

Division of Corporations

Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

GATEWAY COMMERCE MAINTENANCE ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GATEWAY COMMERCE MAINTENANCE ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation (the "Articles") are created by Larry Blumberg, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME:

The name of the corporation, herein called the "Association," is GATEWAY COMMERCE MAINTENANCE ASSOCIATION, INC., and its principal address is 2733 Ross Clark Circle, Dothan, AL 36301.

ARTICLE II

PURPOSE AND POWERS:

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617 of the Florida Statutes for the maintenance of common areas and facilities at GATEWAY COMMERCE, pursuant to that certain Declaration of Covenants, Easements, and Restrictions of GATEWAY COMMERCE to be recorded in the Public Records of Lee County, Florida (the "Declaration"). Except as may be otherwise provided herein, the terms used in these Articles shall have the same definition as stated in the Declaration.

The Association is organized and shall exist upon a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not-for-profit except as limited or modified by these Articles, the Declaration or Chapter 617, Florida Statutes, as it may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To acquire (by gift, purchase or otherwise), own, hold and improve, building upon, operate, maintain, convey, sell, lease, transfer, or otherwise

FAX AUDIT NO.: H09000039049 3

dispose of real and personal property in connection with the affairs of the Association.

- (C) To protect, maintain, repair, replace and operate the Common Areas and Association property.
- (D) To purchase insurance upon the Association property and the Common Areas for the protection of the Association and its members.
- (E) To reconstruct Common Area improvements after casualty and to make further improvements of the Common Areas.
- (F) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas within Gateway Commerce and the operation of the Association.
- (G) To enforce the provisions of the Declaration, these Articles, and the Bylaws, and any rules and regulations of the Association.
- (H) To contract for the management and maintenance of Association property and the Common Areas, to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional consultants to perform the services required for proper operation of the Association.
- (J) To borrow or raise money for any of the purposes of the Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.
- (K) To sue and be sued.
- (L) To contract for services necessary to operate and maintain any portion of the surface water management system for Gateway Commerce dedicated to the Association.

FAX AUDIT NO.: H09000039049 3

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- (A) The Members of the Association shall consist of all record owners of a fee simple interest in one or more Parcels in the real property subjected to the Declaration, as further provided in the Bylaws.
- (B) 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 Parcel owned by that Member.
- (C) The Members shall be entitled to the number of votes in Association matters as set forth in the Declaration and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM:

The term of the Association shall be perpetual.

ARTICLE V

BYLAWS:

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors.
- (B) Directors of the Association shall be appointed by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

FAX AUDIT NO.: H09000039049 3

- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The initial officers are named in Article VIII herein and shall serve until the next Annual Meeting of the Board of Directors or until their successors are duly qualified and elected, as set forth in the Bylaws.

ARTICLE VII

AMENDMENTS:

- (A) Adoption. Amendments to these Articles may be adopted by resolution approved by a majority of the Board of Directors at the annual meeting or a special meeting of the Board of Directors. The Articles may also be amended without a meeting by the written joinder and consent to the amendment by all of the Owners.
- (B) Limitation. Except for amendments related to the annexation of Additional Property as set forth in Article VIII of the Declaration, no amendment shall make any changes in qualifications for membership or the voting rights of Members without the approval of all Members. No amendment shall be made that is in conflict with the Declaration, nor shall any amendment abridge, alter or amend the rights of the Declarant or mortgagees of Parcels without their consent.
- (C) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

ARTICLE VIII

INITIAL DIRECTORS AND OFFICERS:

The initial Directors and Officers of the Association shall be:

Larry Blumberg - President/Director
2733 Ross Clark Circle
Dothan, AL 36301

John Braswell - Secretary/Director
2733 Ross Clark Circle
Dothan, AL 36301

Beau Benton - Treasurer/Director
2733 Ross Clark Circle
Dothan, AL 36301

FAX AUDIT NO.: H09000039049 3

ARTICLE IX

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at c/o CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324.

The initial registered agent at said address shall be CT Corporation System.

ARTICLE X

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every director and every officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on them in connection with any legal proceeding (or settlement or appeal of such proceeding) to which they may be a party because of their being or having been a director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that their actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association,
- (B) A violation of criminal law, unless the director or officer had no reasonable cause to believe their action was unlawful or had reasonable cause to believe their action was lawful.
- (C) A transaction from which the director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a director or officer may be entitled.

ARTICLE XI

DISSOLUTION:

In the event of dissolution of the Association, the Association shall have the power to dedicate the operation and maintenance of the Common Areas and common facilities therein, to an appropriate agency of local government for purposes of operating and maintaining said Common Areas in accordance with Lee County requirements, or if not

FAX AUDIT NO.: H09000039049 3

accepted by such local agency, then the Common Areas and accompanying facilities shall be dedicated to a successor or similar non-profit corporation to assure continued maintenance and operation.

ARTICLE XII.

INCORPORATOR:

The name and the address of the person signing these Articles of Incorporation is as follows:

Larry Blumberg
2733 Ross Clark Circle
Dothan, AL 36301

WHEREFORE the Incorporator has caused these presents to be executed this 10th day of Feb., 2009.

Larry Blumberg
Larry Blumberg, INCORPORATOR

STATE OF Alabama

COUNTY OF Houston

The foregoing instrument was acknowledged before me this 10th day of Feb., 2009, by Larry Blumberg as the Incorporator of GATEWAY COMMERCE MAINTENANCE ASSOCIATION, INC., a corporation under the laws of the State of Florida, on behalf of the corporation, who is personally known to me or has produced as identification.

My commission expires:
1-28-13

Sharon S. Powell
Notary Public Signature

Sharon S. Powell
Printed Name of Notary

Commission No: N/A

FAX AUDIT NO.: H09000039049 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that Gateway Commerce Maintenance Association, Inc., desiring to organize under the laws of the State of Florida has named CT Corporation System, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations pursuant to the applicable Florida Statutes.

CT Corporation System

By: Barbara A. Burke

Print: Barbara A. Burke
Special Assistant Secretary

Date: 2-19-09

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FAX AUDIT NO.: H09000039049 3