

ROBERTS & LAW, P.A.

ATTORNEYS AT LAW

POST OFFICE BOX 57

250 S. MAIN AVENUE

GROVELAND, FLORIDA 34736

TELEPHONE NUMBER: (352) 429-2183

FAX NUMBER: (352) 429-3035

ARTHUR E. ROBERTS
(1929-1997)

JULIA R. LAW

Handwritten: 00000003744

May 9, 2002

300005504563--4
-05/13/02--01004--007
122.50 **78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Storage Unlimited Property Owners' Association, Inc.

Gentlemen:

Relative to the subject new corporation, enclosed please find the original and one copy of the articles of incorporation, which I would appreciate your filing and returning the copy to me certified.

Also enclosed is my trust account check in the amount of \$122.50, representing the \$35.00 filing fee, \$52.50 for certified copy, and \$35.00 for registered agent fee.

Thanking you for your assistance in this matter, I remain

Sincerely,

Julia R. Law

JULIA R. LAW

JRL/bs

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 13 AM 11:56

MAY 16 2002

Handwritten signature/initials

ARTICLES OF INCORPORATION
OF
STORAGE UNLIMITED PROPERTY OWNERS' ASSOCIATION, INC.
(A Florida Non-Profit Corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 13 AM 11:56

ARTICLE I

The name of the corporation is STORAGE UNLIMITED PROPERTY OWNERS' ASSOCIATION, INC.

(a) Storage Unlimited, Inc., a Florida For Profit Corporation, is the owner in fee simple of real property described in Exhibit AA attached hereto. Storage Unlimited, Inc. intends to develop the Exhibit AA property as a multi-phased planned unit development for commercial storage facilities and other commercial purposes, to be known as Storage Unlimited Planned Unit Development.

(b) Storage Unlimited, Inc. has established a land use plan for a portion of the Exhibit AA Property, hereinafter referred to as the "Committed Property" (See Exhibit BB), and desires to provide for the enhancement and protection of the value, attractiveness, and desirability of the lots, as well as other property lying within the Committed Property, and reserves the right to make the remaining portion of the Exhibit AA property ("the UnCommitted Property") (See Exhibit CC) subject to these Articles of Incorporation at a future date.

(c) Storage Unlimited, Inc. may, from time to time, determine to commit all or any part of the UnCommitted Property to the land use provisions and other benefits and covenants contained in these Articles of Incorporation. Storage Unlimited, Inc. will have sole discretion to decide whether to commit any portion of the UnCommitted Property or additional property to these Articles of

Incorporation. In the event Storage Unlimited, Inc. chooses to do so, an Addendum will be prepared in connection with Declaration of Covenants, Conditions and Restrictions (that was recorded with these Articles of Incorporation), and recorded in the public records of Lake County, Florida, to which there will be a legal description of the portion of the subject property then being committed to these Articles of Incorporation. The Association, if requested, shall, on demand of the Storage Unlimited, Inc., join and consent to any such addendum. Should Storage Unlimited, Inc. determine at any time that all or any part of the UnCommitted Property will not become part of the Committed Property, Storage Unlimited, Inc. will execute a statement to that effect, containing a legal description of the property. On recording such statement in the public records of Lake County, Florida, the property therein described shall no longer be subject to conversion to Committed Property and may be developed and/or used by Storage Unlimited, Inc. for any purposes consistent with applicable zoning regulations

ARTICLE II

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance of water retention areas, stormwater facilities, private roads and parking lots, landscaping and irrigation within that certain tract of property described as:

ALL THAT REAL PROPERTY DESCRIBED IN EXHIBIT "B"

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this corporation for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property described in Exhibit "B" and recorded in the Public Records of Lake County, Florida, and as the same may be amended from time to time as therein provided, said declaration being incorporated herein as 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 corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

(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 corporation;

(d) Borrow money, and with the assent of two-thirds (2/3) of the members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

(g) The corporation shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants, Conditions and Restrictions which relate to the surface water or stormwater management system;

(h) The corporation shall maintain the private roads and parking lots within the property, so as to provide free and passable ingress and egress to the nearest state or county maintained road.

(i) The corporation shall levy and collect adequate assessments against members of the corporation for the costs of maintenance and operation of the surface water or stormwater management system, and the private roads and parking lots within the property, landscaping, irrigation, and garbage removal.

(j) Have and to exercise any and all powers, rights, and privileges which a corporation may now or hereafter have or exercise under the laws of the State of Florida governing corporations not for profit.

ARTICLE III

The term of existence of the corporation shall be perpetual.

ARTICLE IV

There shall be three (3) members of the initial Board of Directors of the corporation. The names and address of the persons who are to serve as directors until the first election thereof are as follows:

WARD A. CHEEK	824 Michigan Street (P.O. Box 255) Mt. Dora, Florida 32756
DIANE B. CHEEK	824 Michigan Street (P.O. Box 255) Mt. Dora, Florida 32756
JAMES L. GISSY	9259 Pointe Cypress Drive Orlando, Florida 32826.

Thereafter, the Board of Directors shall be elected by a majority of the members pursuant to the by-laws of the corporation.

ARTICLE V

The affairs of the corporation are to be managed by a President and Secretary-Treasurer. Such officers will be elected annually pursuant to the by-laws of the corporation.

ARTICLE VI

(a) This corporation shall have no capital stock and shall be composed of members rather than stockholders.

(b) Membership. Every Owner, including the Storage Unlimited, Inc., shall be a Member of the Corporation, and by acceptance of a deed or other instrument evidencing ownership interest, each Owner accepts membership in the Corporation, acknowledges the authority of the Corporation as herein stated, and agrees to abide by and be bound by the provisions of the Declaration, these Articles of Incorporation, the By-laws and other rules and regulations of the Corporation.

(c) Allocation of Voting Rights. Members of the Corporation shall be allocated votes as follows:

- Class A. Class A Members shall be all those Owners as defined in Section 3 with the exception of the Developer (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify). Except as provided below, Class A Members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership by Section 3. When more than one person holds such interest or interests in any lot, all such persons shall be Members, and the vote for such lot shall be exercised as they among themselves determine, but, subject only as provided in the following sentence. In no event shall more than one vote be cast with respect to any such lot.
- Class B. The Class B Member shall be the Developer, its successors and assigns. The Class B Member shall be entitled to nine (9) votes per lot that was platted on or after March 1, 2002 AND nine (9) votes per acre of the Property in Exhibit AA that was platted prior to March 1, 2002. The Class B Membership shall cease and terminate on the Turnover Date as required by Section 720.307, Florida Statutes. Developer has the right, but not the obligation, to convert Class B Membership into Class A Membership sooner than required by Section 720.307, Florida Statutes (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Corporation).

(d) Storage Unlimited, Inc.'s Rights in the Corporation. The Storage Unlimited, Inc. shall be entitled to appoint at least one (1) member of the Board of Directors of the Corporation (the "Board") for as long as the Storage Unlimited, Inc. is the owner of any lot. While Storage Unlimited, Inc. is entitled to representation on the Board, whether the Storage Unlimited, Inc. exercises the right to appoint or not, the Board or the Corporation shall have no authority to, and shall not undertake any action, which shall: (a) Adopt signage restrictions, or prohibit or restrict in any manner the sales and marketing program of the Storage Unlimited, Inc.; (b) Make any special or individual assessment against or impose any fine upon the Storage Unlimited, Inc.'s property; (c) Terminate or cancel any contracts of the Corporation entered into while the initial Board was in office; (d) terminate or waive any rights of the Corporation under these Articles of Incorporation; (e) convey, lease, mortgage, alienate or pledge any easements or Common Properties of the Corporation; (f) terminate or cancel any easements granted hereunder or by the Corporation; (g) terminate or impair in any fashion any easements, powers or rights of the Storage Unlimited, Inc. hereunder; h) restrict the Storage Unlimited, Inc.'s right of use, access and enjoyment of any of the lots: or (i) cause the Corporation to default on any obligation under any contract or these Articles of Incorporation, unless the Storage Unlimited, Inc. consents in writing to the prohibited action. Its appointee on the Board, or other person designated to so act by the Storage Unlimited, Inc., shall exercise the Storage Unlimited, Inc.'s consent.

(e) Storage Unlimited, Inc. Veto Power. From and after the termination of the Class B membership, Storage Unlimited, Inc. shall have veto power over all actions of the Corporation and the Board. This power shall expire when the Class A vote equals ninety (90%) percent of the total membership vote of the Corporation. No action authorized by the Corporation or the Board shall take effect, nor shall any action, policy or program be implemented, until and unless:

(i) Storage Unlimited, Inc. shall have been given written notice of each meeting of the Members and of the Board by certified mail, return receipt requested or by personal delivery, which notice otherwise complies with the terms of the Bylaws as to regular and special meetings of the Members and Board, which notice shall set forth with reasonable particularity the agenda to be followed at said meeting; and (ii) Storage Unlimited, Inc. shall have been given the opportunity at each such meeting to join in the discussion of any proposed action, policy, or program to be implemented by the Board or the Corporation and to make its concerns and suggestions known to the Members of the Corporation or the Board, At such meeting, Storage Unlimited, Inc. shall have veto power over any such action, policy or program proposed, authorized or taken by the Board or the Corporation. Except as set forth in subsection (iii) below, the Storage Unlimited, Inc.'s veto must be exercised by the Storage Unlimited, Inc., its representatives or agent at or following the meeting to consider such proposed action. The veto power shall not include the authority to require any affirmative action on behalf of the Board or the Corporation: and (iii) If any action, policy or program is to be implemented by prior consent without the formality of a meeting, the Storage Unlimited, Inc.

shall be provided a written notice and description of the proposed action, policy or program at least ten (10) days in advance of such implementation, and Storage Unlimited, Inc. shall have five (5) days after receipt of such notice to exercise its veto; (iv) Storage Unlimited, Inc. shall not exercise its veto power in an arbitrary or capricious manner.

ARTICLE VII

The by-laws of the corporation are to be made, altered or rescinded by the voting members of the corporation.

ARTICLE VIII

These Article of Incorporation may be amended by the act of the voting members of the corporation. Such amendments may be proposed and adopted in the manner provided in the by-laws of the corporation.

ARTICLE IX

This corporation shall be dissolved and its affairs wound up by a two-thirds (2/3) vote of the corporation's voting members or when the object for which the corporation is organized has been fully accomplished.

In the event of termination, dissolution or final liquidation of the corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X

The address of this corporation's initial registered office in the State of
/is 824 Michigan Street, Mt. Dora, Florida.
Florida The name of the initial registered agent at the above address is WARD
A. CHEEK.

ARTICLE XI

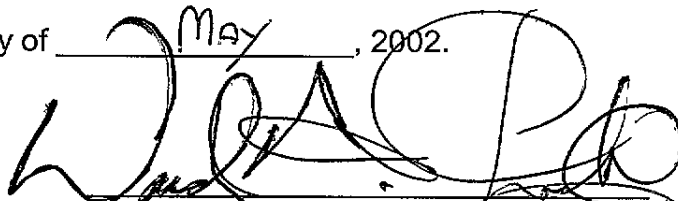
The name and residence address of the subscribers of these Articles of
Incorporation are:

WARD A. CHEEK	824 Michigan Street (P.O. Box 255) Mt. Dora, Florida 32756
DIANE B. CHEEK	824 Michigan Street (P.O. Box 255) Mt. Dora, Florida 32756
JAMES L. GISSY	9259 Pointe Cypress Drive Orlando, FL 32836.

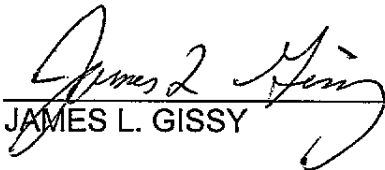
ARTICLE XII

Existence of the corporation shall commence with the filing of these
Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this
corporation under the laws of the State of Florida have executed these Articles of
Incorporation on the 7th day of May, 2002.


WARD A. CHEEK

DIANE B. CHEEK


JAMES L. GISSY

STATE OF FLORIDA
COUNTY OF Lake

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared WARD A. CHEEK, who is personally known to me or who has produced _____, as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of MAY, 2002.

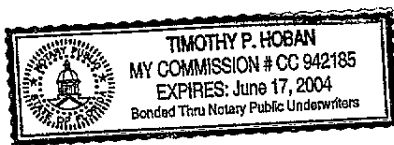


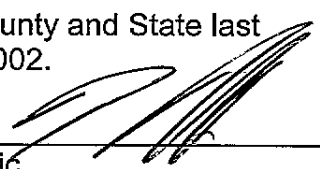

Notary Public

STATE OF FLORIDA
COUNTY OF Lake

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared DIANE B. CHEEK, who is personally known to me or who has produced _____, as identification, and who executed the foregoing instrument and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of MAY, 2002.




Notary Public

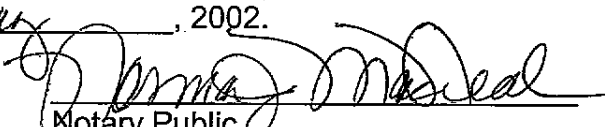
STATE OF FLORIDA

COUNTY OF Orange

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JAMES L. GISSY, who is personally known to me or who has produced

_____, as identification, and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of May, 2002.


Notary Public



Norma J. MacNeal
MY COMMISSION # DD020916 EXPIRES
May 31, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

EXHIBIT AA
LEGAL DESCRIPTION

BLOCKS 377, 378, 383, 384

AND

THAT PART OF BLOCKS 393 AND 394 LYING NORTH OF THE RAILROAD
RIGHT OF WAY IN MOUNT DORA, PLAT OF CITY OF MOUNT DORA, PLAT
BOOK 3, PAGE 41, PUBLIC RECORDS OF LAKE COUNTY, FLORIDA.

Exhibit BB

Committed Property

LEGAL DESCRIPTION

Lots 1-8, Plat of Storage Unlimited Phase One, Plat Book 46, Page 93, Public Records of Lake County, Florida.

Exhibit CC

UnCommitted Property

LEGAL DESCRIPTION

BLOCKS 377, 378, 383, 384

AND

THAT PART OF BLOCKS 393 AND 394 LYING NORTH OF THE RAILROAD
RIGHT OF WAY IN MOUNT DORA, PLAT OF CITY OF MOUNT DORA, PLAT
BOOK 3, PAGE 41, PUBLIC RECORDS OF LAKE COUNTY, FLORIDA.

LESS

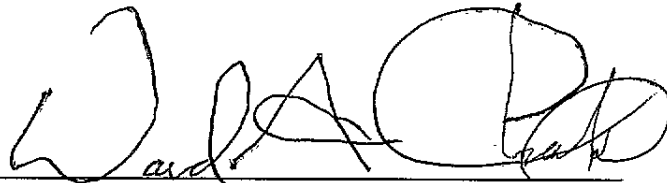
Lots 1-8, Plat of Storage Unlimited Phase One, Plat Book 46, Page 93, Public
Records of Lake County, Florida.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE
OF FLORIDA.

1. The name of the corporation is STORAGE UNLIMITED PROPERTY
OWNERS' ASSOCIATION, INC.

2. The name and address of the registered agent and office is WARD A.
CHEEK, 824 Michigan Street (P. O. Box 255), Mt. Dora, Florida 32756. 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.

A handwritten signature in black ink, appearing to read 'Ward A. Cheek', is written over a horizontal line.

WARD A. CHEEK
Registered Agent

Date: 7th May, 2008

**STATE OF FLORIDA
DEPARTMENT OF STATE**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS
AND DIRECTORS.**

The following is submitted, in compliance with Chapter 617.023, Florida Statutes:

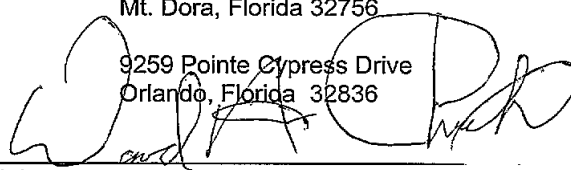
STORAGE UNLIMITED PROPERTY OWNERS' ASSOCIATION, INC., a corporation not
for profit, organized (or organizing) under the laws of the State of Florida, with its
principal office at 824 Michigan Street, in the City of Mt. Dora, County of Lake, State of
Florida, has named located at 824 Michigan Street, in the City of Mt. Dora, County of
Lake, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

Name	Title	Specific Address
WARD CHEEK	President	824 Michigan Street (P. O. Box 255) Mt. Dora, Florida 32756
DIANE B. CHEEK	Treasurer	824 Michigan Street (P. O. Box 255) Mt. Dora, Florida 32756
JAMES L. GISSY	Secretary	9259 Pointe Cypress Drive Orlando, Florida 32836

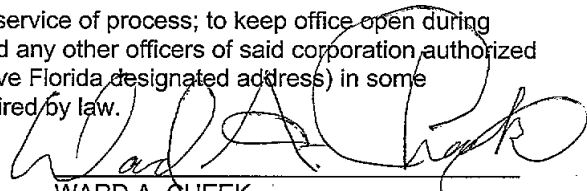
DIRECTORS:

Name	Specific Address
WARD A. CHEEK	824 Michigan Street (P. O. Box 255) Mt. Dora, Florida 32756
DIANE B. CHEEK	824 Michigan Street (P. O. Box 255) Mt. Dora, Florida 32756
JAMES L. GISSY	9259 Pointe Cypress Drive Orlando, Florida 32836

BY: 
WARD A. CHEEK President

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep office open during
prescribed hours; to post my name (and any other officers of said corporation authorized
to accept service of process at the above Florida designated address) in some
conspicuous place in the office as required by law.


WARD A. CHEEK
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 13 AM 11:56