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OVERSTREET, MILES, RITCH & CUMBIE, P. A
ATTORNEYS AT LAW

100 Church Street
Kissimmee, Florida 34741

MURRAY OVERSTREET
STEVE MILES
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KISSIMMEE: 407 847-5151

FACSIMILE: 407 847-3353

January 26, 2000

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-01/28/00-01045-012
*****70.00 *****70.00

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

FILED
00 FEB 14 PM 3:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: St. Cloud Commercial Centers Property Owners Association, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<u>X</u> \$70.00	<u> </u> \$78.75	<u> </u> \$122.50	<u> </u> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy (Additional Copy Required)	Filing Fee, Certified Copy & Certificate (Additional Copy Required)

FROM: R. Stephen Miles, Jr.
Name (Printed or typed)

100 Church Street
Address

Kissimmee, FL 34741
City, State & Zip

(407) 847-5151
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles

T. Burch FEB 14 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 2, 2000

OVERSTREET, MILES, RITCH & CUMBIE, P.A.
ATTN: R. STEPHEN MILES, JR.
100 CHURCH STREET
KISSIMMEE, FL 34741

SUBJECT: ST. CLOUD COMMERCIAL CENTERS PROPERTY OWNERS
ASSOCIATION, INC.
Ref. Number: W00000002996

We have received your document for ST. CLOUD COMMERCIAL CENTERS
PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$70.00.
However, the enclosed document has not been filed and is being returned for the
following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never
have fewer than three directors.

Please return the original and one copy of 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
(850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 500A00005052

FILED

00 FEB 14 PM 3:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ST. CLOUD COMMERCIAL CENTERS PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I.

NAME

The name of the corporation shall be St. Cloud Commercial Centers Property Owners Association, Inc.

ARTICLE II.

ADDRESS OF ASSOCIATION

The street address of the initial registered office of this corporation is 100 Church Street, Kissimmee, FL 34741 and the name of the initial registered agent of this corporation at that address is R. Stephen Miles, Jr. The mailing address of the corporation is also 100 Church Street, Kissimmee, FL 34741.

ARTICLE III.

PURPOSE OF ASSOCIATION

The general nature, objects and purposes of the Association shall be:

A. To promote the health, safety and welfare of the owners of the property described as St. Cloud Commercial Centers, according to the Plat thereof filed among the public records of Osceola County, Florida, (hereinafter "the Subdivision").

B. To provide for the improvement, maintenance and preservation of the Subdivision;

C. To administer and enforce all of the terms and conditions of that Declaration of Covenants, Conditions, Restrictions and Easements on the Subdivision, together with those matters

and things shown on the recorded plat of the Subdivision;

- D. To operate without profit for the sole and exclusive benefit of its members.

ARTICLE IV.

POWERS OF ASSOCIATION

The Association shall have all of the powers and duties reasonably necessary to operate and maintain the Association, including but not limited to, to the following:

- A. To exercise and enforce all of the powers, privileges and duties set forth in the above described Declaration as it presently exists and as it may be amended;

- B. To establish, levy, collect and enforce payment of all fees, dues, charges or assessments pursuant to the terms of the aforesaid Declaration or By-laws of the Association for all of the purposes of the Association and to create and establish reasonable reserves for those purposes;

- C. To pay all expenses incident to the conduct of the business of the Association;

- D. To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

- E. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property and to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association;

- F. To charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Association;

- G. To pay taxes and other charges, if any, on or against any property owned, used or accepted by the Association;

- H. To borrow money and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for money borrowed or in payment for

property acquired or for any of the other purposes of the Association and to secure the payments for such obligations by mortgages, pledges or other instruments of trust, by liens upon or assignment of or agreement in regard to all or any part of the property rights or privileges of the Association;

I. To exercise any and all powers, rights and privileges which a corporation organized under the laws of the State of Florida with regard to corporations not for profit may now or hereafter have or exercise under said laws.

ARTICLE V.

MEMBERSHIP

The members of the Association shall consist of the fee simple owners of the platted lots in the Subdivision. Membership shall be as a result of the ownership of a platted lot and may not be separated from such ownership. The foregoing is not intended to include as members persons or entities who hold an interest merely as security for the performance of an obligation.

ARTICLE VI.

VOTING RIGHTS

The Association shall have two classes of voting members:

Class A - Class A members shall be all owners, with the exception of the Declarant, and shall be entitled to one vote for each full tenth of an acre of a lot within the Subdivision owned by each such member. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lots shall be exercised as those owners determine, but in no event shall more than one vote be cast with respect to any single tenth of an acre.

Class B - The Class B members shall be the Declarant (as defined in the Declaration) who shall be entitled to five (5) votes for each full tenth of an acre of any lot owned. The Class B membership shall continue to exist for so long as Declarant shall own any property with the Subdivision.

ARTICLE VII.
BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) directors. The exact number of directors shall be fixed from time to time by the By-laws as adopted and amended by the membership of the Association. The initial Board of Directors shall consist of three (3) directors, who shall hold office until the election of his successors, and the name and address of the member of the first Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Henry C. Yates	3825 Canoe Creek Road St. Cloud, FL 34772
R. Stephen Miles, Jr.	100 Church Street Kissimmee, FL 34741
John J. Jones	P.O. Box 540118 Orlando, FL 32854

ARTICLE VIII.
OFFICERS

The officers of the Association shall be a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, establish. Any two or more offices may be held by the same person except the offices of President and Secretary may not be held by the same person. The officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the members of the Association. The names and addresses of the initial officers who shall serve until their successors are elected by the Board of Directors are:

President:	Henry C. Yates 3825 Canoe Creek Road St. Cloud, FL 34772
Secretary and Treasurer:	John J. Jones P.O. Box 540118 Orlando, FL 32854

ARTICLE IX.

DURATION

The corporation shall have perpetual existence.

ARTICLE X.

BYLAWS

The members of the Association shall adopt By-laws consistent with these Articles and said By-laws may be amended, altered or rescinded by the majority of the votes entitled to be cast by the membership of the Association.

ARTICLES XI.

CONTRACTS BETWEEN ASSOCIATION AND OFFICERS/DIRECTORS

No contract or transaction between the Association and one or more of its officers or directors or between the Association and any other legal entity in which one or more of the officers or directors of the Association are interested in any manner, shall be invalid, void or voidable solely for that reason, or solely because an officer or director of the Association is present at or participates in the meeting of the Board of Directors of the Association or any committee thereof which authorized such a contract or transaction, or solely because of the vote of such officer or direction in connection therewith. No officer or director of the Association shall incur a liability by reason of the fact that such officer or director is or may be interested in any such contract or transaction. Interested directors may be counted in determining the presence of a quorum at the meeting of the Board of Directors or any committee thereof which authorizes contracts or transaction.

ARTICLE XII.

DISSOLUTION

This Association may be dissolved upon the written consent of three-fourths (3/4) of the votes entitled to be cast by the membership of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency and shall be used for purposes similar to those for which this Association was created. In the event that such dedication is refused or in the event that those

persons voting for dissolution so indicate, such assets shall be granted, conveyed or assigned to any other non-profit corporation devoted to such similar purposes.

ARTICLE XIII.

AMENDMENTS

These Articles may be altered, amended, or repealed in the following manner:

A. Notice of the proposed amendment shall be included in the notice of any meeting in which a proposed amendment is considered.

B. A resolution for the adoption of the proposed amendment may be proposed either by the Board of Directors or by the members of the Association, however, the proposed amendment shall be adopted only by at least two-thirds of the votes entitled to be cast by the members of the Association.

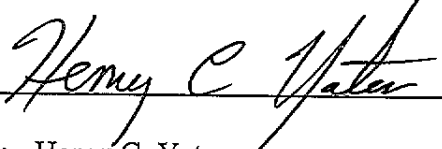
ARTICLE XIV.

SUBSCRIBERS

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

Henry C. Yates
3825 Canoe Creek Road
St. Cloud, FL 34772

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on January 24, 2000.

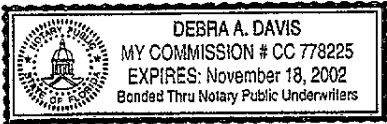

Name: Henry C. Yates

STATE OF FLORIDA
COUNTY OF OSCEOLA

FILED
00 FEB 14 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized by the State and County aforesaid to take acknowledgments, personally appeared Henry C. Yates, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed and subscribed to the same. He is personally known to me or has produced _____ as identification.

WITNESS my hand and seal this 25th day of January, 2000.



Debra A Davis
NOTARY PUBLIC, State of Florida
My Commission expires: 11/18/2002

ACCEPTANCE OF REGISTERED AGENT

I, R. Stephen Miles, Jr., having been named to accept service of process for St. Cloud Commercial Centers Property Owners Association Inc., desiring to organize under the laws of the State of Florida, with its principal office at 100 Church Street, Kissimmee, FL 34741, hereby accepts to act as Registered Agent for said corporation, and agrees to comply with the provisions of the Florida Statutes, to keeping open said office, and upon whom process may be served.

R Stephen Miles Jr.
(Registered Agent)