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July 22, 1997

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

**RE: MID-PINELLAS OFFICE PARK OWNERS' ASSOCIATION, INC.**

Gentlemen:

I am enclosing two original Articles of Incorporation for filing, as well as a check in the amount of \$122.50, for the following:

Not for Profit Corporation filing fee	\$35.00
Registered Agent designation	35.00
Certified copy	<u>52.50</u>
<b>TOTAL</b>	<b>\$122.50</b>

Please return the certified copy of the Articles to my office. In the event of any questions or problems, please call.

Very truly yours,



THOMAS W. RUGGLES

TWR/kas

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MID-PINELLAS OFFICE PARK OWNERS' ASSOCIATION, INC.**  
**a Florida Not for Profit Corporation**

The undersigned parties do hereby associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the corporation is: **MID-PINELLAS OFFICE PARK OWNERS' ASSOCIATION, INC.**, a Florida not for profit corporation, (the "Corporation" or "Association").

**ARTICLE II**

**Principal Place of Business and Mailing Address**

The principal place of business is 4500 140th Avenue North, Suite 101, Clearwater Florida 34622 and the mailing address is P. O. Box 17309, Clearwater, Florida 34622-0309.

**ARTICLE III**

**Purpose**

The Corporation shall be not for profit and is organized as a Property Owner's Association to provide for the operation of **MID-PINELLAS OFFICE PARK**, which shall exist according to the Declaration of Covenants and Restrictions to be recorded in the Public Records of Pinellas County, Florida, for the real property described therein. The Corporation is organized for the principal purpose of providing a convenient means of administering and managing the property and common areas and improvements of this commercial development.

**ARTICLE IV**

**Membership and Voting**

- A. This corporation is organized under a non-stock basis.
- B. The members of the Corporation shall consist of all of the record owners of property parcels or lots within the confines of the real property described in the Mid-Pinellas Office Park Declaration of Covenants and Restrictions recorded in the Official Records of Pinellas County, Florida. Each title holder, individual, corporation, professional Corporation, limited liability company, partnership or joint venture owner of a parcel or lot of at least two and one-half (2.5) acres shall have one vote fore each two and one-half (2.5) acres so owned. Each member shall designate an individual representative to execute such an entity's voting rights.
- C. A change of membership in the Corporation shall be established automatically upon the recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing transfer of record or long term ground lease title to a parcel or lot of at least two and one-half (2.5) acres and delivering to the Corporation a copy of such instrument. The owner designated by such instrument shall thereupon become a member of the Corporation and membership of the prior record owner of

said property parcel or lot shall be terminated with respect thereto.

- D. The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated, transferred or encumbered in any manner except as an appurtenance to their property parcel or lot.

#### **ARTICLE V**

##### **Powers**

The Corporation shall have the following powers:

- A. All of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida.
- B. All powers and authority granted to it under and by virtue of the terms of the Declaration of Covenants and Restrictions of MID-PINELLAS OFFICE PARK, as recorded among the Public Records of Pinellas County, Florida ("Declaration").
- C. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of this Corporation and the Rules and Regulations promulgated by this Corporation.
- D. To contract for the management and maintenance of the common areas and commercial development of MID-PINELLAS OFFICE PARK.
- E. To hold all funds and titles to all property acquired by the Corporation and the proceeds hereof for the benefit of the members, in accordance with the provisions contained herein and in the Declaration.
- F. The Corporation shall make no distribution of its income to its members, directors or officers other than through payment of reasonable compensation for services rendered.
- G. In the exercise of the powers herein set forth, the Corporation shall be limited at all times by the laws of the State of Florida governing the operation of not-for-profit corporations and shall be expressly limited and restricted with respect to any assessments to be made pursuant to the Declarations or the corporate By-Laws to provide therein for equal treatment of all record owners/members with allocations for any such assessments to be based solely upon square footage of ownership or ground leased property, exclusive of areas thereof which are the subject of non-exclusive mutual or governmental easements for access, ingress, egress, utility and drainage and exclusive of common areas owned by the Corporation, absent the unanimous vote of the Association members.

#### **ARTICLE VI**

##### **Term**

The existence of the Corporation shall be perpetual.

**ARTICLE VII**  
**Board of Directors**

- A. The affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) persons.
- B. The names and addresses of the first members of the Board of Directors who shall hold office until their successors shall have been appointed, or until removed, are as follows:

Daniel A. Engelhardt - 4500 140th Avenue North, Suite 101  
Airport Business Center  
Clearwater, FL 34622

Steven E. Engelhardt - 4500 140th Avenue North, Suite 101  
Airport Business Center  
Clearwater, FL 34622

Paul D. Engelhardt - 4500 140th Avenue North, Suite 101  
Airport Business Center  
Clearwater, FL 34622

- C. The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an appointment of Directors by members of the Association shall be made pursuant to the terms and conditions set forth in the By-Laws.

Directors appointed at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the appointment of Directors and until the qualification of the successors in office. Annual meetings shall be held at the corporate office on the first Saturday in March of each year at 10:00 A.M.; or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by a Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

**ARTICLE VIII**  
**Corporate Officers and the Management of Corporate Affairs**

- A. The affairs of the Corporation shall be administered by such officers as shall be designed in the By-Laws, but shall consist of at least the following: President, Secretary and Treasurer. The same person may hold one or more offices. The officers shall be appointed by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve until his successor is qualified and elected.
- B. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Daniel A. Engelhardt	4500 140th Avenue North, Suite 101 Airport Business Center Clearwater, FL 34622
Vice President/ Secy/Treasurer	Steven E. Engelhardt	4500 140th Avenue North, Suite 101 Airport Business Center Clearwater, FL 34622
Vice President/ Asst Secretary/ Asst Treasurer	Paul D. Engelhardt	4500 140th Avenue North, Suite 101 Airport Business Center Clearwater, FL 34622

**ARTICLE IX**  
**By-Laws**

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors in accordance with the provisions contained therein.

**ARTICLE X**  
**Indemnification**

The Corporation shall, to the maximum extent afforded by law, fully indemnify any director, officer, agent or employee against any and all claims, demands, losses, expenses and damages incurred incident to their performance of duties or acts and actions undertaken for and on behalf of the Corporation. The Corporation shall have the expressed power and authority to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have authority to indemnify him or her against such liability under the provisions of these Articles, or

under law.

**ARTICLE XI**  
**Amendment of Articles**

- A. These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida.
- B. No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages or other interests in the parcels or lots or the common areas. No amendment to the Articles of Incorporation shall be made which is in conflict with any of the laws of the State of Florida or which is in conflict with any of the terms and provisions of the Declaration of Covenants and Restrictions, as the same shall hereafter be recorded in the Public Records of Pinellas County, Florida.

**ARTICLE XII**  
**Dissolution - Distribution of Assets**

Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and 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 under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as such Court shall determine.

**ARTICLE XIII**  
**Subscribers**

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

Daniel A. Engelhardt  
Steven E. Engelhardt  
Paul D. Engelhardt  
4500 140th Avenue North, Suite 101  
Airport Business Center  
Clearwater, FL 34622

**ARTICLE XIV**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is: 4500 140th Avenue North, Suite 101, Airport Business Center, Clearwater, Florida 34622, and the name of the individual Registered Agent of this Corporation at that address is: STEVEN E. ENGELHARDT. The

Corporation shall have the privilege of establishing such other branches or offices in any other location or in any other city or town in this state or any other state or country as may be approved by the Board of Directors.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their hands and seals this 21 day of July, 1997.

Witnesses as to all parties:

Kathy Jannarone Daniel Engelhardt  
(Print) KATHY JANNARONE DANIEL A. ENGELHARDT

Sonia Collins  
(Print) Sonia Collins

Steven E. Engelhardt  
STEVEN E. ENGELHARDT

Paul B. Engelhardt  
PAUL B. ENGELHARDT

STATE OF FLORIDA     }  
COUNTY OF PINELLAS   }

The foregoing document was acknowledged before me on the 21 day of July, 1997 by DANIEL A. ENGELHARDT, STEVEN E. ENGELHARDT and PAUL D. ENGELHARDT, who: ☒ are personally known to me, or ☐ are not personally known to me, who produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

Kathy Jannarone  
State of Florida at Large

Commission Number & Expiration Date: June 23, 2000



Kathy Jannarone  
MY COMMISSION # CC666407 EXPIRES  
June 23, 2000  
BONDED BY TROY FARM INSURANCE, INC.

Articles of Incorporation  
of Mid-Pinellas Office Park Owners' Association, Inc.

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**


I HEREBY ACCEPT the designation as Registered Agent to accept service of process for the Florida not-for-profit corporation, **MID-PINELLAS OFFICE PARK OWNERS' ASSOCIATION, INC.**

  
\_\_\_\_\_  
STEVEN E. ENGELHARDT

STATE OF FLORIDA       }  
COUNTY OF PINELLAS   }

The foregoing document was acknowledged before me on the 21 day of July, 1997  
by STEVEN E. ENGELHARDT, who: ☒ is personally known to me, or ☐ is not personally known  
to me, who produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

  
\_\_\_\_\_  
State of Florida at Large  
Commission Number & Expiration Date: June 23, 2000

INC MID-PINELLAS  
#11258-07/16/97



Kathy Jannarone  
MY COMMISSION # 00365427 EXPIRES  
June 23, 2000  
BONDED TITLY TROY FARM INSURANCE, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA