

9/3/96

96 SEP -2 PM 12:40

ARTICLES OF INCORPORATION
OF
OAK TREE MEDICAL CENTER
CONDOMINIUM ASSOCIATION, INC.
A Corporation Not For Profit

In order to form a corporation under the Laws of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by this Articles of Incorporation, set forth:

I.

The name of the corporation shall be:

OAK TREE MEDICAL CENTER CONDOMINIUM ASSOCIATION, INC. (the "Association"). The Association's principal office is located at 3000 Immokalee Road, Naples, Florida, 34110.

II.

The purposes and objects of the Association shall be to administer the operation and management of OAK TREE MEDICAL CENTER, A CONDOMINIUM (the "Condominium"), to be established as a condominium in accordance with the Florida Condominium Act (the "Act") upon land situated in Collier County, Florida, and to perform the acts and duties incident to operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association which will be adopted (the "By-Laws"), and the Declaration of Condominium of the Condominium (the "Declaration"), which will be recorded in the Public Records of Collier County, Florida, when the Land, and the improvements now and to be constructed thereon, are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

III.

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

B. All of the powers conferred on a condominium association by law and which are reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing the use of the Units, Common Elements and Limited Common Elements in and of the Condominium, as such terms are defined in the Declaration.

2. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium, as provided in the Declaration and the By-Laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

3. Maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and further to improve and add to the Condominium Property.

4. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws, and the Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing use of the Condominium which may from time to time be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

7. Provide and/or arrange for all services which the law permits to be provided by a condominium association including those services set forth in F. S. §718.115.

IV.

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

A. The record owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided for in Paragraph E, Article IV, hereof.

B. Membership shall be established by the acquisition of fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws.

D. On all matters on which the membership shall be entitled to vote, there shall be one, and only one, vote for each Unit in the Condominium, (the "Voting Interest") which Voting Interest may be exercised or cast by the owner(s) of each Unit as will be provided for in the By-Laws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one (1) Voting Interest for each such Unit, in the manner provided by the By-Laws. Should any Unit be divided into more than one Unit the Voting Interest shall be similarly divided as provided in the By-Laws.

E. Until such time as the Land, and the improvements now and to be constructed thereon, are submitted to the condominium form of ownership by recordation of the Declaration in the Public Records of Collier County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast ~~one~~ vote on all matters on which the membership shall be entitled to vote.

V.

The Association shall have perpetual existence.

VI.

The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

VII.

The affairs of the Association shall be managed by the President of the Association assisted by the Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel of the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

VIII.

The number of members of the first Board of Directors shall be equal to the number of Units. The number of members of succeeding Boards of Directors may be amended as provided for from time to time by the By-Laws, and they shall be elected by the members of the Association at the annual meetings of the membership as provided by the By-Laws. The members of all Boards of Directors shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of the Association.

IX.

The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X.

The names and residence addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office until the annual meeting of the Association in the year following the year this corporation is formed, and thereafter until their successors are selected and have qualified, are as follows:

Gregory A. Collins	300 Immokalee Road, Suite 2	Naples, FL 34110
Karla A. Serbert	300 Immokalee Road, Suite 2	Naples, FL 34110
William G. Aughton	300 Immokalee Road, Suite 2	Naples, FL 34110
Oivind E. Jensen	300 Immokalee Road, Suite 2	Naples, FL 34110
William E. Grubbs, Jr.	300 Immokalee Road, Suite 2	Naples, FL 34110

XI.

The Subscribers to these Articles of Incorporation and their respective residence addresses, are set forth below:

Robin C. Thomes	Jacquelyn F. Allen	Richard C. Grant
573 14th Avenue South	4348 Beechwood Lake Drive	158 Caribbeann Road
Naples, Florida 34108	Naples, Florida 34112	Naples, Florida 34108

XII.

The original By-Laws of the Association shall be adopted by a majority vote of the Directors of this Association at a meeting at which a majority of the Directors are present, and, thereafter, the By-Laws may be altered or rescinded only by affirmative vote of two-thirds (2/3) of the votes entitled to be cast by members of the Association.

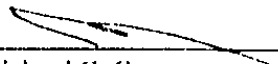
XIII.

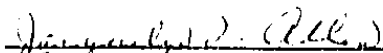
Every Director and every officer of the Association shall be indemnified by the Association to the fullest extent permitted by Florida law against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein 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 or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. 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.

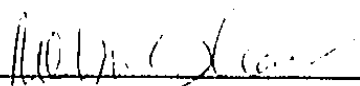
XIV

An amendment or amendments to these Articles of Incorporation may be proposed by any two (2) members of the Association. Upon any amendment or amendments to these Articles of Incorporation being so proposed, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with first class postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds (2/3) of the Units in the Condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Collier County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State.

IN WITNESS WHEREOF, the Subscribers hereto have hereunto set their hands and seals
this 20 day of March, 1996.


Richard C. Grant


Jacquelyn F. Allen


Robin C. Thomes

STATE OF FLORIDA)
 §§
COUNTY OF COLLIER)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me on this
____ day of _____, 1996, by RICHARD C. GRANT, JACQUELYN F.
ALLEN, and ROBIN C. THOMES, to me well known and well known to me to be the persons
who executed the foregoing instrument and that they executed the same freely and voluntarily
for the uses and purposes therein set forth and expressed and who are personally known to me
(yes) (no) OR who produced _____ as
identification.

Notary Public - State of Florida

Typed, stamped, or Printed Name of Notary
My Commission Expires:

(seal)

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND
REGISTERED OFFICE**

STATE
NOTARY

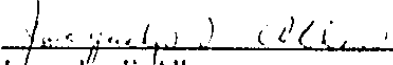
56 SEP 2 1990

In compliance with Florida Statutes Sections 48.091, 617.0501, and 617.0503, the following is submitted:

OAK TREE MEDICAL CENTER CONDOMINIUM ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated Suite 501, 5551 Ridgewood Drive, Naples, Florida 34108, as its initial Registered Office, and has named RICHARD C. GRANT, located at said address, as its initial Registered Agent.



Richard C. Grant

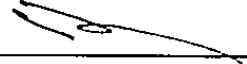


Jacquelyn F. Allen



Robin C. Thomes

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees that the undersigned is familiar with the obligations of the position of Registered Agent.



Richard C. Grant
Registered Agent