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Account Number : 076424003301
Phone : (813) 223-7474
Fax Number : (813) 229-6553

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FLORIDA NON-PROFIT CORPORATION

WALTER'S CROSSING CONDOMINIUM ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	12
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
WALTER'S CROSSING CONDOMINIUM ASSOCIATION, INC.
(A Florida Corporation Not For Profit)**

In order to form a corporation under the provisions of Chapter 617 of the Laws of the State of Florida for the formation of Corporations Not For Profit, we, the undersigned, hereby associate ourselves into a corporation not for profit for the purpose and with the powers hereinafter mentioned.

ARTICLE I

NAME

The name of the corporation shall be:

WALTER'S CROSSING CONDOMINIUM ASSOCIATION, INC.

(the "Association").

ARTICLE II

PURPOSES AND OBJECTS

The purposes and objects of the Association shall be as follows:

1. To promote the health, safety, and general welfare of the Unit Owners of the non-residential condominium development in Hillsborough County Florida known as "Walter's Crossing, A Condominium" (the "Condominium") created and developed by MDG Walter, LLC (the "Developer"). The Condominium is or will be comprised of the lands described in Exhibit "A" attached hereto and incorporated by reference herein and any lands subsequently annexed thereto (the "Property").

2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the "Association" arising from or set forth in the "Declaration of Condominium for Walter's Crossing, A Condominium" (the "Declaration"), as amended and supplemented from time to time, now or hereafter recorded in the Public Records of Hillsborough County, Florida. The definitions contained in the Declaration are incorporated by reference herein. In the event of any conflict between the terms of the Declaration and these Articles, the provisions of the Declaration shall control.

3. To acquire, own, control, operate, lease, sell, exchange, manage, maintain, insure, repair and otherwise deal in and with any portion or portions of the lands from time to time

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HILLSBOROUGH COUNTY, FLORIDA

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comprising the Condominium, and any personal property appurtenant thereto, as Common Elements for the common use and benefit of all Unit Owners and other persons entitled to use the Common Elements as more particularly provided in the Declaration.

4. To perform all of the duties and obligations and exercise all powers of the Association as set forth in and in accordance with the terms, provisions, conditions, and authorizations contained in the Florida Condominium Act, these Articles of Incorporation and the Declaration, and any amendments or supplements to any of the foregoing.

The Association shall be conducted as a non-profit organization for the benefit of the Unit Owners, and the Association shall make no distributions of income to Unit Owners, or to Association directors, or officers.

ARTICLE III

POWERS OF THE ASSOCIATION

The Association shall have the following powers.

1. The Association shall have all of the powers and privileges granted to corporations not for profit under the law pursuant to which this corporation is chartered and not in conflict with these Articles of Incorporation or the Declaration.

2. The Association shall have all of the powers and duties set forth in the Condominium Act, this Declaration and any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Hillsborough County, Florida.

3. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

(a) To acquire (by gift, purchase, or otherwise), own, control, operate, manage, maintain, and repair the Common Elements of the Condominium.

(b) To contract for the management of the Common Elements and to delegate to the party with whom such contract has been entered into the appropriate powers and duties of the Association, except those requiring specific action by or approval of the Board of Directors or the Unit Owners.

(c) To fix, collect, levy, and enforce payment by any lawful means of all charges and Assessments against Unit Owners of the Association to defray all costs and expenses incident to the conduct of the business of the Association and the operation of the Common Elements, including, without limitation, all licenses, taxes, assessments or other governmental charges levied or imposed against the Common Elements.

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(d) To adopt, alter, amend, and rescind By-Laws for the operation of the Association not inconsistent with the law pursuant to which the Association is chartered and these Articles of Incorporation, and to adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the Common Elements.

(e) To enforce in its own name the provisions of these Articles of Incorporation, the By-Laws of the Association that may now or hereafter be adopted, any rules or regulations that may now or hereafter be adopted by the Association, and the provisions of the Declaration, and any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Hillsborough County, Florida.

(f) To dedicate, release, alienate, sell, lease, or transfer all or any portion of the Common Elements to any public agency, authority, or utility for such purposes and subject to such conditions as are agreed to by the Unit Owners of the Association. No action authorized under this subsection shall be taken without the prior written consent of Developer as long as Developer holds any Unit for sale in the ordinary course of Developer's business.

(g) To pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, assessments, or other governmental charges levied or imposed against the Common Elements.

(h) To buy, sell, lease, exchange, mortgage, or otherwise deal with any and all property owned by the Association from time to time, whether real or personal.

ARTICLE IV

MEMBER QUALIFICATION, ADMISSION AND VOTING RIGHTS

As provided in Article 5, Section 5.1 of the Declaration, the qualification of Members of the Association, the manner of their admission to membership and termination of such membership, and voting by Members shall be as follows:

1. The record owners of all Units in the Condominium shall be Members of the Association and no other persons or entities shall be entitled to membership except as provided in Item (5) of Article IV hereof.

2. Membership shall be acquired by recording in the Public Records of Hillsborough County, Florida a deed or other instrument of conveyance establishing record title to a Unit in Walter's Crossing, A Condominium. The Unit Owner designated in such deed or instrument of conveyance shall thereby become a member of the Association and the membership of the prior Unit Owner of the Unit shall be thereby terminated; provided, however, that any Unit Owner who owns more than one Unit shall remain a member of the Association for so long as such Unit Owner retains title to or a fee ownership interest in any Unit.

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3. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the member's Unit. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same shall be expended, held, or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws which may be hereafter adopted.

4. Each Unit Owner shall be entitled to cast the number of votes at membership meetings of the Association that are set forth in Exhibit "B" attached hereto and made a part hereof, which vote is to be cast in the manner set forth in the Articles of Incorporation and the By-Laws. The number of votes in the Association appurtenant to each Unit is equal to the number of percentage points, rounded upward to the nearest whole percentage point in the case of a fraction, in the Percentage Interest of each Unit in the Common Elements and Common Expenses and Common Surplus as described on such Exhibit "B." which vote may be exercised or cast by the Unit Owner or owners of each Unit in such manner as may be provided in the By-Laws of the Association. Should any Member own more than one Unit, such Member shall be entitled to exercise or cast as many votes as such Member owns Units, in the manner provided by the By-Laws.

5. Until such time as the Property shall be submitted to the plan of condominium ownership by the recording of the Declaration, the membership of the Association shall be comprised of the subscribers to these Articles, each of which subscribers shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

ARTICLE V

DURATION

The Association shall have perpetual existence.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of the Association shall be located at 1510 W. Cleveland St. Tampa, Florida 33606, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. Furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE VII

ASSOCIATION BOARD

1. The affairs of the Association shall be managed by a Board of Directors. The Board of Directors initially shall be composed of not fewer than three and not more six (6) directors. The term

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of office for all directors shall be one (1) year, and any director may succeed himself or herself in office. The number of such directors and the commencement and expiration of their term in office may be increased or decreased as provided in the By-Laws or in these Articles below. Until such time as the Unit Owners other than the Developer own fifteen percent (15%) or more of the gross floor area of the Units, as described in this Declaration, ultimately to be conveyed to Unit Owners other than the Developer, the number of persons who shall constitute the entire Board of the Association shall be three (3), all of whom shall be appointed by the Developer.

2. At such time as the Unit Owners other than Developer obtain ownership of fifteen percent (15%) or more of the gross floor area of the Units ultimately to be operated by the Association, the number of directors who shall constitute the Board of the Association shall be six (6), all of whom shall be elected by Unit Owners at the First Transition Election, as such term is defined and described in the Declaration, in accordance with the provisions of Article 4, Section 4 above.

3. The first annual membership meeting shall be held on the third Tuesday in November, 2004.

4. All directors shall be elected by secret written ballot at the annual meeting of the Members.

5. The names and addresses of the Members of the first Board of Directors of the Association who shall hold office until their successors have been duly elected and qualify, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Kenneth I. Morin	1510 W. Cleveland St., Tampa, Florida 33606
Stacey Reisinger	1510 W. Cleveland St., Tampa, Florida 33606
Paul Maxwell	1510 W. Cleveland St., Tampa, Florida 33606

ARTICLE VIII

CORPORATE OFFICERS

The affairs of the Association shall be administered by the officers in accordance with the By-Laws. The President, Vice-President, Secretary, and Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time designate, shall constitute the officers of the Association. The officers of the Association shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the Members of the Association, and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

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<u>Officer</u>	<u>Address</u>
President: Kenneth I. Morin	1510 W. Cleveland St., Tampa, Florida 33606
Vice-President: Stacey Reisinger	1510 W. Cleveland St., Tampa, Florida 33606
Secretary/Treasurer: Paul Maxwell	1510 W. Cleveland St., Tampa, Florida 33606

ARTICLE IX

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE X

INDEMNIFICATION

1. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with 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 at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification herein the right of indemnification shall only apply if 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 directors or officers may be entitled.

2. The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Members of the Association as a common expense of the Association.

ARTICLE XI

AMENDMENT

An amendment or amendments to these Articles of Incorporation may be proposed by the adoption by the Board of Directors, acting upon a vote of the majority of the directors, of a resolution setting forth the proposed amendment. The Members shall not amend these Articles without such a resolution by the Board of Directors. Written notice setting forth the proposed amendment or

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amendments shall be given to each Member within the time and in the manner required in the By-Laws for the giving of notice of meetings of the Members. If the meeting is an annual meeting, the proposed amendment or amendments may be included in the notice of such annual meeting. Each amendment must be approved by not fewer than eighty percent (80%) of the votes entitled to be cast by the Members and not less than a majority of the Board of Administration present or represented by proxy at a duly noticed and convened annual or special meeting of the Members and the Board. Thereupon, each such approved amendment shall be transcribed and executed in such form as may be necessary to register the same in the Office of the Secretary of State of the State of Florida. Additionally, upon registration of such amendment or amendments with the Secretary of State of Florida, a certified copy thereof shall be recorded in the Public Records of Hillsborough County, Florida within ten (10) days after the date of such registration. Notwithstanding anything to the contrary contained herein, however, no amendment to these Articles shall make changes in the qualifications for membership in the Association, or effect changes in any of the other classifications of material amendments described in Sections 7.1.3 of the Declaration without the prior consent of Unit Owners and Mortgagees as and in the manner described in such Sections of the Declaration.

ARTICLE XII

FINANCIAL INTEREST

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation, or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

ARTICLE XIII

INCORPORATORS

The names and addresses of the Incorporators of the Association are as follows:

<u>Name</u>	<u>Address</u>
Kenneth I. Morin, President	1510 W. Cleveland St., Tampa, Florida 33606

ARTICLE XIV

INITIAL REGISTERED OFFICE


The street address of the Association's initial registered office is 1510 W. Cleveland St., Tampa, Florida 33606, and the name of its initial registered agent at such address is Kenneth I. Morin. This corporation shall have the right to change such registered agent and office from time to time, as provided by law.

[Signatures follow immediately on next page]

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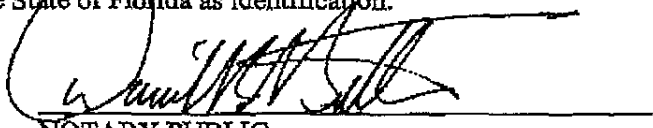
IN WITNESS WHEREOF, the undersigned has executed these Articles this 15th day of July, 2005.



Kenneth I. Morin, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH) ss. Tampa, Hillsborough County, Florida

The foregoing instrument was acknowledged before me this 15th day of July, 2005, by Kenneth I. Morin. He is either *[check applicable box]* personally known to me, or has produced a valid drivers license of the State of Florida as identification.


NOTARY PUBLIC
Print Name: David R. Brittain
My Commission Expires:

(NOTARIAL SEAL)
 David R. Brittain
My Commission DD280498
Expires May 12, 2008

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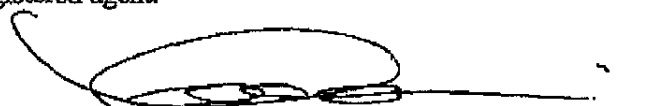
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is *Walter's Crossing Condominium Association, Inc.*
- 2. The name and address of the registered agents and office are:

<u>Name</u>	<u>Address</u>
Kenneth L. Morin	1510 W. Cleveland St., Tampa, Florida 33606

Having been named as registered agent and agent 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 at 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 obligation of my position as registered agent.



Kenneth L. Morin

Date: 7/15/05

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EXHIBIT ADESCRIPTION

THAT PORTION OF THE NORTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 16, TOWNSHIP 29 SOUTH, RANGE 18 EAST, HILLSBOROUGH COUNTY, FLORIDA BEING FURTHER DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHEAST CORNER OF THE NORTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 16, TOWNSHIP 29 SOUTH, RANGE 18 EAST, HILLSBOROUGH COUNTY, FLORIDA; THENCE WESTERLY ALONG THE SOUTH BOUNDARY OF SAID NORTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 16, 95.47 FEET; THENCE LEAVING SAID LINE, NORTH, 30.00 FEET TO THE INTERSECTION OF THE WEST RIGHT-OF-WAY LINE OF DALE MABRY HIGHWAY (STATE ROAD 600) AND THE NORTH RIGHT-OF-WAY LINE OF LAUREL STREET (60' RIGHT-OF-WAY); THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE, S.89°59'44"W., 344.38 FEET TO THE POINT OF BEGINNING; THENCE S.89°59'44"W., 892.36 FEET TO THE EAST RIGHT-OF-WAY LINE OF GRADY AVENUE; THENCE N.00°09'00"W., 465.98 FEET; THENCE LEAVING SAID LINE, N.89°59'08"E., 414.98 FEET; THENCE SOUTH, 37.72 FEET; THENCE EAST, 51.18 FEET; THENCE SOUTH 21.28 FEET; THENCE EAST 217.82 FEET; THENCE NORTH, 26.00 FEET; THENCE EAST, 30.35 FEET; THENCE SOUTH, 26.00 FEET; THENCE EAST, 179.25 FEET; THENCE SOUTH 407.02 FEET TO THE POINT OF BEGINNING.

LESS: THAT PORTION OF THE NORTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 16, TOWNSHIP 29 SOUTH, RANGE 18 EAST, HILLSBOROUGH COUNTY, FLORIDA THE DESCRIBED AREA IS LIMITED BETWEEN THE ELEVATIONS OF 26.00 FEET TO 45.60 FEET VERTICALLY, NATIONAL GEODETIC VERTICAL DATUM OF 1929 BEING FURTHER DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHEAST CORNER OF THE NORTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SECTION 16, TOWNSHIP 29 SOUTH, RANGE 18 EAST, HILLSBOROUGH COUNTY, FLORIDA; THENCE WESTERLY ALONG THE SOUTH BOUNDARY OF SAID NORTHWEST 1/4 OF THE SOUTHEAST 1/4 OF SAID SECTION 16, 95.47 FEET; THENCE LEAVING SAID LINE, NORTH, 30.00 FEET TO THE INTERSECTION OF THE WEST RIGHT-OF-WAY LINE OF DALE MABRY HIGHWAY (STATE ROAD 600) AND THE NORTH RIGHT-OF-WAY LINE OF LAUREL STREET (60' RIGHT-OF-WAY); THENCE ALONG SAID NORTH RIGHT-OF-WAY LINE, S.89°59'44"W., 344.38 FEET; THENCE NORTH, 35.24 FEET TO THE POINT OF BEGINNING PART "A"; THENCE WEST, 90.38 FEET; THENCE NORTH, 122.00 FEET; THENCE EAST 90.38 FEET TO POINT "A"; THENCE SOUTH, 122.00 FEET TO THE POINT OF BEGINNING; THENCE COMMENCE AT POINT "A", NORTH, 88.95 FEET TO THE POINT OF BEGINNING "B"; THENCE WEST, 133.38 FEET; THENCE NORTH, 180.83 FEET; THENCE EAST, 133.38 FEET; THENCE SOUTH, 180.83 FEET TO THE POINT OF BEGINNING.

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EXHIBIT "B"

List of Units and Percentage Interests

	Sq. Ft.	Total Sq. Ft.	Pct. Int.	Association Votes
UNIT 101 (includes loading area)	109,603	241,882	45.31%	46
UNIT 102 (includes loading area)	10,075	241,882	4.17	5
UNIT 201	122,204	241,882	<u>50.52%</u>	51
Total			100.0000%	

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