

TRANSMITTAL LETTER

N99000003973

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

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-06/25/99--01019--008
*****78.75 *****78.75

SUBJECT: Wesley Chapel Commons Condominium
(Proposed corporate name - must include suffix)

FILED
99 JUN 25 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Cramer, Haber & McDonald
Name (Printed or typed)

1311 N. Church Ave.
Address

Tampa, FL 33607
City, State & Zip

813-876-8320
Daytime Telephone number

Linda BMM GAVE
AUTHORIZATION BY PHONE TO ARTICLES-IX, X
CORRECT Add additional Director
DATE 6/29/99
DOC. EXAM OK

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

ARTICLES OF INCORPORATION
of
WESLEY CHAPEL COMMONS
CONDOMINIUM ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I.

NAME AND PRINCIPAL OFFICE

The name of this corporation shall be WESLEY CHAPEL COMMONS CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association." The initial principal offices of the Association shall be located at 1311 North Church Avenue, Tampa, Florida 33607.

ARTICLE II.

GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as Wesley Chapel Commons, A Condominium, located in the County of Pasco, Florida, and to perform all acts provided in the Declaration of Condominium of said Condominium and the Condominium Act, Chapter 718, Florida Statutes.

In addition, the general nature of business to be conducted by the Association shall also include and be the operation and management of the affairs and property of any additional phases of the condominium which may be developed as part of the Wesley Chapel Commons

Professional Office Park project, and to perform all acts provided in the Declaration(s) of Condominium of such additional condominium(s).

ARTICLE III

POWERS

The Association shall have all of the condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in said condominium act and the Declaration of Condominium of Wesley Chapel Commons, A Condominium. In addition, the Association shall have all of the powers and duties set forth in any Declaration(s) of Condominium for any additional phases of the condominium to be operated and managed by the Association. The Association may enter into lease agreements, and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment or other use or benefit of the members; including but not limited to lease of common areas and facilities. The Association may contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules, and execution of contracts on behalf of the Association.

ARTICLE IV.

MEMBERS

All persons owning a vested present interest in the fee title to any of the condominium units of Wesley Chapel Commons, A Condominium as evidenced by a duly recorded proper instrument in the Public Records of Pasco County, Florida, shall be members. In addition, all persons owning a vested present interest in the fee title to any of the condominium units of any additional phase of the condominium to be operated and managed by the Association, as evidenced by a duly recorded proper instrument in the Public Records of Pasco County, Florida, shall be members of the Association. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates. In the event a unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

After the Association approves of a conveyance of a condominium unit as provided in said Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

Prior to the recording of said Declaration of Condominium in the public records of said county, the subscribers hereto shall remain the members of the Association and shall each be entitled to one Vote.

ARTICLE V.

VOTING RIGHTS

Notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner, each condominium unit shall be entitled to the

voting interest established for such unit in accordance with the following formula: one vote for each Unit or fractional portion thereof as established in the deed from Developer, provided however, if such calculation creates a fractional vote (i.e. 50.999, 5, etc.), the vote per unit shall be rounded up to the next whole number. In the event of a joint ownership of a condominium unit, the vote to which that unit is entitled shall be apportioned among the owners as their interest may appear, or may be exercised by one of such joint owners by the remainder of the joint owners filing a Voting certificate with the Secretary of the Association.

ARTICLE VI

INCOME DISTRIBUTION

No part of the income of this corporation shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII

EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 1311 North Church Avenue, Tampa, Florida 33607, and the initial registered agent at such address shall be Richard M. Haber.

ARTICLE IX

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than (3) persons and not more than five (5) persons.

ARTICLE X.

FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

	<u>Name</u>	<u>Office</u>	<u>Address</u>
1.	Richard M. Haber	President	1311 North Church Avenue Tampa, Florida 33607
2.	Andrew J. Lynn	Vice President, Secretary, Treasurer	1311 North Church Avenue Tampa, Florida 33607
3.	Janice E. Haber	Vice President	1311 North Church Avenue Tampa, Florida 33607

ARTICLE XI.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Indemnity. 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 proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order or settlement, 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.

B. Insurance. 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, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

C. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article XI may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XII

RIGHTS OF DEVELOPER

S.R. 54, INC., a Florida corporation, which is the Developer of WESLEY CHAPEL COMMONS, A CONDOMINIUM, shall have full right and authority to manage the affairs and exclusive right to elect the directors of the Association (who need not be unit owners) herein ("Developer Control") until the following shall occur:

A. When fifteen percent (15%) or more of the Units that will be operated ultimately by the Association are conveyed to Unit Owners other than Developer, such Unit Owners shall be entitled to elect one-third (1/3) of the Board of Directors.

B. Unit Owners other than the Developer will be allowed to elect a majority of the members of the Board and control the Association whenever the first of the following times shall first occur:

1. Three (3) years after the Developer has sold fifty (50%) percent of the Units that will be ultimately operated by the Association;

2. Three (3) months after the Developer has sold ninety (90%) percent of the Units that will be ultimately operated by the Association;
3. When all of the Units that will ultimately be operated by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer.

C. Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as Developer holds at least five percent (5%) of the Units in Wesley Chapel Commons, A Condominium and/or any additional phases which may be developed as part of the Wesley Chapel Commons, A Condominium development and which are to be managed and operated by the Association.

Notwithstanding any provision contained herein to the contrary, during the period of Developer Control of the Association, the Directors shall exercise all Voting Interests which would otherwise be exercisable by the members.

ARTICLE XIII.

BYLAWS

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

ARTICLE XIV.

INCORPORATORS

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

<u>Name</u>	<u>Address</u>
1. Richard M. Haber	1311 North Church Avenue Tampa, Florida 33607

2. Andrew J. Lynn

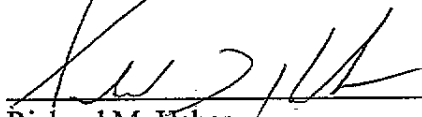
1311 North Church Avenue
Tampa, Florida 33607

ARTICLE XV.

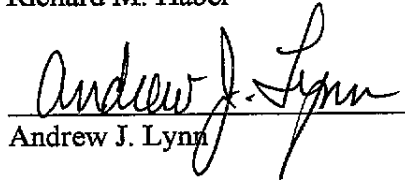
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and this 11th day of June, 1999.



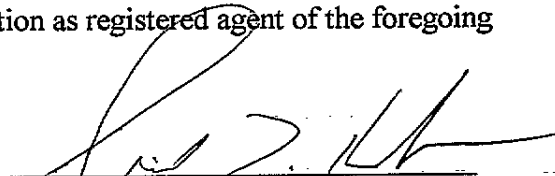
Richard M. Haber (SEAL)



Andrew J. Lynn (SEAL)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.



Richard M. Haber

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