

Sunstate Research
Requester's Name

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NO1000002169

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Interchange Center Property
(Corporation Name) (Document #)

2. Owners' Association, Inc
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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-03/26/01--01084--018
*****78.75 *****78.75

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 01 MAR 26 PM 2:09
 09 MAR 26 AM 11:47
FILED RECEIVED
 26735
 TS

Examiner's Initials

T. SMITH MAR 28 2001

9/



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 26, 2001

SUNSTATE RESEARCH

SUBJECT: INTERCHANGE CENTER PROPERTY OWNERS' ASSOCIATION, INC.
Ref. Number: W01000006735

*Corrected
Please give
3/26 file date
Thank you*

We have received your document for INTERCHANGE CENTER PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 487-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 101A00018081

FILED
01 MAR 28 AM 10:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERCHANGE CENTER PROPERTY OWNERS' ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation, not for profit, and do hereby certify:

ARTICLE I

NAME

The name of the corporation is **INTERCHANGE CENTER PROPERTY OWNERS' ASSOCIATION, INC.** (hereafter called the "Association").

ARTICLE II

OFFICE

The principal office of the Association is located at 300 S. Orange Avenue, Suite 1000, Orlando, Florida 32801.

ARTICLE III

REGISTERED AGENT

James G. Willard, Esquire, whose address is 300 S. Orange Avenue, Suite 1000, Orlando, Florida 32801, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

DEFINITIONS

Unless otherwise provided herein to the contrary, all capitalized terms and words utilized herein shall be as defined in that certain Interchange Center Declaration of Easements, Covenants, and Restrictions dated March 22, 2001 and recorded or to be recorded in the Public Records of Hillsborough County, Florida (the "**Declaration**").

FILED
MAR 26 PM 2:00
CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for the maintenance and preservation of the Common Areas within the Land located in Hillsborough County, Florida, as more particularly described in the Declaration, and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Have and exercise any and all powers, rights and privileges which a not for profit corporation organized under the laws of the State of Florida may by law now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

The record owner of each Parcel or portion thereof which is subject to assessment by the Association, including contract sellers, shall be a Member of the Association. If an Owner consists of more than one person or entity, it shall collectively constitute one Member. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, unless it has obtained title to such Parcel through a judicial foreclosure sale. Membership shall be appurtenant to and may not be separated from ownership of any Parcel or portion thereof which is subject to assessment by the Association.

ARTICLE VII

MEETING OF MEMBERS: QUORUM REQUIREMENTS

The presence at any meeting of Members entitled to cast, or of proxies entitled to cast, thirty (30%) percent of the votes shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration or the Bylaws.

ARTICLE VIII

VOTING RIGHTS

The Association shall have two (2) classes of membership:

Class A. The Class A Member shall be the Declarant.

Class B. The Class B Members shall be all Owners other than the Declarant.

The voting rights of the Class A and Class B Members shall be as established in Article III of the Declaration.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, who need not be Members of the Association. The Board of Directors shall consist of not less than, nor more than three (3) members. The number of members of the Board shall be determined in accordance with the Bylaws.

The names and addresses of the initial members of the Board who shall hold office until their successors are elected or appointed, or until removed, are as follows:

Peter E. Bancroft

225 East Redwood Street
Baltimore, Maryland 21202

Paul J. Bryan

300 South Orange Avenue, #1000
Orlando, Florida 32801

James G. Willard

300 South Orange Avenue, #1000
Orlando, Florida 32801

Any member of the Board may be removed, and vacancies on the Board be filled, in the manner provided by the Bylaws.

All of the duties and powers of the Association existing under Chapter 617 of the Florida Statutes, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the Members only when specifically required.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members entitled to vote. 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 to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not for profit corporation, association, trust or other organization to be devoted to such similar purposes.

In the event of termination, dissolution or final liquidation of the Association, responsibility for the operation and maintenance of the Master Drainage System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI

DURATION

The Association shall exist perpetually.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator is as follows:

James G. Willard
300 South Orange Avenue, Suite 1000
Orlando, Florida 32801

ARTICLE XIII

AMENDMENTS

These Articles may be amended by a simple majority of the total votes of the Members entitled to vote. The amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the Members entitled to vote duly called for that purpose, or at an annual meeting of the Members entitled to vote; provided, however, the foregoing requirement as to a meeting of the Members entitled to votes shall not be construed to prevent the Members entitled to vote from waiving notice of a meeting; provided further, if Members entitled to vote (and/or persons holding valid proxies) with not less than sixty-six and two-thirds percent (66 2/3%) of the votes of the entire membership sign a written consent manifesting their intent that an Amendment to these Articles be adopted, then such Amendment shall thereby be adopted as though proposed by the Board of Directors and voted on at a meeting of the membership as hereinabove provided. Notwithstanding anything herein to the contrary, the purpose of the Association, as defined in Article V, may only be amended by a unanimous vote of all Owners.

ARTICLE XIV

BYLAWS

The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a simple majority of the votes of the Members entitled to vote, either in person or by proxy.

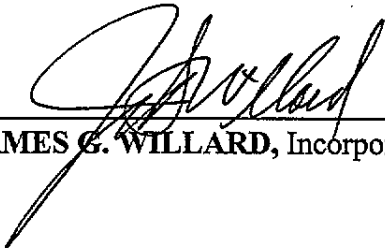
ARTICLE XV

INDEMNIFICATION

Subject to and consistent with the requirements and procedures for such indemnification under the applicable provisions of the Florida Statutes, the Association shall defend, indemnify and hold harmless 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 proceeding (other than an action by or in the name of the Association), whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, committee member or agent of the Association, from and against any and all liabilities, expenses (including attorneys' and paralegals' fees and for all stages prior to and in connection with any such action, suit or proceeding, including all appellate proceedings), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and 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, had no reasonable

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

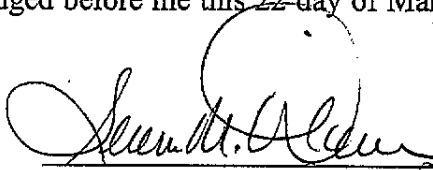
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 22 day of March, 2001.



JAMES G. WILLARD, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

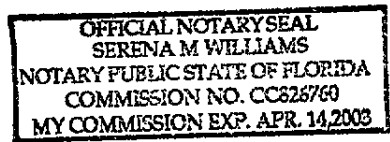
The foregoing instrument was acknowledged before me this 22 day of March, 2001, by JAMES G. WILLARD.



Notary Public
Serena M. Williams
Print, Type, or Stamp Commissioned Name of Notary Public
My Commission Expires:

Personally Known OR Produced Identification

Type of Identification Produced _____



REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That the Interchange Center Property Owners' Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named JAMES G. WILLARD located at 300 S. Orange Avenue - Suite 1000, Orlando, Florida 32801, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states he is familiar with §617.0501, Florida Statutes.



JAMES G. WILLARD, Registered Agent

DATED: March 22, 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
01 MAR 26 PM 2:01
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