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KIRK PINKERTON

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NAME: GEORGETOWN PROFESSIONAL OFFICE PARK, SECTION

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KIRK PINKERTON

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2002



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

November 1, 1996

KIRK PINKERTON, P.A.

SUBJECT: GEORGETOWN PROFESSIONAL OFFICE PARK, SECTION 2, CONDOMINIUM  
ASSOCIATION, INC.  
REF: W96000023249

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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.

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Dana Calloway  
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FAX Aud. #: H96000015427  
Letter Number: 896A00050379

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ARTICLES OF INCORPORATION  
of

GEORGETOWN PROFESSIONAL OFFICE PARK, SECTION 2,  
CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be GEORGETOWN PROFESSIONAL OFFICE PARK, SECTION 2, CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the Association. The Association's principal office and mailing address is c/o Mike Trocke, Esq., Shumaker, Loop & Kendrick, Barnett Plaza, Suite 2500, 101 E. Kennedy Blvd., Tampa, FL, 33602.

ARTICLE II.

GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as GEORGETOWN PROFESSIONAL OFFICE PARK, SECTION 2, ("GEORGETOWN PROFESSIONAL OFFICE PARK,

Prepared by: Timothy S. Shaw, Esq.  
Kirk Pinkerton, P.A.  
720 S. Orange Avenue  
Sarasota, FL 34236 - A2 -  
(941)364-2435  
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SECTION 2") located in the County of Hillsborough, Florida, and to perform all acts provided in the Declaration of Condominium of said Condominium and the Condominium Act, Chapter 718, Florida Statutes.

In addition, the general nature of business to be conducted by the Association shall also include and be the operation and management of the affairs and property of any additional condominium(s) which may be developed as part of the GEORGETOWN PROFESSIONAL OFFICE PARK development project, the Declaration(s) of Condominium of which names the Association as the entity to operate and manage the affairs of such condominium(s) and to perform all acts provided in the Declaration(s) of Condominium of such additional condominium(s).

#### ARTICLE III.

##### POWERS

The Association shall have all of the condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in said condominium act and the Declaration of Condominium of GEORGETOWN PROFESSIONAL OFFICE PARK, SECTION 2. In addition, the Association shall have all of the powers and duties set forth in any Declaration(s) of Condominium for any additional condominium(s) to be operated and managed by the

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Association; provided however that any such additional powers and duties that conflict or differ from those set forth in the Declaration of Condominium of GEORGETOWN PROFESSIONAL OFFICE PARK, SECTION 2, shall apply only to the condominium(s) whose Declaration(s) of Condominium set forth such additional or different powers and/or duties. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment or other use or benefit of the members; including but not limited to lease of common areas and facilities. The Association may contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act,

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including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

ARTICLE IV.

MEMBERS

All persons owning a vested present interest in the fee title to any of the condominium units of GEORGETOWN PROFESSIONAL OFFICE PARK, SECTION 2, as evidenced by a duly recorded proper instrument in the Public Records of Hillsborough County, Florida, shall be members. In addition, all persons owning a vested present interest in the fee title to any of the condominium units of any additional condominium(s) to be operated and managed by the Association, as evidenced by a duly recorded proper instrument in the Public Records of Hillsborough County, Florida, shall be members of the Association. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in said Declaration of Condominium. In the event a unit is owned by a legal entity other than a natural person, the

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officer, director, or other official so designated by such legal entity shall exercise its membership rights.

After the Association approves of a conveyance of a condominium unit as provided in said Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

Prior to the recording of said Declaration of Condominium in the public records of said county, the subscribers hereto shall remain the members of the Association and shall each be entitled to one vote.

#### ARTICLE V.

#### VOTING RIGHTS

Notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner, each condominium unit shall be entitled to the voting interest established for such unit in accordance with the following formula: one vote for each unit. In the event of a joint ownership of a condominium unit, the vote to which that unit is entitled shall be apportioned among the owners as their interest may appear, or may be exercised by one of such joint owners by the remainder of the



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joint owners filing a Voting certificate with the Secretary of the Association.

ARTICLE VI.

INCOME DISTRIBUTION

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII.

EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at c/o Mike Trocke, Esquire, Shumaker, Loop & Kendrick, Barnett Plaza, Suite 2500, 101 East Kennedy Blvd., Tampa, Florida 33602, and the registered agent at such address shall be Michael G. Damone.

ARTICLE IX.

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) nor

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more than nine (9) persons, as shall be designated by resolution of the members as set forth in the bylaws.

ARTICLE X.

FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
1. Michael G. Damone	President & Director	850 Stevenson Hwy. Suite 200 Troy, MI 48063-1127
2. Daniel R. Andrews	Vice-President & Director	c/o First Industrial Realty Trust 24800 Danco Drive Suite 175 Southfield, MI 48034
3. Michael J. Damone	Treasurer/Secretary & Director	850 Stevenson Hwy. Suite 200 Troy, MI 48063-1127

ARTICLE XI.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Indemnity. 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 proceedings,

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whether civil, criminal, administrative or investigative, be reason of the fact that he is or was a director, employee, officer or agent of the Association, against 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 proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not 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 specifically determines that indemnification should be denied. The termination of any action, suit or proceedings 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 and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect

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to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. 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 paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XI.

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D. Miscellaneous. 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 bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. 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.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

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ARTICLE XII.RIGHTS OF DEVELOPER

FLETCHER/ROME PROPERTIES, LTD., a Florida limited partnership, which is the Developer of GEORGETOWN PROFESSIONAL OFFICE PARK, SECTION 2, shall have full right and authority to manage the affairs and exclusive right to elect the directors of the Association (who need not be unit owners) until the following shall occur:

A. When fifteen percent (15%) or more of the Units that will be operated ultimately by the Association are conveyed to Unit Owners other than Developer, such Unit Owners shall be entitled to elect not less than one-third (1/3) of the Board of Directors.

B. Unit Owners other than the Developer will be allowed to elect a majority of the members of the Board and control the Association at whichever of the following times shall first occur:

1. Three (3) years after the Developer has sold fifty (50%) percent of the Units that will be ultimately operated by the Association;
2. Three (3) months after the Developer has sold ninety (90%) percent of the Units that will be ultimately operated by the Association;

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3. When all of the Units that will ultimately be operated by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business;
4. When the Developer has sold some of the Units and none of the other Units are held by the Developer for sale in the ordinary course of business.
5. Seven years after recordation of the declaration of condominium, or in the case the association ultimately operates more than one condominium, 7 years after recordation of the declaration for the first condominium it operates.

C. Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as Developer holds at least five percent (5%) of the Units in GEORGETOWN PROFESSIONAL OFFICE PARK, SECTION 2, and/or any additional condominium which may be developed as part of the GEORGETOWN PROFESSIONAL OFFICE PARK development and which are to be managed and operated by the Association for sale in the ordinary course of business.

Notwithstanding any provision contained herein to the contrary, during the period Developer is in control of the Association, the

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Directors shall exercise all rights which would otherwise be exercisable by the members.

ARTICLE XIII.

BYLAWS

The first bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the bylaws.

ARTICLE XIV.

SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
1. Michael G. Damone	850 Stevenson Hwy. Suite 200 Troy, MI 48063-1127
2. Daniel R. Andrews	c/o First Industrial Realty Trust 24800 Denso Drive Suite 175 Southfield, MI 48034



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ARTICLE XV.

AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 22 day of OCTOBER, 1996.

 (SEAL)  
Michael G. Damone

 (SEAL)  
Daniel R. Andrews

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STATE OF Michigan  
COUNTY OF Oakland

The foregoing instrument was acknowledged before me this 22nd  
day of October, 1996, by MICHAEL G. DAMONE, who is  
personally known to me or who produced P.K.  
as identification and who did not take an oath.

SUSAN M. ALLEN  
Notary Public, Macomb County, MI  
My Commission Expires Oct. 19, 1999  
Acting in Oakland County, MI  
(NOTARIAL SEAL)

Susan M. Allen  
\* Susan M. Allen  
\*(Print Name of Notary Public)  
Notary Public - State of MI  
My commission expires 10-19-99  
Commission Number \_\_\_\_\_

STATE OF Michigan  
COUNTY OF Oakland

The foregoing instrument was acknowledged before me this 22nd  
day of October, 1996, by Daniel R. Andrews, who is  
personally known to me or who produced P.K.  
as identification and who did not take an oath.

SUSAN M. ALLEN  
Notary Public, Macomb County, MI  
My Commission Expires Oct. 19, 1999  
Acting in Oakland County, MI

(NOTARIAL SEAL)

Susan M. Allen  
\* Susan M. Allen  
\*(Print Name of Notary Public)  
Notary Public - State of MI  
My commission expires 10-19-99  
Commission Number \_\_\_\_\_

11/12/96 TUE 12:01 FAX

KIRK PINKERTON

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.

Michael G. Damone  
MICHAEL G. DAMONE

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