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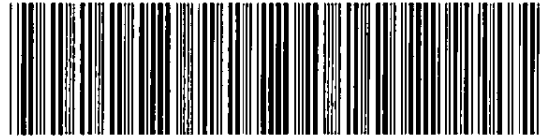
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ARTICLES OF INCORPORATION
OF
Sunrise Office Condominium
Association, Inc.

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by Sunrise Fund, L.P., a Delaware limited partnership, as incorporator, for the purposes set forth below.

All of the capitalized words and phrases used in these Articles of Incorporation that are not otherwise defined in these Articles, and that are capitalized for reasons other than syntax or grammar, shall have the same meanings attributed to such words and phrases as in the Declaration of Condominium.

ARTICLE I
NAME AND PRINCIPAL ADDRESS

The name of the corporation, herein called the "Association," is Sunrise Office Condominium Association, Inc., and its principal address is 8991 Daniels Center Drive, Suite 105, Fort Myers, Florida 33912.

ARTICLE II
PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Sunrise Office Condominium located in Lee County, Florida.

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 of Condominium, or Chapter 718, 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 the Assessments in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace and operate the Association property.
- C. To purchase insurance upon the Association property for the protection of the Association and its members.
- D. To reconstruct improvements after casualty and to make further improvements of the Condominium Property.
- E. To make, amend and enforce reasonable Rules and Regulations governing the use of the Common Elements, and the operation of the Association.

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LEE COUNTY, FLORIDA

F. To approve or disapprove the transfer of ownership, leasing and occupancy of Units, as provided by the Declaration of Condominium.

G. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws, and any Rules and Regulations of the Association.

H. To contract for the management and maintenance of the Association property, to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium 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 Condominium.

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.

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 of Condominium, 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 Units in the Condominium, 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 member's Unit.

C. The Owners of each Unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium 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 number of members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than three (3).

B. The affairs of the Association will be administered by a Board of Directors, which

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shall be elected by the members in the manner determined by and serve as provided for in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its organizational meeting following incorporation and shall serve as provided for in the Bylaws.

ARTICLE VII **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

A. Proposal. Amendments to these Articles may be proposed by a majority of the Board of Directors or by petition in writing, signed by the members representing at least twenty-five percent (25%) of the voting interests of the entire membership.

B. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or members, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

C. Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting of the members, or by written consent without a meeting describing the action taken, dated and signed by approving members having the requisite number of votes and entitled to vote on such action, provided that notice of any proposed amendment has been given to the members, and that the notice contains a fair statement of the proposed amendment. Notwithstanding any provisions herein to the contrary, the Declarant shall have the power and authority to unilaterally amend these Articles at any time prior to turnover of Association control without the joinder and consent of any Owner or mortgagee.

D. Limitation. No amendment shall be made that is in conflict with the Declaration of Condominium, nor shall any amendment abridge, alter or amend the rights of the Declarant or mortgagees of Units without their consent.

E. Effective Date. An amendment shall become effective upon filing with the Florida Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

ARTICLE VIII **INITIAL** **DIRECTORS**

The initial Directors of the Association shall be:

President: Daniel Johnson

Vice President: Daniel Boyce

Treasurer: Michael Imm

Secretary: Michael Imm

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LEE COUNTY, FL

ARTICLE IX
INITIAL REGISTERED AGENT

The initial registered office of the Association shall be Davies Duke, PLLC at 3301 Bonita Beach Road, Suite 213, Bonita Springs, FL 34134.

ARTICLE X
INDEMNITY

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, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- 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
INCORPORATOR

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

Sunrise Fund, L.P
8805 Tamiami Trail N #258
Naples, FL 34108

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FLORIDA

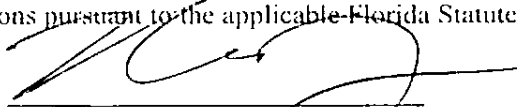
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

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

First, that Sunrise Office Condominium Association, Inc., desiring to organize under the laws of the State of Florida has named Davies Duke, PLLC, 3301 Bonita Beach Road, Suite 213, Bonita Springs, FL 34134, County of Lee, State of Florida, 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.


Noel J. Davies, Registered Agent

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