

WILSON, WILSON & LONG, P. A.

**ATTORNEYS AT LAW**

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DENNIS R. LONO  
BETH S. WILSON  
WARREN A. WILSON, III  
—  
ARNELLE M. STRAND

MAILING ADDRESS:  
P. O. BOX 1020  
PALM HARBOR, FL 34682-1020

June 30, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

000001530220  
-07/05/95--01071--021  
+++122.50 +++122.50

Re: PALM HARBOR BUSINESS PARK OWNERS ASSOCIATION, INC.,  
A Corporation Not-For-Profit

Dear Sir,

Enclosed please find the original and one copy of the Articles of Incorporation of the above-named corporation, together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Also enclosed is a check in the amount of \$122.50 to cover the following fees:

1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent
3. \$52.50 - Certified copy

Please certify the enclosed copy of the Articles of Incorporation and return the same to me.

Thank you very much for your cooperation in this matter.

Very truly yours,

T. Michelle Case,  
Legal Assistant

tmc  
Enclosures

to: [comp.philip.edi](mailto:comp.philip.edi)

truly yours,  
Michelle Case,  
Assistant



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 12, 1995

ILSON, WILSON & LONG PA  
POST OFFICE BOX 1020  
PALM HARBOR, FL 34682-1020

SUBJECT: PALM HARBOR BUSINESS PARK OWNERS ASSOCIATION, INC.  
Ref. Number: W95000013992

We have received your document for PALM HARBOR BUSINESS PARK OWNERS ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 395A00033442

ARTICLES OF INCORPORATION  
OF  
PALM HARBOR BUSINESS PARK OWNERS ASSOCIATION, INC.  
(A Corporation Not for Profit)

The undersigned for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, pursuant to Chapter 617, Florida, Statutes hereby adopts the following Articles of Incorporation:

PREAMBLE

The Developer, PHBP PARTNERSHIP, a Florida GENERAL PARTNERSHIP, recorded the Declaration of Restrictive Covenants for PALM HARBOR BUSINESS PARK at O.R. Book 7439, Pages 1186, et seq., Public Records of Pinellas County, Florida (the "Declaration"). This Association is being formed as the Association to administer the Declaration, and to perform the duties and exercise the powers pursuant to the Declaration. All of the definitions contained in the Declaration shall apply to these Articles of Incorporation, and to the Bylaws of the Association.

ARTICLE I - NAME

The name of this corporation shall be PALM HARBOR BUSINESS PARK OWNERS ASSOCIATION, INC.

ARTICLE II - PURPOSE

1. The Association does not afford pecuniary gain or profit, incidentally or otherwise, to its members.
2. The purpose for which the Association is organized is to promote, develop, and protect the common good and social welfare of the lot owners of the Palm Harbor Business Park, an industrial subdivision in Pinellas County, Florida.
3. More specifically, the purposes for which the Association is organized include but are not limited to the following:
  - A. To identify and communicate areas of a legal, social, economic or political nature that affect owners of the Subdivision.
  - B. To initiate, promote and support action to protect and benefit the welfare of the owners of the Subdivision.
  - C. To investigate, collect and distribute information regarding appropriate matters affecting the owners of the Subdivision.
  - D. To enforce the deed restrictions for the benefit and welfare of the owners of the Subdivision.

E. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property, including any Common Area.

F. To make and collect assessments against owners of lots to defray the costs, expenses and losses incurred or to be incurred by the Association, and to use the proceeds thereof in the exercise of the Association's powers and duties as provided in the Declaration.

G. To make, establish and enforce reasonable rules and regulations governing the use of common areas, lots and other property under the jurisdiction of the Association.

H. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and for proper operation of the properties for which the Association is responsible, or to contract with others for the performance of such obligations, services and/or duties.

### ARTICLE III - MEMBERSHIP AND VOTING RIGHTS

1. The members of the Association shall consist of all of the record owners of lots. Membership shall be established as to each lot upon the recording of the Declaration, or upon the recording of an amendment of the Declaration adding any property. Upon the transfer of ownership of fee title to, or fee interest in, a lot, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the county in which the Lots are located of the deed or other instrument establishing the acquisition and designating the lot affected thereby, the new owner(s) designated shall become members of the Association; provided, however, that the Association shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the lot.

2. The share of each member in the funds and assets of the Association, and any membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the lot for which that membership is established.

3. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each lot, unless otherwise provided in the Declaration. In the event any lot is owned by more than one person and/or by an entity, the vote for such lot shall be cast in the manner provided by the Bylaws. Any person or entity owning more than one lot shall be entitled to one vote for each lot owned.

#### ARTICLE V - TERM OF EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE VI - INCORPORATOR

The name and street address of the incorporators are PETER L. LEAHON, JOHN C. LANDON and ROBERT S. SCHWEIGER, 31622 U.S. Highway 19 North, Palm Harbor, Florida 34684.

#### ARTICLE VII - OFFICERS

The officers of the Association shall be President, Secretary, Treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

President . . . . .	ROBERT S. SCHWEIGER
Vice President/Treasurer . .	PETER L. LEAHON
Secretary . . . . .	JOHN C. LANDON

#### ARTICLE VIII - DIRECTORS

1. The property, business and affairs of the Association shall be managed by a Board which shall consist of not less than two (2) directors. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of two (2) directors. Directors are not required to be members of the Association.

2. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the members only when specifically required.

3. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws, however, any director appointed by the Declarant may only be removed by the Declarant, and any vacancy on the Board shall be appointed by the Declarant if, at the time such vacancy is to be filled, the Declarant is entitled to appoint the directors.

4. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers, directors or other private persons, except that the corporation shall be authorized the power to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes hereinabove set forth. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to enforce legislation and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office; notwithstanding any other provisions of these Articles, the corporation shall not carry out any other activities not permitted to be carried on by a corporation exempt for Federal Income Tax.

5. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

JOHN C. LANDON	31622 U.S. Hwy. 19 North Palm Harbor, FL 34684
ROBERT S. SCHWEIGER	Post Office Box 98 Ozona, Florida 34660
PETER L. LEAHON	31622 U.S. Hwy. 19 North Palm Harbor, FL 34684

#### ARTICLE IX - BYLAWS

The first Bylaws of the Association shall be adopted by the initial Board of Directors in the manner provided by the Bylaws and may be altered, amended or rescinded by the membership at regular or special meetings.

#### ARTICLE X - AMENDMENTS TO ARTICLES

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

A. Amendment may be made by submitting a written proposal to any officer of the Association at least ten (10) days prior to a regular or special meeting of the Association.

B. Members of the Association shall be notified of the proposal at said regular or special meeting of the Association.

C. The proposal may be voted on at the next regular or special meeting of the Association and passage shall be by a majority of members, either present or voting by proxy.

D. Amendments thus passed by the Association shall be delivered to the Secretary of State as provided by law and will go into effect at the time stated in the Amendment or, if no time is stated, the Amendment will go into effect immediately.

#### ARTICLE XI - POWERS

The Association shall have all of the common law and statutory powers of a corporation not-for-profit not in conflict with the terms of these Articles. The Association shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors or officers, and the private property of the subscribers, members, directors or officers shall not be liable for the debts of the corporation.

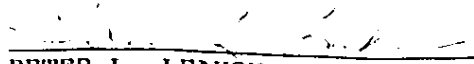
#### ARTICLE XII - REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is JOHN C. LANDON, and the street address of the initial registered office of this corporation is 31622 U.S. Highway 19 North, Palm Harbor, Florida, which is also the principal office of the corporation.

#### ARTICLE XIII - TERMINATION OR DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying and making provision of the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of as provided by law. Under no circumstances shall any of the assets of this corporation, upon dissolution, be distributed to members thereof.

IN WITNESS WHEREOF, the undersigned hereunto have set our hands, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27th day of June, 1995.

  
PETER L. LEAHON

  
JOHN C. LANDON

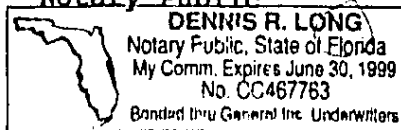
  
ROBERT S. SCHWEIGER

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledge before me this 27<sup>th</sup>  
day of June, 1995, by PETER L. LEAHON, who is  
personally known to me or who produced \_\_\_\_\_ as  
identification.

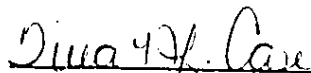
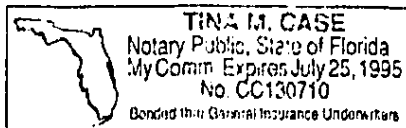


Notary Public



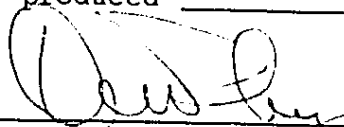
STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledge before me this 27<sup>th</sup>  
day of June, 1995, by JOHN C. LANDON, who is personally  
known to me or who produced N/A as identification.

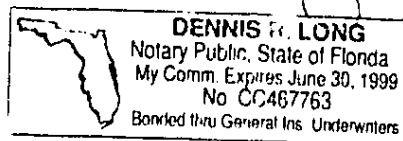
  
Notary Public

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledge before me this 27<sup>th</sup>  
day of June, 1995, by ROBERT S. SCHWEIGER, who is  
personally known to me or who produced \_\_\_\_\_ as  
identification.



Notary Public





**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Florida Statute 48.091, PALM HARBOR BUSINESS PARK OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, hereby designates JOHN C. LANDON, located at 31622 U.S. Highway 19 North, Palm Harbor, Florida, as its Registered Agent to accept service of process within the State of Florida.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June 27<sup>th</sup>, 1995

  
\_\_\_\_\_  
JOHN C. LANDON

N95000003374

Palm Harbor Business Park Owner's Association  
Virginia L. Miller, President  
4177 Corporate Court  
P.O. Box 1559  
Palm Harbor, FL 34682

August 27, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

re: Palm Harbor Business Park Owner's Association, Inc.  
Document Number N95000003374  
FEI Number 59-3383521

Dear Sir or Madame,

I am writing to request that the mailing address for the Palm Harbor Business Park Owner's Association, Inc., a nonprofit corporation, be changed to:

4177 Corporate Court  
P.O. Box 1559  
Palm Harbor, FL 34682

Please direct all future correspondence, including confirmation of this change, to my attention at that address.

Sincerely,

Palm Harbor Business Park Owner's Association, Inc.

*Virginia L. Miller*

by: Virginia L. Miller  
President

Yrith 8 30 96