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AUTHORIZATION : *Patricia Pizeto*
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ORDER DATE : September 5, 2000
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ORDER NO. : 820162-005
CUSTOMER NO: 81413A

CUSTOMER: David K. Deitrich, Esq
Dye Deitrich Prather Petruff &
St. Paul, P.l.
The Riverview Center, Ste. 300
1111 Third Avenue West
Bradenton, FL 34205

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DOMESTIC FILING

NAME: PERIDIA OFFICE PARK
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

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**ARTICLES OF INCORPORATION
OF
PERIDIA OFFICE PARK ASSOCIATION, INC.
A Florida Corporation Not-For-Profit**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE 1.
NAME.**

The name of the corporation is PERIDA OFFICE PARK ASSOCIATION, INC. (the "Association").

**ARTICLE 2.
PRINCIPAL OFFICE AND MAILING ADDRESS.**

The address of the principal office and the mailing address of the corporation is 1111 Third Avenue West, Suite 300, Bradenton, Florida, 34205.

**ARTICLE 3.
DURATION.**

(a) Corporate existence will commence as soon as these Articles are filed with the Office of the Secretary of State of Florida. The term of existence of the Association is perpetual.

(b) If the Association is dissolved, the control or right of access to the property containing the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility, and if not accepted, then the Surface Water Management System Facilities shall be conveyed to a not-for-profit corporation similar to the Association. For the purposes hereof, there shall be no obligation to transfer the control or access to the Surface Water Management System Facilities if the Association is administratively dissolved by the Florida Department of State under circumstances in which the Association does not intend dissolution and such intent is confirmed by the subsequent reinstatement of the Association.

**ARTICLE 4.
PURPOSES.**

The purpose for which the Association is organized is to provide an entity for the maintenance, preservation, management and control of certain property located in Manatee County, Florida, which property is subject to the Declaration of Protective Covenants for Peridia Office Park, which is to be recorded in the Public Records of Manatee County, Florida, as same shall from time to time be amended and supplemented (the "Declaration"). The Association shall have the further purpose of promoting the safety and welfare of the Owners of the Subdivision in accordance with the Declaration. For the purposes of these Articles and any Bylaws adopted pursuant hereto, capitalized terms shall have the meanings set forth in the Declaration.

**ARTICLE 5.
POWERS.**

The Association shall have all of the common law and statutory powers of a corporation not-for-profit except as expressly limited or prohibited by these Articles or the Declaration. The powers of the Association shall be subject to and be exercised in accordance with the laws of Florida, the Declaration, these Articles and the Bylaws. Without limiting the generality of the foregoing, the Association shall have the specific power to:

- (a) own, operate, maintain and convey property, including but not necessarily limited to, any Common Property of the Association;
- (b) operate and maintain the Surface Water Management System Facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas;
- (c) levy Assessments against Members and enforce said Assessments in accordance with the Declaration;
- (d) adopt and amend rules and regulations;
- (e) sue and be sued;
- (f) contract for services to provide for operation and maintenance of the Surface Water

Management System Facilities; and

- (g) take any other action necessary for the purposes for which the Association is organized.

**ARTICLE 6.
MEMBERS.**

The Members of the Association are those persons, including the Declarant, owning Lots within the Subdivision. The Declaration and the Bylaws of the Association contain provisions relating to the qualifications for membership, classification of membership, if any, termination of membership, voting and other rights of Members and all other matters pertaining to the Members.

**ARTICLE 7.
DIRECTORS.**

The affairs of the Association shall be managed by a Board of Directors consisting of an odd number of members determined from time to time in accordance with the Bylaws. In no event shall the Board of Directors consist of fewer than three (3) members. The method of election of the Directors of the Association is set forth in the Bylaws.

**ARTICLE 8.
INDEMNIFICATION.**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him, in connection with any proceeding or the settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or officer may be entitled.

**ARTICLE 9.
INITIAL REGISTERED AGENT AND OFFICE.**

The initial registered office of the Association shall be located at 1111 Third Avenue West, Suite 300, Bradenton, FL 34205. The initial Registered Agent of the Association at that address shall be David K. Deitrich.

**ARTICLE 10.
INCORPORATOR.**

The name and address of the incorporator is David K. Deitrich, 1111 Third Avenue West, Suite 300, Bradenton, FL 34205.

**ARTICLE 11.
AMENDMENTS.**

These Articles may be amended as follows:

(a) Prior to the Turnover Date, the Declarant may amend these Articles in any manner whatsoever, without consent of any of the Owners or anyone else.

(b) After the Turnover Date, these Articles may be amended by affirmative vote of a majority of the Owners present at a meeting for which notice of the change to be made is given, and at which a quorum is present. The Board of Directors may adopt a resolution setting forth a proposed amendment and directing that it be submitted to a vote at a meeting of the Members entitled to vote on the proposed amendment, which may be either an annual or special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each Member entitled to vote at such meeting.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of August, 2000.



David K. Deitrich

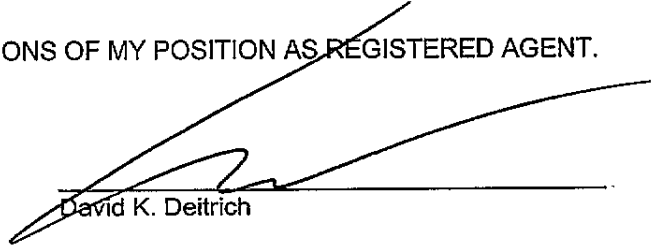
CERTIFICATE OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the Corporation is Peridia Office Park Association, Inc.
2. The name and address of the Registered Agent and office of the Corporation is:

David K. Deitrich, 1111 Third Avenue West, Suite 300, Bradenton, FL 34205.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



David K. Deitrich

Dated: August 31, 2000.

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