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SWAINE AND HARRIS
ATTORNEYS AT LAW, P. A.

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J. MICHAEL SWAINE
JOHN K. MCCLURE
ALISON B. COPLEY
WILLIAM J. NIELANDER

PLEASE REPLY TO
LAKE PLACID OFFICE M
SEBRING OFFICE ()

400 SOUTH COMMERCE AVENUE
SEBRING, FL 33870
(813) 886-1849
FAX (813) 471-0000

210 INTERLAKE BOULEVARD
LAKE PLACID, FL 33852
(813) 466-8811
FAX (813) 466-6099

April 5, 1995

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

500001449785
-04/06/95- 01076--010
****122.50 ****122.50

RE: Articles of Incorporation of
Tower Professional Center

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original in your offices and certify and return one copy to me.

I am enclosing my client's check in the amount of \$122.50, covering:

Filing fee	\$ 35.00
Certificate designating registered agent	35.00
Certified Copy	<u>52.50</u>
Check enclosed	\$122.50

If you have any questions, please do not hesitate to call.

Yours sincerely,


William J. Nielander

WJN/t
enclosures -- as stated

FILED
95 APR -6 11:10 AM
TALLAHASSEE, FL
SECRET

ARTICLES OF INCORPORATION
OF
TOWER PROFESSIONAL CENTER, INC.
(A Non-Profit Corporation)

FILED
95 APR 20 1991
TOWER PROFESSIONAL CENTER, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is TOWER PROFESSIONAL CENTER, INC.

ARTICLE II. PURPOSES AND POWERS

The purposes and powers of the corporation are

a) To maintain, manage and operate certain real property in Highlands County, Florida, known as TOWER PROFESSIONAL CENTER and to collect assessments for maintenance, management and other matters, in accordance with the terms of these Articles of Incorporation, the By-Laws of this corporation, and the Protective Covenants and Restrictions recorded in the public records of Highlands County, Florida pertaining to TOWER PROFESSIONAL CENTER. The corporation shall be conducted as a non-profit corporation.

b) To own, rent, sell, lease, operate and maintain sufficient real and personal property to carry out the purposes hereinabove expressed.

(c) To receive donations, gifts, or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to obligate itself to perform and execute, and to perform and execute, any and all such conditions or trusts.

(d) To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidences of indebtedness.

(e) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these Articles of Incorporation.

(f) To carry out any of the purposes or powers set forth in this article in any state, territory, district, or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

(g) The purposes or powers set forth in this article are not in limitation of the general powers conferred by non-profit corporation law of Florida.

ARTICLE III. MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

(a) The owners of all units in TOWER PROFESSIONAL CENTER shall be members of the corporation, and no other persons or entities shall be entitled to membership.

(b) Membership shall be established by the acquisition of fee title to a unit, and the membership of any party shall be automatically terminated upon his being divested of title to all units.

(c) The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his unit. The funds and assets of the corporation shall belong solely to the corporation subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, in the By-Laws which may be hereafter adopted, and in the Protective Covenants and Restrictions which have been recorded in the public records of Highlands County, Florida, covering TOWER PROFESSIONAL CENTER.

(d) Until 50% of the units have been sold by the developer as defined in the Declaration of Covenants and Restrictions, the Developer shall have all voting rights in the corporation. Thereafter, the voting rights shall be transferred to the other members and, on all matters on which the Membership shall be entitled to vote, there shall be one vote for each unit. Should any member own more than one unit, such member shall be entitled to exercise or cast as many votes as he owns units.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the corporation in the State of Florida is 121 Orange Road NE, Lake Placid, FL 33852. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI. OFFICERS

The affairs of the corporation are to be managed by a president and a secretary-treasurer and such other officers as may be provided in the By-Laws, who shall be elected at the annual meeting of the member as designated in the By-Laws. Officers who are to serve until the first election of officers are:

NAME	OFFICE
Frank Suter	President
Frank Suter	Secretary/Treasurer

Annual meetings will be on the second Wednesday of January of each year, beginning in 1996.

ARTICLE VII. DIRECTORS

The corporation shall be managed by a board of not less than three directors. Three (3) directors who are to serve until the first election of directors are:

NAME	ADDRESS
Frank Suter	121 Orange Road NE Lake Placid, FL 33852
Betty Ann Suter	121 Orange Road NE Lake Placid, FL 33852
Brian M. Sullivan	80 Goff Road Lake Placid, FL 33852

The manner in which the directors are to be elected or appointed shall be provided in the By-Laws of the corporation.

ARTICLE VIII. SUBSCRIBERS

The name and street address of the subscriber to these articles of incorporation is:

NAME	ADDRESS
Frank Sutor	121 Orange Road NE Lake Placid, FL 33852

The subscriber of these articles of incorporation hereby assigns to this corporation his rights under the Florida Statutes, to constitute a corporation.

ARTICLE IX. ASSESSMENTS

The private property of the members shall not be subject to the payment of corporate debts of the corporation; provided that this provision shall not in any manner limit the obligation of each member unto the corporation as set forth and contained in the Articles of Incorporation, the By-Laws which may be hereafter adopted, and the Protective Covenants and Restrictions; or limit the right of the corporation to levy and assess members for their proportionate share of the expenses of the corporation, and to enforce collection of such assessments in such manner as may be reserved to the corporation in the Articles, said By-Laws and the Protective Covenants and Restrictions.

ARTICLE X. LIABILITY

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement of indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION
AND BY-LAWS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or in the By-Laws in the manner now or hereafter proscribed by law. Each amendment must be approved by a three-fourths majority of the votes of members entitled to vote thereon.

ARTICLE XII. NON-PROFIT CHARACTER

This corporation is one which does not contemplate pecuniary gain or profit to the members, directors or officers. Upon dissolution of the corporation, all corporate assets remaining after payment of all liabilities shall be distributed to charitable, religious, scientific, literary or educational organizations.

ARTICLE XIII. REGISTERED OFFICE AND
REGISTERED AGENT

The corporation hereby designates 121 Orange Avenue NE, Lake Placid, FL 33852 as its registered office and Frank Suter as its registered agent, who is located at the same address for service of process.

IN WITNESS THEREOF, I, Frank Suter the undersigned subscriber, have hereunto set my hand and seal this 5 day of April, 1995, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Frank Suter
Frank Suter, Subscriber

FILED
95 APR - 6 PM 10:11

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared, Frank Suter, personally known to me or who produced his _____ as identification.

WITNESS my hand and official seal in the county and state named above this 5 day of April, 1995.

VIRGINIA D. HOLT
Notary Public, State of Florida At Large
My Commission Expires July 20, 1998
Commission Number CC394304

Virginia D. Holt
Printed name: Virginia D. Holt
My Commission expires: July 20, 1998
My Commission expires: _____
(affix notarial seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificated, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Frank Suter
Frank Suter
Registered Agent

FILED
95 APR -6 PM 10:11
CLERK OF COURT
HALL COUNTY, FLORIDA