

OFF
REC 1916 PG 3490

ARTICLES OF INCORPORATION
KEY WEST PROFESSIONAL CENTRE CONDOMINIUM ASSOCIATION, INC.

TABLE OF CONTENTS

	Page
Article I Definitions	24
Article II Name	24
Article III Term	24
Article IV Purpose	24
Article V Qualification of Members	24
Article VI Registered Office, Name & Acceptance of Registered Agent.	25
Article VII Directors	25
Article VIII Officers	26
Article IX Incorporators	26
Article X Powers	26
Article XI Distribution of Income	27 . .
Article XII By-Laws	27
Article XIII Indemnification	28
Article XIV Accounting	28 .

OFF 191663491
REC

ARTICLES OF INCORPORATION
OF
KEY WEST PROFESSIONAL CENTRE CONDOMINIUM ASSOCIATION, INC.
A Corporation Not for Profit

The undersigned Incorporators, by these Articles, associate themselves for the purpose of forming a Corporation Not for Profit pursuant to Chapter 617 of the Florida Statutes and do hereby adopt the following Articles of Incorporation.

ARTICLE I
DEFINITIONS

These Articles of Incorporation shall have the same definitions as those set forth in the Condominium Declaration, and as may be set out in the Florida Condominium Act.

ARTICLE II
NAME

The name of the Association shall be KEY WEST PROFESSIONAL CENTRE CONDOMINIUM ASSOCIATION, INC., and shall initially have its principal address at 1342 Colonial Boulevard, Fort Myers, Florida 33907, or as from time to time changed by the Board of Directors. (For convenience, the KEY WEST PROFESSIONAL CENTRE CONDOMINIUM ASSOCIATION, INC. shall be referred to in these Articles of Incorporation as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".)

ARTICLE III
TERM

The term of existence of the Association shall be perpetual unless KEY WEST PROFESSIONAL CENTRE CONDOMINIUM is terminated, and in the event of termination of KEY WEST PROFESSIONAL CENTRE CONDOMINIUM, the Association shall be dissolved.

ARTICLE IV
PURPOSE

The Association is organized as a Corporation Not for Profit under the laws of the State of Florida to provide an entity responsible for the operation of KEY WEST PROFESSIONAL CENTRE CONDOMINIUM according to the Declaration of Condominium thereof, now or to be hereafter recorded in the Public Records of Lee County, Florida. Among the specific purposes of this Association shall be the operation, enforcement and maintenance of the properties of the Association and to levy assessments and collect same for the purposes of providing funds with which to continue the operation, enforcement and maintenance of the properties of the Association.

ARTICLE V
QUALIFICATION OF MEMBERS

(A) Membership. The members of the Association shall consist of all of the record title owners of Units in KEY WEST PROFESSIONAL CENTRE CONDOMINIUM, from time to time, and after termination of the Condominium, shall consist of those who were members at the time of such termination, and their successors and assigns.

(B) Assignment. The share 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 for which that share is held.

OFF
#1916PG3492

(C) Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided in the By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

(D) Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE VI REGISTERED OFFICE, NAME AND ACCEPTANCE OF REGISTERED AGENT

The street address of the initial registered office shall be 1515 Broadway, Fort Myers, Florida 33907. The name of the initial registered agent authorized by the Association to accept Service of Process and who agrees to comply with the provisions of Chapter 48 of the Florida Statutes shall be HARVEY B. GOLDBERG.

The Board of Directors may, from time to time, move the registered office of the Association to any other appropriate address in the State of Florida.

Acknowledgment and Acceptance:

Having been named to accept Service of Process for the above stated Association at the place above designated, I hereby agree and accept to act in this capacity and to comply with the provisions of the Chapter relative to keeping the office open.

Harvey B. Goldberg
Registered Agent
HARVEY B. GOLDBERG

ARTICLE VII DIRECTORS

(A) Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) and no more than seven (7) Directors and shall initially consist of three (3) persons. Directors need not be members of the Association or residents of Units in the Condominium.

(B) Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners and Mortgagees when such approval is specifically required.

(C) Election; Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

(D) Term of Developer's Directors. The Developer of the Condominium may appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.

(E) First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are appointed or elected and have qualified, as provided in the By-Laws, are as follows:

OFF
REC 1915 PG 3493

<u>NAME</u>	<u>ADDRESS</u>
CLAYTON R. ZEHNER	1342 Colonial Boulevard Fort Myers, Florida 33907
A. DOUGLAS GRACE	2135 Cottage Street Fort Myers, Florida 33901
LORA ZEHNER	1342 Colonial Boulevard Fort Myers, Florida 33907

ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be appointed by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office or officers, for filling vacancies and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	CLAYTON R. ZEHNER
Vice President	A. DOUGLAS GRACE
Secretary/Treasurer	LORA ZEHNER

ARTICLE IX INCORPORATORS

The name and address of each of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
CLAYTON R. ZEHNER .	1342 Colonial Boulevard Fort Myers, Florida 33907
A. DOUGLAS GRACE	2135 Cottage Street Fort Myers, Florida 33901
LORA ZEHNER	1342 Colonial Boulevard Fort Myers, Florida 33907

ARTICLE X POWERS

The Association shall have all of the powers enumerated in the Florida Statutes regarding Powers of Corporations and their Directors and Officers as set forth in the Florida Condominium Act, Chapter 617 of the Florida Statutes and Chapter 607 of the Florida Statutes where the same are consistent with the Florida Condominium Act. In addition thereto, but not limited thereby, the Association shall have all of the powers and duties reasonably necessary to operate the KEY WEST PROFESSIONAL CENTRE CONDOMINIUM and such powers and duties as are set forth in the Declaration, these Articles and the By-Laws as they may, from time to time, be amended.

(A) To acquire and enter into agreements whereby it acquires land, leaseholds, memberships or other possessory or use interests in lands or facilities for use and benefit of the unit owners.

(B) To contract with a third party for the management of the KEY WEST PROFESSIONAL CENTRE CONDOMINIUM and to delegate to the contractor, all powers and duties of this Association except such as are specifically required by the Declaration and/or the By-Laws to have the approval of the Board of Directors or the membership of the Association.

OFF 1916 PG 3494

(C) To acquire by purchase or otherwise condominium parcels for the KEY WEST PROFESSIONAL CENTRE CONDOMINIUM, subject nevertheless to the applicable provisions of the Declaration and/or By-Laws.

(D) To operate and manage KEY WEST PROFESSIONAL CENTRE CONDOMINIUM in accordance with the sense, meaning, direction, purpose and intent of the respective Declaration as the same may, from time to time, be amended and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated by the Declaration and/or By-Laws.

(E) To make and collect Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

ARTICLE XI DISTRIBUTION OF INCOME

The Association shall make no distribution of income to its Members, Directors or Officers. This provision shall not preclude the Board from employing a Director or Officer of the Association as an employee of the Association, nor shall it preclude any Officer, Director or Member of the Association from dealing with the Board of Directors for performance of services, purchase of products, equipment or other things for the benefit of the Owners on an arms length basis and for receiving fair and negotiated compensation therefor.

ARTICLE XII BY-LAWS

The original By-Laws shall be made by the Board of Directors and declared under the Declaration of Condominium. The same may thereafter be amended, altered or rescinded only with the approval of not less than a majority of the Board of Directors and not less than seventy five percent (75%) of the members of the Association. In addition, any action affecting any of the following shall require the approval of at least fifty-one percent (51%) of the mortgage holders holding mortgages on units.

- (A) Voting.
- (B) Assessments, assessment liens or subordination of such liens.
- (C) Reserves for maintenance, repairs and replacement of the Common Elements.
- (D) Insurance or fidelity bonds.
- (E) Rights to use the Common Elements.
- (F) Responsibility for maintenance and repairs of the several portions of the Condominium.
- (G) Expansion or contraction of the Condominium or the addition, annexation or withdrawal of property to or from the Condominium.
- (H) Boundaries of any Unit.
- (I) The interests in the general or Limited Common Elements.
- (J) Convertability of units into Common Elements or of Common Elements into Units.
- (K) Leasing of Units.

05 1916 PG 34 95

(L) Imposition of any right of first refusal or similar restriction on the right of a unit Owner to sell, transfer or otherwise convey his or her unit.

(M) Any provisions which are for the express benefit of mortgage holders, insurers or guarantors of the first mortgages on Units.

(N) Termination of the Condominium.

An amendment or addition to such documents shall not be considered material if it is for the purpose of correcting technical errors or for clarification only.

A mortgage holder who receives a written request to approve an amendment or other action regarding the Articles or By-Laws, who does not deliver or post to the requesting party, a negative response within thirty (30) days shall be deemed to have approved such request.

ARTICLE XIII INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any pending or contemplated action 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. Such indemnification shall be for fees, expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement that are or were actually and reasonably incurred by him in connection with such action, suit or proceeding; provided, however, that he acted in good faith and in a reasonably prudent manner in, or not opposed to, the best interests of the Association; and, with respect to any criminal action or proceeding, that he would have no reasonable cause to believe his conduct was unlawful.

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. 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 and in a manner which one might reasonably believe to be in or not opposed to the best interest of the Association; and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE XIV ACCOUNTING

The accounting year for the Association shall be the calendar year.

FILE
REC 1916 PG 3496

The undersigned, being all of the Incorporators hereto, do hereby subscribe to these Articles of Incorporation, this 14th day of May, 1987.

Clayton R. Zehner
CLAYTON R. ZEHNER

Catherine P. Chastard
Susan P. Chase

A. Douglas Grace
A. DOUGLAS GRACE

Lora Zehner
LORA ZEHNER

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared CLAYTON R. ZEHNER, A. DOUGLAS GRACE and LORA ZEHNER, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 14th day of May, 1987.

Catherine P. Chastard
Notary Public

My Commission Expires:

3-22-90