

# N910000005328

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\*HERNANDO RESIDENT PARTNER

CLEARWATER OFFICE  
PRESTIGE PROFESSIONAL PARK  
2655 MCCORMICK DRIVE  
CLEARWATER, FLORIDA 34619

HERNANDO OFFICE  
7361 FOREST OAKS BLVD.  
SPRING HILL, FLORIDA 34606

PLEASE REPLY TO:  
P. O. BOX 5124  
CLEARWATER, FLORIDA 34618-5124

CLEARWATER OFFICE  
(813) 799-2882

FAX  
(813) 726-0038  
(813) 799-6794

HERNANDO OFFICE  
(352) 683-0597  
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(352) 686-0701

OF COUNSEL  
RONALD G. WENDEL

October 1, 1996

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

600001964816  
-10/04/96--01036--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
Citrus Oaks Executive Center Property Owners Association, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation of the referenced entity. Please file these Articles and stamped the enclosed copy and mail the certificate back to this office in the enclosed envelope.

We have enclosed a check in the amount of \$122.50.

Thank you for your assistance in this matter. If you require any additional information, please feel free to contact me.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE

Robert L. Tankel

RLT/lbs  
Enclosures  
pc: King Engineering Associates, Inc.

#88743.1

96 OCT 17 PM 12:23  
FILED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

9/10/17/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

STATE  
RECORDS  
OCT 17 1996 23

October 10, 1996

TEW, ZINOBER, BARNES, ET. AL.  
ATTN: ROBERT L. TANKEL  
POST OFFICE BOX 5124  
CLEARWATER, FL 34618-5124

SUBJECT: CITRUS OAKS EXECUTIVE CENTER PROPERTY OWNERS  
ASSOCIATION, INC.  
Ref. Number: W96000021518

We have received your document for CITRUS OAKS EXECUTIVE CENTER  
PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totalling \$122.50.  
However, the enclosed document has not been filed and is being returned for the  
following correction(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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 096A00046262

*Please see  
Article IX of  
Articles Thank  
YOU*

FILED  
STATE  
ASSOCIATIONS  
66 MAY 17 PM 12:23

ARTICLES OF INCORPORATION  
OF  
CITRUS OAKS EXECUTIVE CENTER PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I.

NAME

The name of this Corporation shall be CITRUS OAKS EXECUTIVE CENTER PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association," a Florida not-for-profit Corporation.

ARTICLE II.

PURPOSES

The general nature, objects and purposes of the Association are as follows:

A. To promote the health, safety and social welfare of the owners of Building Sites within the commercially-zoned real property located in Citrus County, Florida ("Property"), developed by King Engineering Associates, Inc., a Florida corporation, hereafter referred to as the "Developer," which is subject to that certain Declaration of Protective Covenants, Building Standards and Easements of CITRUS OAKS EXECUTIVE CENTER, hereinafter referred to as the "Declaration," as amended from time to time, recorded in the Public Records of Citrus County, Florida. All capitalized terms as used herein shall be as defined in these Articles of Incorporation, or if not so defined, then such terms shall be as defined in the Declaration;

B. To own, if conveyed to the Association by the Developer, and maintain, repair and replace the Common Areas and Reciprocal Easement Areas, including, but not limited to, designated parks, sidewalks and/or access paths, streets, roadways, lighting, drainage areas, preservation areas, utility areas, landscaping and other structures and improvements in and/or benefiting CITRUS OAKS EXECUTIVE CENTER, for which the obligation to maintain and repair has been delegated to and is hereby accepted by the Association;

C. To establish, monitor, maintain and approve all development specifications for any improvement to a Building Site, including, but not limited to, design, appearance, elevation, materials and location of the improvements, as well as landscaping around all such improvements, including walls, fences, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain on a Building Site in CITRUS OAKS EXECUTIVE CENTER, as well as the alteration, improvement, addition and/or change thereto;

D. To provide, or provide for, private security, fire protection and such other services the responsibility for which may be accepted by the Association, and the capital improvements and equipment related thereto in CITRUS OAKS EXECUTIVE CENTER;

E. To provide, purchase, acquire, replace, improve, maintain and/or repair such Common Area real property, buildings, structures, street lights, drainage and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the Members of the Association, as the Board of Directors of the Association in its discretion determines necessary, appropriate or convenient and as may be required by the Declaration;

F. To operate without profit for the sole and exclusive benefit of its Members; and

G. To perform all of the functions set forth in the Declaration contemplated to be performed by the Association, and undertaken by the Board of Directors of the Association.

### ARTICLE III.

#### GENERAL POWERS

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

A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation;

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

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

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or entities; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida;

E. To fix assessments to be levied against the Building Sites to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, companies and other organizations for the collection of such assessments;

F. To charge recipients for services rendered by the Association for use of Association property when such is deemed appropriate by the Board of Directors of the Association;

G. To pay taxes and other charges, if any, on or against property owned or accepted or maintained by the Association, other than such portion of any Common Area maintained by the Association that is partially or totally on a Building Site; and

H. In general, to have all powers conferred upon a corporation not-for-profit by the laws of the State of Florida.

#### ARTICLE IV.

##### ASSOCIATION MEMBERSHIP AND VOTING

A. MEMBERSHIP. Every Owner shall be a Member during the period such Owner holds its fee simple interest. For any Building Site which constitutes "association property," as defined in Chapter 617, or Chapter 718, or "cooperative property," as defined in Chapter 719, Florida Statutes 1995 (collectively, "Subassociation Property"), the "homeowners' association" or "association," as defined in those Statutes (collectively, "Subassociations"), shall be deemed to be the Member of the Association. An Owner of more than one Building Site shall be entitled to one membership for each Building Site owned. Each membership shall be appurtenant to the Building Site upon which it is based, and shall be transferred automatically by conveyance of fee simple title to that Building Site. No person other than the Owner or a Subassociation, on behalf of owners of units or parcels within such Subassociation's Property, may be a Member, and a membership in the Association may not be transferred except by the transfer of title to a Building Site; provided, however, that the foregoing shall not be construed to prohibit the assignment of membership and voting rights by an Owner who is a contract seller to his vendee in possession;

B. VOTING. The Association has two (2) classes of voting membership. All votes aggregated from both voting memberships shall constitute the total outstanding votes available for voting purposes in determining the action of the Association on any matter to be approved by vote (herein referred to as "Outstanding Votes");

1. CLASS A. For so long as there is Class B membership, all Owners, except Declarant, shall be Class A Members, and shall be entitled to one (1) vote for each acre of land, or portion thereof, contained in the Building Site owned by such Owner. Upon termination of Class B membership, all Owners, including Declarant so long as Declarant is an Owner, shall be Class A Members. There shall be fractional voting and

all such fractions shall be rounded off to the nearest one-tenth (.10) of an acre. If more than one (1) person owns an interest in any Building Site, all such persons shall be Members, but there may be only one (1) vote cast per acre with respect to such Building Site. Such vote may be exercised as the Owners determine among themselves, but no split vote shall be permitted. The board of directors of a Subassociation of any Subassociation Property constituting a Building Site shall cast all votes attributable to the owners of the Subassociation Property. Prior to any meeting at which a vote is to be taken, each co-owner or Subassociation shall file the name of the voting co-owner, or Subassociation member, with the secretary of the Association to be entitled to vote at such meeting, unless such co-owners or Subassociation has filed a general voting authority with the secretary applicable to all votes until rescinded.

2. CLASS B. Declarant shall be the only Class B Member and shall be entitled to have ten (10) votes for each acre of land or fraction thereof in the Property owned by Declarant. The Class B membership shall cease and be converted to Class A membership on the happening of any one of the following events, whichever occurs first:

- a. When Declarant voluntarily relinquishes its right to Class B membership;
- b. When Declarant no longer owns any portion of the Property; or
- c. On December 31, 2010.

3. OUTSTANDING VOTES. The total Outstanding Votes in the Association may vary from time to time depending upon the number of Building Sites sold to a third party by Declarant. A quorum consisting of one-third (1/3) of the Outstanding Votes represented by Members in attendance or by proxy will be necessary to vote on all decisions to be made by the Association pursuant to the terms of its Articles and Bylaws, with a simple majority of the Outstanding Votes then present, or represented by proxy,

being necessary for approval or disapproval of an action of the Association, unless a greater percentage is required by the Articles or Bylaws for any specific action.

#### ARTICLE V

##### ASSESSMENTS

The Association will obtain funds with which to operate by assessment of its Members owning Building Sites in accordance with the provisions of Article V of the Declaration, as supplemented by the provisions of these Articles of Incorporation and the Bylaws of the Association relating thereto.

#### ARTICLE V.

##### BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. So long as there is Class B member, Directors need not be Members of the Association and need not be residents of the State of Florida; thereafter, all Directors shall be Members of the Association but need not be residents of the State of Florida. Election shall be by plurality vote. The Directors shall be elected at the first annual Meeting of the Association. The term of the Directors so elected shall be for two (2) years expiring at the second annual meeting of the Association following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected them.

B. The names and addresses of the Members of the first Board of Directors who shall hold office until the annual meeting of the Members to be held in the year 1997 and until their successors are elected or appointed and who have qualified are as follows:



<u>Name</u>	<u>Address</u>
Jerome Baranowski	24945 U.S. Highway 19, North Clearwater, Florida 34623
Keith Appenzeller	24945 U.S. Highway 19, North Clearwater, Florida 34623
Michelle Schmidt	24945 U.S. Highway 19, North Clearwater, Florida 34623

#### ARTICLE VI.

##### OFFICERS

A. The Officers of the Association shall be a President, a Vice President, a Secretary/Treasurer and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected by the Board of Directors of the Association for one (1) year terms in accordance with the terms and procedures set forth in the Bylaws. The name of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors to be held in the year 1992 and until their successors are duly elected and qualified are:

Jerome Baranowski	- President
Keith Appenzeller	- Vice President
Michelle Schmidt	- Secretary/Treasurer

#### ARTICLE VII.

##### CORPORATE EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE VIII.

##### BYLAWS

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

**ARTICLE IX.**

**REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent shall be Robert L. Tunkel, Esquire, and the address of the initial registered office shall be 2655 McCormick Drive, Clearwater, Florida 34619. The principal office of the corporation shall be 24945 U.S. Highway 19, North, Clearwater, Florida 34623.

**ARTICLE X.**

**AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles may be altered, amended or repealed by resolution of the Board of Directors. No amendment affecting the Developer or, its successors or assigns as Developer of CITRUS OAKS EXECUTIVE CENTER shall be effective without the prior written consent of the Developer or its successors or assigns, as Developer.

**ARTICLE XI.**

**SUBSCRIBER/INCORPORATION**

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

1. 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 an act alleged to have been committed by such person in his capacity as Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he serves or 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 interest of the Association, and in criminal actions or

proceedings, without reasonable grounds 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 nolo 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 interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in his 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 enterprises which he serves or 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 and 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 interest of the Association. Such person shall not be entitled to indemnification in relation to matters 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 and 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.

B. 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 the manner he reasonably believed to be in the best interest of the Association, and whether with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination

shall be made by the Board of Directors by majority vote of a quorum consisting of Directors who are not parties to such action, pursuit or proceedings.

C. 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 XII.

##### TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers, have a financial interest shall be invalid, void or voidable solely for this reason, or solely because the Director or officers is present at, or participated in, the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes accounted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is, or may be, interested in any such contract or transaction.

#### ARTICLE XIII.

##### CAPITALIZED DISSOLUTION OF THE ASSOCIATION

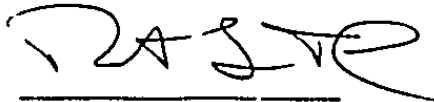
A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association for nominal consideration by Developer (or its predecessors in interest) shall be returned to Developer (unless it refuses to accept the conveyance), subject to all encumbrances, easements and other rights of the Members contained in the Declaration.

2. Remaining assets shall be distributed among the Members, subject to the limitations as set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with its voting rights.

B. The Association may be dissolved upon (i) a resolution to that effect being recommended by four-fifths (4/5) of the Directors, (ii) if applicable, of any appropriate decree as set forth in Florida Statutes Section 617.05 or Statute of similar import and approved by two-thirds (2/3) of the Outstanding Votes of the Association's Members, or (iii) the adoption of all obligations of the Association under the terms hereunder or the Declaration by another association or entity having a reasonable financial substance to assure and perform all of such obligations.

IN WITNESS WHEREOF, the subscriber has set his hand and seal this 1 day of October, 1996.



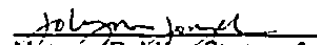
Name: Robert L. TANKE

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1 day of October, 1996 by Robert L. Tanke, who is personally known, as Subscriber of CITRUS OAKS EXECUTIVE CENTER PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, and as Incorporator of CITRUS OAKS EXECUTIVE CENTER PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation.



Jo Lynn Jorczak  
MY COMMISSION # CC520183 EXPIRES  
February 17, 2000  
BONDED THROUGH TROY FAIR INSURANCE, INC.

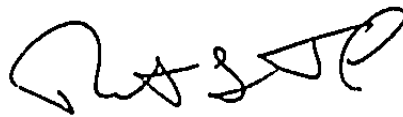
  
Notary Public, State of  
Florida at Large  
My Commission Expires:  
2/17/2000

ACCEPTANCE BY REGISTERED AGENT

FILED  
SECRETARY OF STATE  
CORPORATIONS

SEP 17 PM 12:23

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



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Robert L. Tankel, Esquire