

ALFORD, BARBER & MARIANI

Attorneys at Law

JORDAN HILLS PROFESSIONAL CENTRE  
1550 South Highland Avenue - Suite B  
Clearwater, Florida 33756

Richard L. Alford  
Charles F. Barber  
Timothy K. Mariani\*

\*Board Certified Wills, Trusts & Estates

Telephone (727) 441-4727  
Facsimile (727) 443-4959  
E-Mail Address

NO000000000000115

December 28, 1999

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

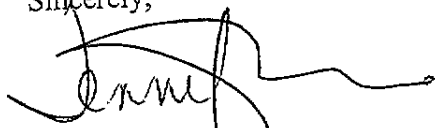
Re: Dexter Commerce Center Association, Inc., a not-for-profit corporation  
Articles of Incorporation

To Whom It May Concern:

Enclosed for filing are the Articles of Incorporation for the above referenced not for profit corporation. Also enclosed is a check in the amount of \$78.75 for the filing fee and for one certified copy.

Thank you.

Sincerely,



Jennifer Norris,  
Legal Assistant to  
Charles F. Barber, Esq.

FILED  
99 DEC 30 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AKA  
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ARTICLES OF INCORPORATION  
OF  
DEXTER COMMERCE CENTER  
ASSOCIATION, INC.

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby adopt these Articles for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I  
NAME OF CORPORATION

The name of this corporation shall be Dexter Commerce Center Association, Inc.

ARTICLE II  
GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation, maintenance, and management of the drainage detention areas and the operation and maintenance of the surface water system within the property development known as Dexter Commerce Center located in the County of Pinellas, Florida.

ARTICLE III  
POWERS and DUTIES

The Association shall have all of the statutory powers of a corporation not for profit except where any such powers would be at variance with the specific powers and duties listed below in this Article III. The Association has the power or the duty to do the following:

- a. Own and convey real property;
- b. Operate and maintain the Association property, specifically the surface water management system, including any mitigation areas as permitted by the Southwest Florida Water Management District, including all retention areas, culverts, and related appurtenances;
- c. Establish rules and regulations;
- d. Assess members and have the power to enforce said assessments by creating liens upon the real property owned by the members of the Association including the enforcement of such liens all as provided in the Florida Statutes for the creation and enforcement of statutory liens;
- e. To sue and be sued in any Court of Jurisdiction in the State of Florida;
- f. Contract for services to provide for the operation and maintenance of the Association property, if any outside maintenance company is employed for the purposes of performing the duties and powers of the Association;
- g. To require all property owners to be members of the Association which shall be set forth in the Declaration of Protective Covenants and recorded as Restrictions upon the use of the Association property.
- h. The Association shall exist in perpetuity, however, if the Association is ever dissolved for any reason whatsoever, the real property consisting of the surface water management system shall be conveyed by the Association or its members to any appropriate agency of the local government having jurisdiction over the water management system and that if for any reason it is not accepted by any such local government, then the surface water management system shall be dedicated to a similar nonprofit corporation as shall be determined to the satisfaction of the Southwest Florida Water Management District.

ARTICLE IV  
MEMBERS

All persons owning a vested present interest in the fee title to any of the real property parcels of Dexter Commerce Center as evidence by a duly recorded property instrument in the Public Records of Pinellas County, Florida, shall be members. Membership shall terminate

automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire project, the membership shall consist of those who were members at the time of such termination as tenants in common. In the event a parcel is owned by a legal entity other than a natural person, the office, director, or other official so designated by such legal entity shall exercise its membership rights.

#### ARTICLE V VOTING RIGHTS

Each parcel within the Dexter Commerce Center development shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one parcel or that parcel may be joined together and occupied by one owner. In the event of a joint ownership of a parcel, the vote to which that unit is entitled shall be apportioned among the owners at their interest may appear, or may be exercised by one of such joint owners by written agreement of the remainder of the joint owners.

#### ARTICLE VI INCOME DISTRIBUTION

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

#### ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be 1550 South Highland Avenue, Suite B, Clearwater, Florida 33756, and the registered agent at that address shall be Charles F. Barber. The principal address of the corporation shall be 400 Douglas Avenue, Dunedin, Florida 34698.

#### ARTICLE VIII NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consists of not less than three (3) persons, as shall be designated by the By-laws, and elected at the annual meeting.

#### ARTICLE IX FIRST BOARD OF DIRECTORS AND OFFICERS

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

|  |           |
|--|-----------|
| Tim Dexter<br>400 Douglas Avenue<br>Dunedin, Florida 34698 | President |
|--|-----------|

|  |                |
|--|----------------|
| Charles F. Barber<br>1550 S. Highland Avenue<br>Suite B<br>Clearwater, Florida 33756 | Vice-President |
|--|----------------|

|  |                     |
|--|---------------------|
| Jennifer Norris<br>1550 S. Highland Avenue<br>Suite B<br>Clearwater, Florida 33756 | Secretary/Treasurer |
|--|---------------------|

ARTICLE X  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XI  
RIGHTS OF DEVELOPER

Dexter Builders, Inc. (Developer) is a corporation existing under the laws of the State of Florida and authorized to do business in the State of Florida, and is the developer of Dexter Commerce Center. Developer shall have the right and authority to manage the affairs and exclusive right to elect the directors of the Association (who need not be owners) until the following occurs.

a. Within thirty (30) days after the first two parcels that will be operated ultimately by the Association are conveyed to owners other than Developer, the owners shall be entitled to elect members of the Board of Directors.

b. Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as Developer holds any parcel of the Dexter Commerce Center for sale in the ordinary course of business or under lease for business use. During the period Developer is in control of the Association, the Directors shall exercise all rights which would otherwise be exercisable by the members.

ARTICLE XII  
BYLAWS

The 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 XIII  
SUBSCRIBERS

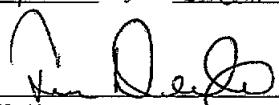
The names and street addresses of the subscriber(s) to these Articles of Incorporation are as follows:

Tim Dexter  
400 Douglas Avenue  
Dunedin, Florida 34698

ARTICLE XIV  
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. Provided that no amendment shall be made without prior approval of the Southwest Florida Water Management District.

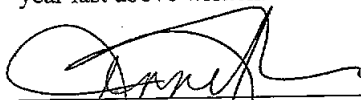
IN WITNESS WHEREOF, I, the undersigned subscriber to these Articles of Incorporation, have set my hand and seal this 17<sup>th</sup> day of December 1999.

  
\_\_\_\_\_  
TIM DEXTER (Seal)

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 17<sup>th</sup> day of December, 1999, before me, an officer,  
duly authorized, personally appeared, TIM DEXTER, personally known to me or who has  
produced \_\_\_\_\_ as identification, and who executed the  
foregoing instruments, and he acknowledged before me that he executed said instrument.

WITNESS my hand and official seal in the County and State aforesaid, this the day and  
year last above written.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:



Jennifer Norris  
MY COMMISSION # CC852136 EXPIRES  
July 6, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

Having been named to accept service of process for the above state corporation, at the  
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to  
comply with the provision of all statutes relative to the property and complete performance of my  
duties.

Dated: 12-17-99

  
\_\_\_\_\_  
CHARLES F. BARBER

FILED  
99 DEC 30 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA