.

ARTICLE X

The members of the Association shall have the following voting interests: Members shall have one (1) vote for each of the original Parcels owned by it or them, as more particularly set forth in Section 2.5 of the Declaration.

All votes shall be cast as if only one (1) class of Members exists and shall be combined to determine whether, as to any matter voted upon, the appropriate level of votes has been attained to adopt such matter.

ARTICLE XI

On dissolution the assets (including dedicated property and corresponding infrastructure) of the Association shall be conveyed or dedicated to a similar non-profit corporation, association, trust or other organization organized and operated to assure the continued maintenance and operation of the Common Areas and other duties of the Association.

ARTICLE XII

The street address of the corporation's initial registered office in the state of Florida is 2320 First Street, Suite 1000, Fort Myers, Florida 33901, and the name of its initial registered agent at such address is R&A Agents, Inc.

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ARTICLE XIII

The effective date of this corporation shall be upon filing with the Office of the Secretary of State of the State of Florida.

ARTICLE XIV

Each Director and officer of this Association shall be indemnified by the Association against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself), all to the maximum extent allowed by law and in accordance with Chapters 607 and 617, Florida Statutes.

ARTICLE XV

Capitalized terms used herein shall have the same meanings as are given to them in the Declaration, unless the context clearly indicates otherwise. The Declaration contains various provisions concerning the Association which, in any given instance, vary from these Articles of Incorporation. In all cases, any conflicting provisions of the Declaration control over the provisions of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of August, 2008.

Witnesses:

Robin O'Brien

1st Witness

ROBIN O'BRIEN

Print Name

Mary Jennings

2nd Witness

MARY JENNINGS

Print Name

Sole Incorporator:

Steven W. Hubbard

Print Name: Steven W. Hubbard

Incorporator's Address:

2320 First Street, Suite 1000
Fort Myers, FL 33901

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STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 4 day of August, 2008,
by Steven W. Hubbard as sole incorporator of these Articles of Incorporation. He is personally
known to me or produced _____
_____ (type of ID) as identification.

My Commission Expires:

Mary Jennings
Print Name: _____
Notary Public, State of Florida
Serial No.: _____
NOTARY PUBLIC STATE OF FLORIDA
Mary Jennings
(SEAL) #DD600914
Expires: NOV. 14, 2010
BONDED THRU ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the initial registered agent, hereby accepts the
appointment as the Registered Agent for the Corporation.

R&A Agents, Inc.

By: Steven W. Hubbard
Steven W. Hubbard,
Assistant Secretary