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PREMIER HALL

LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

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AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 27, 1996

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ORDER NO. : 002896

CUSTOMER NO: 4303929

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CUSTOMER: Myrna Norman, Legal Asst  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: BUSINESS PARK NORTH  
ASSOCIATION, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

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6/27/96

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DIVISION OF CORPORATIONS  
96 JUN 27 PM 3:08

ARTICLES OF INCORPORATION  
OF  
BUSINESS PARK NORTH ASSOCIATION, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended to date, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be the BUSINESS PARK NORTH ASSOCIATION, INC., which is hereinafter referred to as the "Association".

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are to maintain the Ingress-Egress Easements and the Lake for the benefit of Owners (the "Owners") of the Property (the "Property") located in Dade County, Florida contained within the plat (the "Plat") of Miami Lakes Business Park North, to be recorded in the Plat Books of Dade County, Florida.

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

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

The Association 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. The Association shall also have all of the powers necessary to implement the purposes of the Association and to provide for the general benefit and welfare of its membership, including, without limitation, the power to (i) sue and be sued, (ii) own and convey property, (iii) operate and maintain the Ingress-Egress Easements and the Lake, (iv) establish rules and regulations, and (v) assess Members for common expenses and enforce assessments.

### ARTICLE III

#### MEMBERS

Section 1. Membership. The Graham Companies, a Florida corporation (the "Declarant") shall initially be the sole Member of the Association. As Tracts (as shown on the Plat) within the Property are sold by Declarant, the Owner(s) of any Tract(s) shall become a Member(s) in the Association, but only with those voting rights provided herein.

Section 2. Voting Rights. The Association shall have two (2) classes of voting membership:

- (a) Class A. Class A Members shall be any Owner(s) from time to time of a Tract. Each Class A Member shall be entitled to one (1) vote for each "gross acre" of land, or portion thereof, contained in Tracts which such Class A Member owns. When a Tract is owned by more than one person, all such persons shall be Members, but the vote(s) for such Tract shall be exercised as they among themselves determine, but, subject only to the subsection below describing the Class B Member, in no event shall more than one (1) vote be cast with respect to any "gross acre", or portion thereof, contained in a Tract.
- (b) Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to one (1) vote, plus two (2) votes for each vote entitled to be cast in the aggregate at any time and from time to time by the Class A Members. The Class B membership shall cease and terminate ninety (90) days after the last Tract within the Property has been sold and conveyed by the Declarant (or its affiliates, successor or assigns), or sooner at the election of the Declarant (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

All votes of a Member must be cast in a single lot and may not be split by proxy or otherwise.

Section 3. Meetings of Members. The By-Laws of the Association 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 33-1/3% of the total number of Members in good standing shall be present or represented by proxy at the meeting. The membership and voting rights of a Member Association or other Member which is not an individual shall only be exercised through the authorized representative of the Member registered from time to time in the Association's records as

required in the By-Laws. All notices of meetings required to be delivered to any such Member herein or in the By-Laws shall be delivered to the authorized representative of that Member registered on the Association's records from time to time. Absent the proper registration of a representative for a Member Association, the president of the Member Association shall be deemed its representative for purposes of this Section 3.

Section 4. General Matters. When reference is made herein, or in any declaration, By-Laws, rules and regulations of the Association, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be a reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

#### ARTICLE IV

##### CORPORATE EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE V

##### BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by its Board which shall consist of not less than three (3) persons nor more than nine (9) persons. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Election of Directors. The election of directors and changes in the size of the Board shall proceed in the following stages (or on earlier dates in the Declarant's sole discretion):

- (a) Until ninety (90) days after the last Tract has been sold and conveyed by the Declarant, the Board shall consist of three (3) directors. The Declarant shall have the absolute right to designate the directors of the Association (and to remove and replace same) by written notice to the Association.
- (b) Upon the earlier to occur of: (i) ninety (90) days after the Declarant conveys the last Tract within the Property owned by it, or (ii) the date upon which the Declarant elects to do so by written notice to the Association, the following shall occur:

- (i) the Class B Membership shall cease and terminate and the Declarant's designees on the Board shall resign; and
- (ii) the Class A Members shall elect or designate the members of the Board.

Except as otherwise provided herein and for the first Board and their Declarant-appointed replacements, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be Members of the Association or shall be authorized representatives, officers, or employees, Members or designee of the Declarant.

Section 3. Original Board of Directors. The names and addresses of the first Board of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Stuart S. Wyllie	6843 Main Street Miami Lakes, Florida 33014
Edwin E. Feathers	6843 Main Street Miami Lakes, Florida 33014
Robert L. Rawls	6843 Main Street Miami Lakes, Florida 33014

Section 4. Duration of Office. Members elected to the Board shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

## ARTICLE VI

### OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws 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 President shall be a director; other officers may, but need not, be directors of the Association. 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 may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
<u>President:</u>	
Stuart S. Wyllie	6843 Main Street Miami Lakes, Florida 33014
<u>Vice-President:</u>	
Robert L. Rawls	6843 Main Street Miami Lakes, Florida 33014
<u>Treasurer:</u>	
Edwin E. Feathers	6843 Main Street Miami Lakes, Florida 33014
<u>Secretary:</u>	
Edwin E. Feathers	6843 Main Street Miami Lakes, Florida 33014

## ARTICLE VII

### BY-LAWS

The Board shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

## ARTICLE VIII

### AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by affirmative vote of 66-2/3% of the Members), all in the manner provided in, and in accordance with the notice provisions of, Fla. Stat. 617.017.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation any declaration established with respect to the Ingress-Egress Easements and the Lake, such declaration shall control.

## ARTICLE IX

### INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Stuart S. Wyllie	6843 Main Street Miami Lakes, Florida 33014

## ARTICLE X

### INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by

him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or 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 believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 5. The provisions of this Article X shall not be amended.



ARTICLE XI

REGISTERED AGENT

Until changed, Robert L. Rawls shall be the registered agent of the Association and the registered and principal office shall be at 6843 Main Street, Miami Lakes, Florida 33014.

IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this 11th day of June, 1996.

INCORPORATOR:

  
STUART S. WYLLIE

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 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 Dade, State  
of Florida, the corporation named in said articles has named Robert  
L. Rawls, located at 6843 Main Street, Miami Lakes, Florida 33014  
as its statutory registered agent.

Having been named the statutory 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.



Robert L. Rawls  
Dated this 25<sup>th</sup> day of June,  
1996

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