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AUTHORIZATION : Patricia Pizzuto

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SECRETARY OF STATE
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ORDER DATE : September 27, 2002

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ORDER NO. : 762514-005

CUSTOMER NO: 1299A

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CUSTOMER: Ms. Sharon Clopton
Clark Partington Hart Larry
Bond & Stackhouse
Post Office Box 13010

Pensacola, FL 32591

DOMESTIC FILING

NAME: NORTHWEST FLORIDA CHAPTER OF THE NATIONAL ASSOCIATION OF INDUSTRIAL AND OFFICE PROPERTIES, INC.

EFFECTIVE DATE:

RECEIVED
02 SEP 27 AM 11:49
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: BM 9/27

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF NORTHWEST FLORIDA CHAPTER OF THE NATIONAL ASSOCIATION OF INDUSTRIAL AND OFFICE PROPERTIES, INC. A CORPORATION NOT FOR PROFIT

The undersigned individual, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribes to the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation (the "Corporation") is **NORTHWEST FLORIDA CHAPTER OF THE NATIONAL ASSOCIATION OF INDUSTRIAL AND OFFICE PROPERTIES, INC.** The street address and mailing address of the initial principal office of the corporation is c/o NAI Halford, 220 South Palafox Street, Pensacola, Florida 32501.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized shall be as follows:

A. To unite persons actively engaged in, or interested in, the development, management, investment in, and financing of commercial real estate through membership in a non-profit association.

B. To develop through research, discussion and exchange of information better standards for the development, ownership and operation of commercial real estate.

C. To provide opportunities for members to increase their knowledge of the commercial real estate industry; and to increase their individual capabilities.

D. To provide leadership on issues of concern to members of the Corporation.

E. To interact with governmental agencies, public utilities, financial and insurance companies.

F. To conduct or engage in all lawful activities in furtherance of the foregoing purposes or incidental thereto.

G. To aggressively represent the commercial real estate industry's position with respect to national real estate policy making.

H. To enhance the image of the commercial real estate industry with the general public.

ARTICLE III - MEMBERSHIP

The qualifications for membership in the Corporation and the manner of admission are set forth in the Bylaws of the Corporation. The Corporation is organized under a non-stock basis.

ARTICLE IV - TERM OF EXISTENCE AND COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. The date for commencement of the Corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are as follows:

John Griffing
NAI Halford
220 South Palafox Street
Pensacola, Florida 32501

ARTICLE VI - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The directors shall be elected at the annual meeting of the Corporation with the method of election as stated in the Bylaws of the Corporation.

ARTICLE VII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the directors and officers of the corporation are subject to this reservation.

ARTICLE VIII - BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by the Board of Directors or the members in the manner set forth in the Bylaws of the Corporation.

ARTICLE IX - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed to charitable, religious, scientific, literary, or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended. No member, director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE X - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be c/o NAI Halford, 220 South Palafox Street, Pensacola, Florida 32501, and the name of the registered agent of the Corporation at that address shall be John Griffing.

IN WITNESS WHEREOF, I, the undersigned incorporator of **NORTHWEST FLORIDA CHAPTER OF THE NATIONAL ASSOCIATION OF INDUSTRIAL AND OFFICE PROPERTIES, INC.** have hereunto set my hand and seal on the date hereinafter set forth for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

Signature if Incorporator

John Griffing

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of **NORTHWEST FLORIDA CHAPTER OF THE NATIONAL ASSOCIATION OF INDUSTRIAL AND OFFICE PROPERTIES, INC.** I am familiar with and accept the duties and obligations of such designation.

John Griffing

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