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ACCOUNT NO. : 072100000032

REFERENCE : 566345 4134E

AUTHORIZATION : *Patricia Pignatelli*

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ORDER DATE : March 27, 1995

ORDER TIME : 9:48 AM

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ORDER NO. : 566345

CUSTOMER NO: 4134E

CUSTOMER: James J. Wheeler, Esq  
BROAD AND CASSEL

Corporate Center 3rd Floor  
7777 Glades Road  
Boca Raton, FL 33434

DOMESTIC FILING

NAME: MELBOURNE MEDICAL OFFICE PARK  
PROPERTY OWNERS ASSOCIATION,  
INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
95 MAR 27 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION  
FOR  
MELBOURNE MEDICAL OFFICE PARK PROPERTY OWNERS ASSOCIATION, INC.  
(a corporation not-for-profit)

FILED  
SS MAR 27 PM 12 05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I. - NAME AND DEFINITIONS

The name of the corporation shall be Melbourne Medical Office Park Property Owners Association, Inc. (the "Association"). The capitalized terms herein shall have the same meaning as the defined terms in the Declaration of Restrictions for Melbourne Medical Office Park Property Owners Association, Inc. unless otherwise defined herein.

ARTICLE II.  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the corporation shall be Suite 206, 1401 East Broward Boulevard, Ft. Lauderdale, Florida 33301.

ARTICLE III. - PURPOSE(S)

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To own and maintain, repair and replace the Common Area for which the obligation to maintain and repair has been delegated and accepted.
2. To operate without profit for the benefit of its Members.
3. To perform those functions reserved by the Association in the Declaration.

ARTICLE IV. - GENERAL POWERS

The general powers that the Association shall have are as follows:

1. To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation.

2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

3. To delegate power or powers where such is deemed in the interest of the Association.

4. To affix assessments to be levied against Parcels and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with management companies and other organizations for the collection of such assessments.

5. To pay taxes and other charges, if any, on or against the Common Area.

6. To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

ARTICLE V. -  
MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

ARTICLE VI. - MEMBERS

The Members shall consist of the Owners of Parcels in the Properties.

ARTICLE VII. - DIRECTORS

The Board of Directors of the Corporation shall be comprised of at least three (3) directors. The initial members of the Board of Directors and their street addresses are:

<u>Name</u>	<u>Address</u>
Bruce K. Herman	1401 East Broward Boulevard, Ste. 206 Ft. Lauderdale, Florida 33301
<u>U.E. Patrick</u>	<u>301 W. Michigan Avenue</u> <u>Jackson, Michigan 49204</u>
<u>Steve Patrick</u>	<u>301 W. Michigan Avenue</u> <u>Jackson, Michigan 49204</u>

#### ARTICLE VIII. - OFFICERS

The Officers of the Association shall be a President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

Bruce K. Herman

President/Secretary/  
Treasurer

#### ARTICLE IX. - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the Corporation's initial registered agent and office is: Bruce K. Herman, Suite 206, 1401 East Broward Boulevard, Fort Lauderdale, Florida 33301.

#### ARTICLE X. - INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation is: Bruce K. Herman, Suite 206, 1401 East Broward Boulevard, Fort Lauderdale, Florida 33301.

#### ARTICLE XI. - CORPORATE EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE XII. - BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

#### ARTICLE XIII. - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Amendment of these Articles requires the approval of at least two-thirds of the membership votes.

ARTICLE XIV. -  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no lo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held 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 indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly

incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

#### ARTICLE XV. - DISSOLUTION

The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Chapter 617 of the Florida Statutes, and approved by two-thirds (2/3) of the voting rights of the Members of the Association.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of March, 1995.

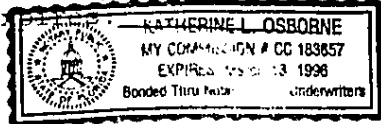
  
Bruce K. Herman, Incorporator

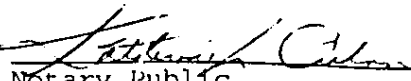
STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 23rd day of March, 1995, by Bruce K. Herman, who is personally known to me or who has produced personally known as identification.

Commission Number: \_\_\_\_\_

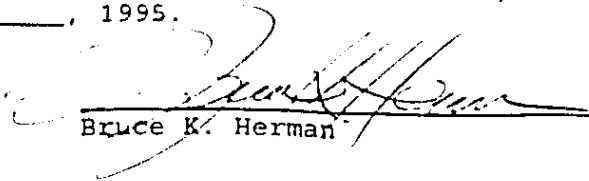
Commission Expires: \_\_\_\_\_



  
Notary Public  
Name: Katherine L. Osborne

REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Melbourne Medical Office Park Property Owners Association, Inc. this 23 day of 12/14/95, 1995.

  
Bruce K. Herman

FILED  
95 MAR 27 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA