

Division of Corporations

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Account Name : FILEMAN LAW FIRM, P.A.
Account Number : I20080000057
Phone : (941) 833-5560
Fax Number : (941) 833-5557**FLORIDA PROFIT/NON PROFIT CORPORATION****INTERSTATE COMMERCE PARK ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
INTERSTATE COMMERCE PARK ASSOCIATION, INC.**

(A Florida Not-For-Profit Corporation)

The undersigned, who is a natural person of lawful age and otherwise legally competent to enter into a contract and to associate with each other for the purpose of forming a not-for-profit corporation organized under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation and certify as follows:

**ARTICLE I
NAME**

The name of this corporation is INTERSTATE COMMERCE PARK ASSOCIATION, INC. (hereinafter referred to as the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office of the corporation and the corporation's mailing address are 26161 Airport Road, Punta Gorda, 33950 and PO Box 510837, Punta Gorda, 33950, respectively.

**ARTICLE III
DEFINITIONS**

All definitions in the Declaration of Covenants, Conditions and Restrictions for Interstate Commerce Park, as may be amended from time to time (hereinafter referred to as the "Declaration") to be recorded in the Public Records of Charlotte County, Florida ("Public Records"), are incorporated by reference herein for all intents and purposes.

**ARTICLE IV
PURPOSE**

Section 1. The primary purpose of Association is to preserve and enhance the property values, to maintain Easement Areas, to provide for the use and enjoyment of the real property lying and being in Charlotte County, Florida, as more particularly described in the Declaration, and to provide an entity to administer and manage the affairs of the Association.

Section 2. Association shall be and constitute the corporation to which reference is made in the Declaration to perform the obligations, duties and responsibilities of the corporation, and to exercise the rights, powers and privileges of the corporation, as specified in the Declaration, these Articles of Incorporation, in the Bylaws, and as provided by law.

Ariana R. Fileman
Fileman Law Firm, P.A.
110 Sullivan Street, Suite 111
Punta Gorda, Florida 33950
(941) 833-5560
Florida Bar No. 0990612

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provisions of Section 607.0834 of the Florida Business Corporation Act are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by Association expenses incurred in defending any proceeding in advance of the final disposition of such proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by Association as authorized in this Section 1. Such right shall survive any amendment or repeal of this Section 1 with respect to expenses incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. Association may, by action of its Board of Directors, provide indemnification to employees and agents of Association with the same scope and effect as the foregoing indemnification of directors and officers.

Section 2. Action to Enforce Claims. If a claim under Section 1 of this Article XII is not paid in full by Association within 30 days after a written claim has been received by Association, the claimant may at any time thereafter bring suit against Association to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to Association) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on Association. Neither the failure of Association (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by Association (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3. Indemnification Provided in this Article Not Exclusive. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification and advancement of expenses may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to any person who has ceased to be a director or officer (or employee or agent, if applicable) of the corporation and shall inure to the benefit of the heirs, legal representatives, executors, administrators and assigns of such person.

Section 4. Insurance. Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 5. Savings Clause. In the event that any provision of this Article shall be held

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invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article. In any event, Association shall indemnify any person who is or was a director or officer of the corporation, or who is or was serving at the request of Association as a director or officer of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise, to the fullest extent permitted under Florida law, as from time to time in effect.

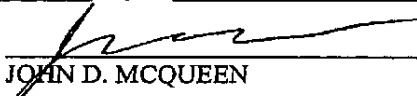
ARTICLE XIII AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of Members for their vote. Amendments may be adopted by a vote of at least three-fourths (3/4) of the votes cast by Voting Members (as defined in the Bylaws) at a regular or special meeting of the Members of the corporation.

ARTICLE XIV DISSOLUTION

Association shall be dissolved and its affairs wound up by a one hundred percent (100%) vote of the Members entitled to vote at a meeting called for such purpose. In the event of dissolution, property of Association shall be distributed after payment of, or adequate provision for, the debts and obligations of the corporation, to its Members as permitted by the court having jurisdiction thereof; provided, however, no such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income. If the Association is dissolved, streets, roads, and surface water management system facilities easements on the Property, if any, shall be assigned or conveyed to an appropriate agency of local government and that if not accepted, the streets, roads, and surface water management system facilities easements, if any, shall be dedicated to a similar non-profit corporation.

IN WITNESS WHEREOF, the subscriber, being the undersigned person, named as Incorporator, has for the purposes of forming this not-for-profit corporation under the laws of the State of Florida, executed these Articles of Incorporation on this 12 day of March, 2009.

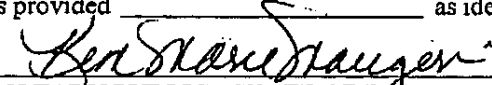

JOHN D. MCQUEEN

STATE OF FLORIDA)
COUNTY OF CHARLOTTE)

The foregoing instrument was acknowledged before me this 12 day of March, 2009, by John D. McQueen, as Incorporator of Interstate Commerce Park Association, Inc., on behalf of said corporation. He is personally known to me or has provided _____ as identification.



KIM MARIE MAUGER
MY COMMISSION # DD 884841
EXPIRES: March 6, 2013
Bonded Thru Budget Notary Services


NOTARY PUBLIC - STATE OF FLORIDA
Print Name: KIM MAUGER
My Commission Expires: _____

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

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

That INTERSTATE COMMERCE PARK ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida as a not-for-profit corporation, with its principal place of business as indicated in the Articles of Incorporation, County of Charlotte, State of Florida, accordingly designates Ariana R. Fileman, 110 Sullivan Street, Suite 111, Punta Gorda, Florida 33950, as its agent at said address to accept service of process within Florida.

ACKNOWLEDGMENT:

The undersigned, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, does hereby agree to act in this capacity, and further agrees to comply with the provisions of said Act relative to the proper and complete performance of the duties required under the Act.


Ariana R. Fileman, Registered Agent

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