

NO1000001671

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March 1, 2001

Dana McKinnon, Director
Division of Corporations
Room 2001
The Capitol
Tallahassee, Florida 32301

Re: Lith-Cen Operations, Inc.
Our File No. 00-0064

FILED
01 MAR -6 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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To Whom It May Concern:

Enclosed herewith please find the following:

1. Original Articles of Incorporation in regard to the above-referenced nonprofit corporation.
2. Copy for certification.
3. A check in the amount of \$78.75 payable to the Secretary of State is enclosed for Filing fees (\$35.00), Registered Agent Designation (\$35.00) and certified copy (\$8.75).

Please file the enclosed Articles of Incorporation and return to me a certified copy of same.

Should you have any questions, please do not hesitate to call.

Sincerely,

Michael J. McDermott, Esquire

MJM\dlc

Enclosures

D\2000\00-0064\Sec St Ltr

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ARTICLES OF INCORPORATION
of
LITH-CEN OPERATIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being residents of the State of Florida who are of full age certify:

ARTICLE I
Corporate Name

The name of the corporation LITH-CEN OPERATIONS, INC., referred to below as the "Association."

ARTICLE II
Corporation Not For Profit

Association is incorporated as a corporation not for profit under the provisions of the laws of the State of Florida.

ARTICLE III
Principal Place of Business

The initial mailing address of Association shall be P.O. Box 1592, Brandon, Florida 33511. The principal office of Association shall be located at the 1463 Oakfield Drive, Brandon, Florida 33511.

ARTICLE IV
Registered Agent

The name and address of the initial registered agent is Michael J. McDermott, Esquire, whose address is 791 West Lumsden Road, Brandon, Florida 33511, and who is appointed the initial registered agent of Association and who is authorized to accept service of process within this State.

ARTICLE V
Purpose and Powers of the Association

Association is not formed for pecuniary gain or profit, direct or indirect, to itself or to its members, directors or officers. The specific purposes for which it is formed are to provide for ownership of the common areas, and maintenance, operations and enforcement of the Declaration of Restrictive Covenants, Reciprocal Easements and Operating Agreement for Lithia Center, (referred to below as the "Declaration") to implement the provisions of the Declaration and subsequent addenda, and from time to time amend the Declaration to further the purposes of

Association. The Declaration pertains to the following lands situated in Hillsborough County, Florida:

Beginning at the Northeast corner of the SE ¼ of the SW ¼ of Section 6, Township 30 South, Range 21 East, Run thence West 14 chains to the right-of-way of the Tampa and Marvinia Road; begin again at the same point and run South 4.26 chains; thence run West 10.26 chains to the said right-of-way the said right-of-way of the said public road, thence run Northwesterly along the said road to the intersection of said first mentioned line. Less right-of-way for Lithia-Marvinia Roads, all laying and being in Hillsborough County, Florida.
Folio No. 87295.0000 / Containing 4.81 acres (m.o.l.)

The Developer, LITHIA PROPERTIES, INC., shall maintain control of the Association as long as it owns at least one of the four (4) parcels of property which carry with them membership in the Association as below defined. The parcels are referred to in the Declaration as Lots I-IV.

The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these articles or the bylaws of Association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of Association as set forth in a Declaration applicable to the property and recorded in the public records of Hillsborough County, Florida, and as may be amended from time to time, the Declaration being incorporated by reference as if set forth in its entirety.

(c) To 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 and all other expenses incident to the conduct of the business of Association.

(d) To own the common areas, manage, operate, maintain and repair all of the common facilities of the Lithia Center including but not limited to the Lithia Center's entrance signs, storm water retention easements and detention facilities, access roads, excluding parking areas on particular properties, water and sewer lines and related components, and other facilities used in common by the owners of the four (4) parcels within the Lithia Center, as well as powers as set forth in the Declaration referenced here.

(e) To purchase insurance on the property of Association and insurance for the protection of Association and its members as provided for in the Declaration.

(f) To carry out and to enforce by legal means the provisions of the Declaration, and the articles of incorporation and bylaws of Association, and the rules and regulations adopted pursuant to it.

(g) To employ personnel to perform the services required for proper operation of Association.

(h) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of Association.

(i) To borrow money, and with the assent of seventy-five percent (75%) of each class of 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.

ARTICLE VI

Membership

Section 1. Membership Generally: No person except an owner of one of the four (4) parcels of land which comprise and constitute the Lithia Center development is entitled to membership in Association. The duration of membership and the rights and obligations associated with membership shall be in accordance with the terms in the Declaration. All parcel owners and the developer, regardless of whether a developer is also a parcel owner, shall be either class A or class B members of Association, as provided in this article.

Section 2. Class A Membership: Every owner, except the developer who holds record title to a parcel that is subject to assessment under the Declaration shall be a class A member of Association. Each class A membership shall be appurtenant to the parcel and shall be transferred automatically with the conveyance of record title to the parcel. An owner of more than one parcel is entitled to one class A membership for each parcel to which the owner holds record title. If more than one person hold an interest in any parcel, only one vote shall be cast with respect to any one parcel. No person other than an owner may be a class A member of Association, and a class A membership may not be transferred except by a transfer of record title to the parcel to which it is appurtenant.

Section 3. Class B Membership: The developer, shall be a class B member of Association. The class B membership shall terminate and be converted to class A membership on the following events:

The developer sells or conveys its interest in the last of the parcels.

On termination of class B membership, all provisions of the Declarations, articles, or bylaws referring to class B membership shall be without further force or effect.

ARTICLE VII

Voting Rights

Section 1. Class A Voting: All class A members shall be entitled to one vote for each parcel owned. If more than one person holds record title to a parcel, there shall be only one vote cast with respect to the parcel, exercised as the owners determine among themselves.

Section 2. Class B Voting: The class B member shall be entitled to four (4) votes for each parcel owned.

ARTICLE VIII

Board Of Directors

Section 1. Number of Directors: The affairs of Association shall be managed and governed by a board of directors consisting of at least three (3) directors, who need not be members of Association. The number of directors may be changed by amendment of the bylaws of Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
B. Mitchell Burley	1463 Oakfield Drive, Suite 111, Brandon, FL 33511
Tom Lee	1004 Cherwood Lane, Brandon, FL 33511
Talal Kazbour	2503 Highway 60 East, Valrico, FL 33594

Section 2. Attendance of Meetings: Action By Directors Without A Meeting: Members of the board of directors may participate in a meeting of the board by means of a conference telephone or similar means of communication whereby all persons participating in the meeting may hear one another. Participation by these means shall be considered the equivalent of being present, in person, at the meeting. Action by the board may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the directors and filed in the minutes of the proceedings of the board. The consent shall have the same effect as a unanimous vote.

ARTICLE IX

Officers

The affairs of Association shall be administered by a president, a vice president, a secretary and a treasurer and any other officers as may be designated from time to time by the directors. The officers shall be elected or designated by the board of directors at its initial meeting and at the first meeting following the annual meeting of the members of Association.

ARTICLE X

Indemnification

Every director and every officer of Association, and every member of Association serving Association at its request, shall be indemnified by Association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of 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 of Association, or by reason of him having served Association at its request, whether or not he is a director or officer or member serving Association at the time the expenses or liabilities are incurred, except when the director, officer or member serving Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approve the settlement and reimbursement as being in the best interest of Association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director, officer or member serving Association may be entitled.

ARTICLE XI

By-Laws

Association may be dissolved on written consent signed by members holding not less than one hundred percent (100%) of the total number of votes of each class of members. On dissolution of Association, other than incident to a merger or consolidation, the assets of Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that the dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, Association, trust or organization to be devoted to any similar purposes.

ARTICLE XII

Term

The term of Association shall be perpetual or until such a time as the not-for-profit corporation is dissolved pursuant to Article XI.

ARTICLE XIII

Amendments

Amendments to the articles of incorporation shall be proposed and adopted in the following manner:

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

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the board of directors or by the members of Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing that the approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, the resolutions must be adopted by not less than seventy-five percent (75%) of the votes of the entire membership of Association.

Section 3. Limit on amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

Section 4. Certification: A copy of each amendment shall be certified by the secretary of state.

ARTICLE XIV

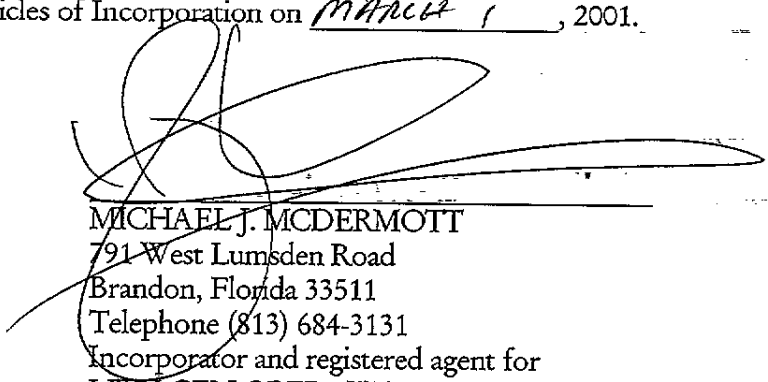
Incorporator

The name and address of the incorporator of these articles of incorporation is as follows:

Name
Michael J. McDermott

Address
791 West Lumsden Road
Brandon, Florida 33511

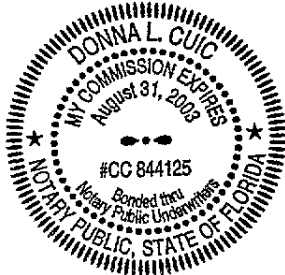
IN WITNESS of the above, for the purpose of forming this corporation under the laws of the State of Florida, I, have executed these Articles of Incorporation on MARCH 1, 2001.


MICHAEL J. MCDERMOTT
791 West Lumsden Road
Brandon, Florida 33511
Telephone (813) 684-3131
Incorporator and registered agent for
LITH-CEN OPERATIONS, INC.

State Of Florida
County Of Hillsborough

BEFORE ME, the undersigned authority, personally appeared MICHAEL J. MCDERMOTT, who after being duly sworn, acknowledges that he executed the above Articles of Incorporation for the purposes expressed in them on March 1st, 2001.

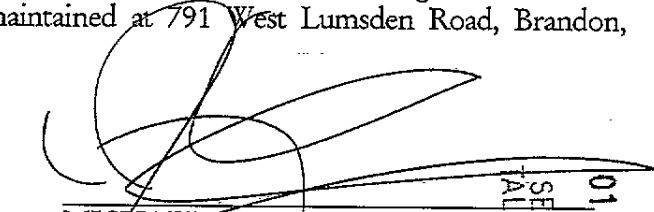
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NOTARY PUBLIC--STATE OF FLORIDA:
My Commission Expires: _____

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THIS IS TO CERTIFY that I, MICHAEL J. MCDERMOTT, do hereby accept the designation as Registered Agent for LITH-CEN OPERATIONS, INC. Further, that the registered office of LITH-CEN OPERATIONS, INC., shall be maintained at 791 West Lumsden Road, Brandon, Florida 33511.


MICHAEL J. MCDERMOTT
As Registered Agent for
LITH-CEN OPERATIONS, INC.
791 West Lumsden Road
Brandon, FL 33511

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