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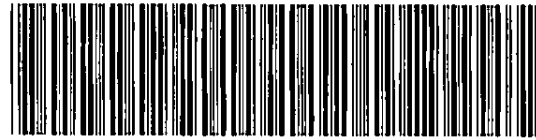
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VERO WEST BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC.

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Thank you Seth Neeley

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
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- ___ L.C. File _____
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- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
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Name

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Time

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**ARTICLES OF INCORPORATION
OF
VERO WEST BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC.**

(A Not for Profit Corporation Under the Laws of the State of Florida)

ARTICLE I

Name and Principal Office Address

The name of this corporation shall be VERO WEST BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC. (hereinafter called the "Corporation"). The principal office address shall be 4350 Doubles Alley, Unit 202, Vero Beach, Florida 32967, or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

Purposes and Powers

This Corporation is organized not for profit and no part of the net earnings, if any shall inure to the benefit of any Member or individual person, firm, or corporation.

The objects and purposes of the Corporation are those objects and purposes as are authorized by the Declaration of Covenants, Conditions, Easements, and Restrictions for Vero West Business Park recorded, or to be recorded, in the Public Records of Indian River County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Corporation are to preserve the values and amenities of that certain tract of property located in Indian River County, Florida, known as VERO WEST BUSINESS PARK (the "Development"); to provide for the maintenance and preservation of certain common areas; and to promote the health, safety and welfare of the owners and occupants of the Development and any additional property as may be brought within the jurisdiction of the Corporation. The Corporation shall have the proper authority to establish and enforce rules and regulations in pursuit of such objects and purposes.

The Corporation shall have power to contract for the management of the Corporation and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Corporation) the powers and duties of the Corporation, except those which require specific approval of the Board of Directors or Members.

The Corporation shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration identified above. The Corporation shall also have all of the powers necessary to implement the purposes of the Corporation as set forth in the Declaration and to provide for the general health and welfare of its members.

Definitions set forth in the Declaration are incorporated herein by reference.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers

specified in each of the paragraphs of this Article II are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article II.

ARTICLE III

Membership

- (a) The Corporation shall be a membership Corporation without certificates or shares of stock.
- (b) Vero West Business Park LLC, a Florida limited liability company (or its successor or assignee as "Declarant" under the Declaration), and each Owner (as defined in the Declaration) as exists from time to time shall be a Member of the Corporation, provided that any such person or entity who holds an ownership interest merely as security for the performance of an obligation shall not be a Member. The Declarant shall be a Member as long as it owns any portion of the real property subject to the terms of the Declaration. If one Lot is co-owned by two or more entities, all co-Owners of a single Lot shall be deemed to be one single Member.
- (c) Voting rights are set forth in the Declaration.
- (d) The Bylaws of the Corporation shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if a majority of the votes which may be cast by Members shall be present or represented at the meeting. If a quorum is satisfied upon the commencement of a meeting, then the quorum shall be deemed to remain in effect throughout the duration of the meeting, notwithstanding any change in the number of attendees that may occur during that meeting. Once a quorum is satisfied, any matter not specifically identified by these Articles, the Bylaws, or the Declaration as requiring more than a simple majority, shall be effectively determined by a vote of the majority of votes present at that meeting and not a majority of the Members themselves.
- (e) When reference is made herein, or in the Declaration, Bylaws or Corporation rules and regulations to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the total votes held by the Members or those Members voting on a particular matters (as applicable) and not of the Members themselves.

ARTICLE IV

Term

The existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida, and shall be perpetual unless it is terminated by law or in accordance with the Declaration, the Bylaws, and these Articles of Incorporation.

In the event of termination, dissolution or final liquidation of the Corporation, the responsibility for the operation and maintenance of the surface water or stormwater management systems must be transferred to and accepted by an entity which would comply with Chapter 62-330.340, F.A.C. and Chapter 930 of the Code of Ordinances of Indian River County and be approved by each of the St. Johns River Water Management District and Indian River County prior to such termination, dissolution or liquidation.

ARTICLE V

Incorporator

The name and address of the incorporator of this Corporation is:

Name:

Kevin M. Barry, Esq.

Address:

Rossway Swan Tierney Barry & Oliver, P.L.
2101 Indian River Blvd., Suite 200
Vero Beach, Florida 32960

ARTICLE VI

Officers

The affairs of the Corporation shall be managed by its Board of Directors, who shall be elected at the annual meeting of the Corporation. The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other Officers as the Board of Directors may from time to time designate, which Officers shall be elected annually by the Board of Directors. The names of the Officers who are to serve until the first election or appointment are as follows:

Robert E. Putnam, Jr., President
Cynthia J. Putnam, Vice President
Robert E. Putnam, Jr., Secretary
Cynthia J. Putnam, Treasurer

The officers of the Corporation, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The officers may or may not be directors of the Corporation. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

ARTICLE VII

Board of Directors

The affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors.

The names and addresses of the members of the Initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Robert E. Putnam, Jr.
Cynthia J. Putnam
Abigail Putnam

As long as Declarant is a Member, Declarant shall be entitled to appoint Directors according to the provisions of and subject to the Declaration. After Declarant is no longer a Member, all Directors shall be elected by the Members, according to the provisions of and subject to the Declaration.

Except as provided herein or in the By-Laws to the contrary, the term of each Director's service shall extend until his or her successor is duly appointed or elected, as applicable, and has taken office, or until he or she is removed in the manner elsewhere provided.

Vacancies in the Board of Directors shall be filled as follows: (i) if the directorship that is vacant is one that was held by an appointee of the Declarant, then the Declarant shall appoint the replacement; and (ii) any other vacant directorships shall be filled by a person selected by majority vote of the Members.

As Lots are sold by Declarant, additional Directors may be added to the Board of Directors in the manner set forth in the Declaration. Any vacancies due to new Board seats created by Declarant while Declarant is a Member (and not otherwise appointed by Declarant) shall be elected by the Members according to the provisions of the Declaration and the By-laws. Directors elected by the Members may be removed according to the provisions of the Declaration and the Bylaws, after which a new election shall be called according to the procedure specified in the Declaration and the Bylaws.

A number of Directors constituting a simple majority of the Board of Directors shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of Directors, including an annual meeting. All decisions of the Board shall be determined by majority vote, unless otherwise specified herein, in the Declaration or in the By-Laws.

ARTICLE VIII

By-Laws

The original Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. The same may thereafter be amended, altered, or repealed only in accordance with the provisions of such By-Laws.

ARTICLE IX

Amendments

During the Declarant Control Period specified in the Declaration, amendments to these Articles of Incorporation may only be proposed by Declarant and may be approved by the Board of Directors; thereafter, any Member or Director may propose amendments to these Articles of Incorporation and they must be approved by the Board of Directors by affirmative vote of two-thirds (2/3) of the Board of Directors, all in the manner provided, and in accordance with the notice provisions of the Florida Statutes.

ARTICLE X

Priorities

In case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE XI

Indemnification

(a) The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation) by reason of the fact that he is or was a director, officer, employee or agent (each, an "Indemnitee") of the Corporation, against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under Subsections (a) or (b) above, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Subsections (a) or (b) above. Such determination shall be made:

(i) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;

(ii) If such a quorum is not obtainable or, even if obtainable, by majority vote of a Committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors, not at the time parties to the proceeding; or

(iii) By independent legal counsel;

(x) selected by the Board of Directors prescribed in subparagraph (i) or the committee prescribed in subparagraph (ii); or

(y) if a quorum of the Directors cannot be obtained for subparagraph (i) and the Committee cannot be designated under subparagraph (ii), selected by majority vote of the full Board of Directors (in which Directors who are parties may participate).

(e) Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by Subsection (c)(iii) above shall evaluate the reasonableness of expenses and may authorize indemnification.

(f) Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XI. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

(g) The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(i) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(ii) A transaction from which the director, officer, employee, or agent derived an improper personal benefit; or

(iii) 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 the members of the Corporation.

(h) Indemnification and advancement of expenses as provided in this Article shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

(i) Notwithstanding the failure of an Corporation to provide indemnification, and despite any contrary determination of the Board or of the Members in the specific case, a director, officer, employee, or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if it determines that:

(i) The director, officer, employee, or agent is entitled to mandatory indemnification under Section 3 above, in which case the court shall also order the Corporation to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;

(ii) The director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the Corporation of its power pursuant to subsection (i) above; or

(iii) The director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth above, unless (i) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or acted in a manner he reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court further specifically determines that indemnification should be denied. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

(j) For purposes of this Article, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer; the term "serving at the request of the Corporation" shall be deemed to include any service as a director, officer, employee or agent of the Corporation that imposes duties on such persons.

(k) Anything to the contrary herein notwithstanding, no amendment to the provisions of this Article shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

(l) The provisions of this Article shall not be amended, except in compliance with subsection (e), above.

ARTICLE XII

Registered Office

Until changed, Vero West Business Park, LLC, shall be the registered agent of the Corporation and the registered office shall be at 4350 Doubles Alley, Unit 202, Vero Beach, Florida 32967.

ARTICLE XIII

Definitions

All terms used herein which are not defined shall have the same meaning provided in the Declaration.

ARTICLE XIV

Stormwater Management System


The Corporation shall operate, maintain and manage the surface water or stormwater management system in a manner consistent with the St. Johns River Water Management District Permit No. 88981-4 requirements and applicable District rules and Indian River County Land Development Permit No. 87245 requirements and applicable County rules, and shall assist in the enforcement of the Declaration of Covenants, Conditions and Restrictions which relate to the surface water or stormwater management system.


The Corporation shall levy and collect adequate assessments against the members of the Corporation for the costs of maintenance and operation of the surface water or stormwater management system.


In the event of termination, dissolution or final liquidation of the Corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Chapter 62-330.340, F.A.C. and Chapter 930 of the Code of Ordinances of Indian River County, and be approved by the St. Johns River Water Management District and Indian River County prior to such termination, dissolution or liquidation.

[Signatures Follow]

2011.11.11 PM 2:52


Kevin M. Barry, Incorporator


NOTARY PUBLIC, STATE OF FLORIDA
 (Name: Sherri Mincey)

 **SHERRI MINCEY**
MY COMMISSION # HH 176331
EXPIRES: September 22, 2025
Bonded Thru Notary Public Underwriters

2006-11-01 11:2:52

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

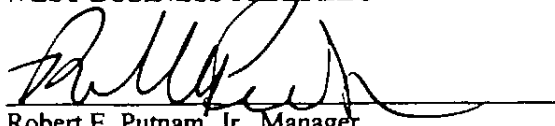
In compliance with the Laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Indian River, the City of Vero Beach, State of Florida, the Corporation named in the said Articles has named Vero West Business Park LLC, with an address of 4350 Doubles Alley, Unit 202, Vero Beach, Florida 32960, as its statutory registered agent.

Having been named the statutory agent of said 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.

VERO WEST BUSINESS PARK LLC

By:



Robert E. Putnam, Jr., Manager
REGISTERED AGENT

DATED this 4th day of ~~August~~ ^{October}, 2023

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