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2007 MAR 27 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Hamlin Industrial Plaza Condominium Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: D. Andrew Smith, III, Esquire
Name (Printed or typed)

111 S. Maitland Avenue
Address

Maitland, FL 32751
City, State & Zip

(407) 629-4323
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF THE
HAMLIN INDUSTRIAL PLAZA CONDOMINIUM ASSOCIATION, INC.**

In compliance with the requirements of Florida law, the undersigned Incorporator has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is HAMLIN INDUSTRIAL PLAZA CONDOMINIUM ASSOCIATION, INC. (hereinafter referred to as the "Association").

**ARTICLE II
DEFINITIONS**

Unless otherwise provided in these Articles of Incorporation, all terms used in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the Declaration of Hamlin Industrial Plaza Condominiums' Association, Inc., recorded or to be recorded in the Public Records of Osceola County, Florida, as it may be amended and/or supplemented from time to time (hereinafter called the "Declaration").

**ARTICLE III
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal place of business and mailing address of the Association is: 3120 Communications Road, St. Cloud, Florida 34771. The Association may change its principal place of business or the mailing address of the Association, or both, from time to time, without having to amend these Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Association shall be 3120 Communications Road, St. Cloud, Florida 34771, and the initial registered agent of the Association shall be Danny Quinn. The Association may change its registered agent or the location of its registered office, or both, from time to time, without having to amend these Articles of Incorporation.

**ARTICLE V
PURPOSES**

The purposes for which the Condominium is organized are:

(a) To operate as a corporation not for profit pursuant to Chapter 617 and any other applicable provisions of the Florida Statutes, as they be amended and/or renumbered from time to time. The Condominium does not contemplate pecuniary gain or profit. The Condominium shall not pay dividends and no part of the income of the Condominium shall be distributed to its Members, Directors or Officers.

(b) To administer, enforce and carry out the terms, conditions, covenants, restrictions and provisions of the Declaration as it may be amended and/or supplemented from time to time.

(c) To preserve the value and amenities in the Hamlin Industrial Condominium Plaza and to maintain the common properties thereof for the benefit of the owners who become members of the Association.

**ARTICLE VI
POWERS OF THE ASSOCIATION**

The Association shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors of this Association:

(a) All of the common law and statutory powers of a not-for-profit corporation organized under the laws of the state of Florida, subject only to such limitations upon the exercise of such powers expressly set forth in these Articles of Incorporation, the Bylaws or the Declaration.

(b) To enter into, make, establish, amend and enforce the rules, regulations, Bylaws, covenants, restrictions and agreements to carry out the purposes of the Association. The Association may use any enforcement method authorized by the Declaration and/or Florida law, including but not limited to fines, suspensions of use rights to Common Areas or Areas of Common Responsibility, actions for damages, equitable actions, injunctive relief, administrative actions, or any combination of those.

(c) To fix, levy and collect Assessments (Annual Assessments and/or Special Assessments) for the General Expenses from the Members to defray the costs, expenses, reserves and losses incurred or to be incurred by the Association and to use the proceeds thereof in the exercise of the Association's powers and duties.

(d) To fix, levy and collect Special Assessments for the General Expenses from Members to defray the costs, expenses, reserves, losses, damages and budget shortfalls incurred or to be incurred by the Association and to use the proceeds thereof in the exercise of the Association's power and duties.

(e) To make, adopt, establish, amend and enforce rules and regulations regarding the use, appearance and/or conditions of any portion of the Property bound by

the terms, covenants, conditions and restrictions of the Declaration, including but not limited to, Common Areas, Units, Structures, Improvements, Landscaping and Maintenance.

(f) To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real property and personal property.

(g) To borrow and to hold funds, select depositories, administer bank accounts of the Association, and to pay all expenses, including licenses, public assessments, taxes or government charges, incident to the purposes and powers of the Association, as set forth in these Articles of Incorporation and may be provided in the Declaration and Bylaws.

(h) To purchase insurance for the protection of the Association, its Officers, Directors, Members, and such other parties as the Association may determine to be in the best interest of the Association; and to require Members to purchase insurance for the protection of their Units and any structures, landscaping, and/or Improvements thereon.

(i) To operate, maintain, administer, repair, control, regulate, replace and/or improve the Common Areas, Areas of Common Responsibility, and such other portions of the Property as may be determined by the Association from time to time.

(j) To enter into contracts and agreements between third parties and the Association.

(k) To exercise architectural control, either directly or through appointed committees, over all the buildings, structures, landscaping and/or Improvements of any type to be placed, built, erected installed and/or constructed upon any portion of the Property. Such architectural control shall be exercised pursuant to the Declaration.

(l) To provide for any functions and services within the Property as the Board in its sole discretion determines necessary or appropriate.

(m) To provide, purchase, sell, lease, acquire, replace, improve, maintain and/or repair such buildings, structures, pathways, landscaping, paving, equipment and property, both real and personal, as the Association, through its Board, in its discretion determines necessary or appropriate.

(n) To employ any personnel necessary to perform the obligations, services and/or duties required of or to be performed by the Association and/or contract with others for the performance of such obligations, services and/or duties and to pay the costs thereof in accordance with whatever contractual arrangement the Board shall enter into in its sole discretion.

(o) To establish, maintain, operate and use reserve funds for capital improvements, repairs and replacements. To establish, maintain, operate and use reserve funds for items, services, property and/or any other purpose as the Board may determine in its sole discretion to be in the best interest of the Association.

(p) To enter into a management contract with a third party for the maintenance and repair of the Common Areas for the operation of the Association. The Board will carry out this power on behalf of the Association. The management contract may provide a management fee to the management agent and the delegation of certain duties, as may be determined by the Board.

(q) To enter into agreements and/or contracts with professionals, including but not limited to attorneys and accountants, to assist the Association in its performance of

the obligations, services and duties required of or to be performed by the Association.

The Board will carry out this power on behalf of the Association.

(r) To create, appoint and/or dissolve any committees that the Board may deem appropriate.

(s) To collect delinquent assessments by fine, claim of lien, suit or otherwise and to file and defend any suit or other proceedings in pursuit of all legal and/or equitable remedies or defense of all claims relating to the Declaration, the Bylaws, these Articles of Incorporation and/or Florida law.

(t) To adopt, change, repeal and/or amend the Bylaws.

(u) To adopt, change, repeal and/or amend the Bylaws that would be effective only in an emergency as defined in these Articles of Incorporation.

ARTICLE VII MEMBERSHIP

The qualifications of members, the matter of their admission to membership, their termination of such membership and voting by members shall be as follows:

(a) Every owner of a Unit, which is subject by covenant or record to assessment by the Association, shall be a Member of the Association. There shall be one person, with respect to each Unit, who shall be entitled to vote at any meeting of the members and such person shall be known (and hereinafter referred to) as a Voting Member, provided, however the Owner(s) of multiple Units shall be entitled to one vote for each Unit owned. If a Unit is owned by more than one person, the owners of said Unit shall designate one of them as the Voting Member, or in the case of a corporate Unit Owner, an officer or an employee thereof shall be the Voting Member. Designation of the Voting Member shall be made, as provided by and subject to, the provisions and

restrictions set forth in the Bylaws of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Unit. Transfer of a Unit ownership either voluntarily or by operation of law, shall terminate membership in the Association, and said membership shall thereupon be vested in the transferee.

(b) Membership shall be established by the acquisition of fee simple title Unit whether by conveyance, devise, judicial decree, or otherwise, and the membership of any party shall be automatically terminated upon his being divested of his fee ownership in any Unit, except nothing herein contained shall be construed as terminating a membership of any party who may own two or more Units or who may own a fee simple interest in two or more Units so long as such parties shall retain title to at least one Unit.

(c) 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 his Unit. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and the Bylaws, which may hereafter be adopted.

(d) The Association shall have two classes of voting membership:

1. Class A. Class A members shall all be owners as defined in Sections 1 and 2 with the exception of the Developer as defined in the Declaration, herein referred to as 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.) Class A Members shall be entitled to one (1) vote for each Unit in which they hold the interest required for membership by section 1. When more than one person holds such interest or

interests in any Unit, all such persons shall be Members, and the vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Unit.

2. Class B. The Class B Member shall be the Developer. The Class B Member shall be entitled to (5) votes for each Unit owned by Developer; provided that the Class B membership shall cease and terminate upon the happening of either of the following events, whichever occurs first;

a. when 75% of the planned Units have been deeded to owners other than the Developers or builders; or

b. at any time at the election of the Developer.

(e) The Bylaws of the Association shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if 30% of the total number of members in good standing shall be present or represented at the meeting.

ARTICLE V CORPORATE EXISTENCE

The term for which this Association is to exist shall be perpetual. However, if the Association is dissolved the property consisting of the surface water management system shall be conveyed to an appropriate agency of the local government. If said property is not accepted, then the surface water management system will be dedicated to a similar non-profit corporation.

ARTICLE VI

OFFICERS

(a) The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

(b) The officers of the Association, in accordance with any applicable provisions of the Bylaws, shall be elected by the Board of Directors for terms of (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election of officers, for the removal from office of officers, for filling vacancies and for duties of the officers. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform the duties or exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person nor shall the office of President and Secretary be held by the same person.

ARTICLE VII INITIAL OFFICERS

The names of the initial officers of the Association, who shall hold office until the first annual meeting of the Directors and thereafter until successors are duly elected and have taken office, shall be as follows:

President: Danny Quinn

Vice President: Daniel Quinn

Secretary: Connie Quinn

Treasurer: Danny Quinn

**ARTICLE VIII
BOARD OF DIRECTORS**

(a) The property, business and affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall consist of not less than three (3) persons and not more than (5) persons. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of the directors, including an annual meeting.

(b) The initial Board of Directors of the Association shall hold office until such time as the Developer no longer holds the majority of the votes to be cast by the Members of the Association.

(c) Except for the initial Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election of directors and for the removal of directors from office. All directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Developer.

(d) Except for the initial Board of Directors, Members elected to the Board of Directors shall hold office for the terms set forth in the Bylaws.

(e) If a director elected by the general membership shall, for any reason, cease to be a director, the remaining directors may elect a successor to fill the vacancy for the balance of the unexpired term.

**ARTICLE IX
BYLAWS**

The Bylaws of the Association consistent with these Articles of Incorporation shall be adopted by the first Board of Directors, and may be altered, amended or rescinded in the manner provided by the Bylaws.

**ARTICLE X
TAX EXEMPTION**

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Directors, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes and powers set forth in Articles V and VI hereof. If determined by the Board of Directors, the Association shall qualify as a corporation exempt from Federal income tax under Section 528 of the Internal Revenue Code of 1954 or the corresponding provision of any future Internal Revenue Law.

**ARTICLE XI
INDEMNIFICATION**

(a) The Association shall indemnify 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, whether civil or criminal, administrative or investigative because he is or was a director, employee, officer or agent of the Association, against expenses, including attorney fees and appellate attorney fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit

or proceeding unless, a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner reasonably believed to be or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he has reasonable cause to believe his conduct was unlawful, and b) such court further specifically determines that indemnification should be denied. The termination of any suit, proceeding or action by judgment, decree, order, settlement, conviction or 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 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 this conduct was unlawful.

(b) To the extent that a director, officer or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in (a) above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney fees and appellate attorney fees, actually and reasonably incurred by him connection therewith.

(c) Expenses incurred in defending a civil or criminal action, suit or proceedings shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to indemnification from the Association as authorized in this Article.

(d) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of the members or otherwise, both as to his action in his official capacity while holding such office or otherwise and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of heirs, executors and administrators of such person.

(e) The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise, against any liability asserted by him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have power to indemnify him against such liability under the provision of this Article.

(f) The provisions of this Article may not be amended.

ARTICLE XII DISSOLUTION

The Association may be dissolved, other than incident to merger or consolidation, with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, not including the surface water management system, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be conveyed, granted and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

This procedure shall be subject to court approval on dissolution pursuant to the provisions of Florida Statute 617.05.

ARTICLE XIII AMENDMENTS

(a) Prior to the time of recordation of the Declaration, these Articles of Incorporation may be amended by an instrument, in writing, signed by all the subscribers to these Articles of Incorporation, or their successors, stating the Article number and the manner of its amendment and filed in the office of the Secretary of State of the State of Florida with a certified copy of each amendment attached to these Articles of Incorporation upon its recordation with the Declaration.

(b) After the filing of the Declaration these Articles of Incorporation may be amended in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.

2. Resolution approving a proposed amendment may be proposed by either the Board of Directors or by the membership of the Association, and after being so proposed it must be submitted to the membership for approval and thereupon receive such approval. Such approval must be by affirmative vote of at least seventy-five percent (75%) of the entire membership.

(c) In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Covenants, the Covenants shall control.

**ARTICLE XIV
SUBSCRIBERS**

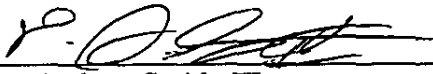
The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
D. Andrew Smith, III	111 S. Maitland Avenue Maitland, Florida 32751

**ARTICLE XV
SEVERABILITY**

Invalidation of any one of these Articles or Sections of these Articles by judgment or court order shall not effect any other provision, which shall remain in force and effect.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, the undersigned, constituting the Subscriber and incorporator of the Association, has executed these Articles of Incorporation on this 23rd day of March, 2007.

 (Seal)
D. Andrew Smith, III
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

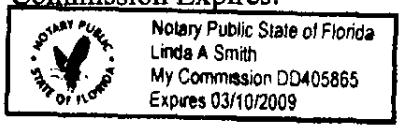
I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the County and State aforesaid to take acknowledgments and administer oaths, personally appeared D. Andrew Smith, III, to me well known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same for purposes and intents expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the County and State aforesaid, this 23rd day of March, 2007.

Linda A. Smith
Notary Public

Linda A. Smith
Printed Name

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated nonprofit corporation, at the place designated in Article IV of these Articles of Incorporation, the undersigned hereby agreed to act in this capacity, and further to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 23rd day of March, 2007.

[Signature]
Registered Agent