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Courtelis
Company

April 24, 2000

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

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*****79.75 *****78.75

Re: The Prado at Spring Creek Commercial Property Association, Inc.

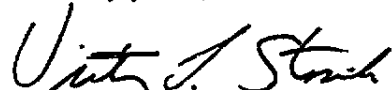
Dear Ladies and Gentlemen:

With reference to the formation of the aforementioned proposed not-for-profit Florida corporation, enclosed herewith are the following documents and instrument, to wit:

1. Original and one copy of the articles of incorporation for The Prado at Spring Creek Commercial Property Association, Inc., which have been executed by Elias Vassilaros, Charles F. Rogers and Victor L. Stosik, as incorporators, and Victor L. Stosik, as registered agent, on April 24, 2000; and
2. The undersigned's escrow account check number 2248, made payable to the Florida Secretary of State, in the amount of \$79.75, which represents the filing fee for the articles of \$35.00, the filing fee for the registered agent designation of \$35.00 and a certified copy of the articles of incorporation of \$9.75.

Once the corporation has been formed, please return to me the certified copy of the articles of incorporation.

Sincerely yours,



Victor L. Stosik
General Counsel

VLS/cem
Enclosures

701 Brickell Ave., Suite 1400
Miami, Florida 33131-2822
Telephone: (305) 379-8467
Facsimile: (305) 381-7875

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
THE PRADO AT SPRING CREEK
COMMERCIAL PROPERTY ASSOCIATION, INC.
A Corporation Not For Profit**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a not-for-profit corporation, under Chapter 617 of the Florida Statutes, entitled the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be: THE PRADO AT SPRING CREEK COMMERCIAL PROPERTY ASSOCIATION, INC. (the "Association").

ARTICLE II - DEFINITIONS

All terms which are defined in the Declaration of Conditions, Easements and Restrictions of The Prado at Spring Creek (the "Declaration") executed by Spring Creek Plaza Associates, Ltd., a Florida limited partnership (the "Declarant"), shall be used herein with the same meanings as defined in the Declaration.

ARTICLE III - PURPOSE

The purposes and objects for which this Association is organized are (i) to administer the operation and management of the property and structures placed under the jurisdiction of the Association; (ii) to perform the acts and duties incident to operation and management of the Association in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association which will be adopted (the "By-Laws"), and the Declaration, which will be recorded in the Public Records of Lee County, Florida; and (iii) to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Association Property to the extent necessary or convenient in the administration of the Association. The Association shall be conducted as a non-profit organization for the benefit of its members under Chapter 617, Florida Statutes, and shall not be a condominium association under Chapter 718, Florida Statutes.

ARTICLE IV - POWERS

In addition to such other powers and privileges as may be set forth in the Declaration, these Articles, the By-Laws of the Association or the Florida Statutes, the Association shall have the following general powers and privileges:

- A. All of the common law and statutory powers and privileges granted to a corporation not for profit that are not in conflict with the Declaration, these Articles, or the By-Laws of the Association.
- B. All of the powers conferred on a property owners association by law and which are reasonably necessary to implement and effectuate the purposes of the Association including, without limitation, the power, authority and right to:
 - 1. Administer, operate, maintain, repair, replace and where necessary improve or own the Common Areas (including, but not limited to, any private streets,

any sewer and potable water facilities if not maintained by a utility company, and any Common Area utilized for drainage or water management purposes) in accordance with those governmental regulations which are applicable. All of the Common areas shall be maintained so as to achieve the level of performance of said Common Areas as originally planned and constructed and otherwise provide the property with reasonable and adequate drainage.

2. Construct any additional facilities or structures necessary to maintain said level of service.
3. Own, operate, maintain and manage the surface water or stormwater management system(s), including drainage systems and any corresponding infrastructure, constructed in The Prado at Spring Creek in a manner consistent with governmental regulations and requirements; and make, levy, assess and collect adequate assessments against Members for the cost of maintenance and operation of the surface water or stormwater management systems.
4. Promulgate, devise and enforce such rules and regulations with respect to governing the use of the Common Areas including the use of the lakes, ponds, waterways and other areas incorporated into the water management system as necessary to protect the quality and drainage of same and to promote the health, safety and convenience of the residents of the property.
5. Make, levy and collect assessments against members of the Association to defray the Common Expenses of the Association, as provided in the Declaration and the By-Laws; including the right to make, levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Association Property, which may be necessary or convenient in the operation and management of the Association and in accomplishing the purposes set forth in the Declaration.
6. Hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles.
7. Contract for the management of the Association and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the By-Laws.
8. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing use of the Association Property or property under its jurisdiction which may from time to time be established.
9. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration.
10. Provide and/or arrange for all services which the law permits to be provided by a property owners association.
11. Delegate power(s) where such is deemed in the best interest of the Association.

ARTICLE V - MEMBERS

The qualification of members, the manner of their admission to and the termination of membership, and voting by members shall be as follows:

- A. The record owners of all Parcels made subject to the Declaration shall be members of the Association, and no other persons or entities shall be entitled to membership.
- B. Membership shall be established by the acquisition of fee title to a vacant commercial parcel, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his or her entire fee ownership in such vacant commercial parcel; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more vacant commercial parcels, at any time while such person or entity shall retain fee title to or a fee ownership interest in any vacant commercial parcel.
- C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except an appurtenance to the vacant commercial parcel, vacant residential parcel, dwelling unit or commercial improvement owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws.
- D. On all matters on which the membership shall be entitled to vote a Member shall be entitled to ten votes for each acre of land owned or governed by the Member ("voting interest"). If a Member owns or controls less than one acre, the Member shall be entitled to one vote for each one tenth of an acre owned by such Member, rounded to the nearest tenth of an acre. The voting interest may be exercised or cast by the Members as will be provided for in the By-Laws.

ARTICLE VI - DURATION

The Association shall have perpetual existence.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within or without the State of Florida as may from time to time be designated by the Board of Directors. The initial principal office of the Association is located at 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.

ARTICLE VIII - DIRECTORS

- A. The affairs of the Association shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be three (3). The number of members of succeeding Boards of Directors shall be not less than three (3), or as otherwise provided for from time to time by the By-Laws, and they shall be elected by the members of the Association at the annual meetings of the membership as provided by the By-Laws. The members of all Boards of Directors shall be members of the Association or shall be the President, Vice President or General Partner of a corporate or partnership member of the Association.
- B. Spring Creek Plaza Associates, Ltd., a Florida limited partnership (the "Declarant"), shall have the right to designate the members of the Board of Directors for so long as the law will permit it to do so. Vacant commercial parcel, vacant residential parcel, dwelling unit and commercial improvement owners, other than the Declarant, shall have the right to elect such Directors at such time and in such manner as the law requires. Notwithstanding the foregoing, the Declarant shall be entitled at any time to waive in writing its rights hereunder, and to transfer control of the Association to the owners prior to the times required by law. After owners other than the Declarant

elect the members of the Board of Directors, the Declarant shall, within the time required by law and in a manner to be provided in the By-Laws, relinquish control of the Association and shall deliver to the Association all property of the owners and of the Association held or controlled by the Declarant.

- C. The names and addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office until the annual meeting of the Association in the year following the year this corporation is formed, and thereafter until their successors are selected and have qualified, are as follows:

1. Elias Vassilaros
701 Brickell Avenue, Suite 1400
Miami, Florida 33131-2822
2. Charles F. Rogers
701 Brickell Avenue, Suite 1400
Miami, Florida 33131-2822
3. Victor L. Stosik
701 Brickell Avenue, Suite 1400
Miami, Florida 33131-2822

ARTICLE IX - OFFICERS

- A. The Board of Directors shall elect a President Secretary, Treasurer, and as many vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from 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 or Assistant Secretary be held by the same person.
- B. The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-Laws, and have qualified, shall be the following:

President	Elias Vassilaros
Vice President	Victor L. Stosik
Secretary	Victor L. Stosik
Treasurer	Charles F. Rogers

ARTICLE X - INCORPORATORS

The Incorporators to these Articles of Incorporation and their addresses are set forth below:

Elias Vassilaros
701 Brickell Avenue, Suite 1400
Miami, Florida 33131-2822

Charles F. Rogers
701 Brickell Avenue, Suite 1400
Miami, Florida 33131-2822

ARTICLE XI - BY-LAWS

The original By-Laws of the Association shall be adopted by a majority vote of the Directors of this Association, and thereafter, the By-Laws may be altered, amended or rescinded not inconsistent with these Articles and the Declaration only by affirmative vote of sixty-five (65%) percent of the Directors present at a duly constituted meeting of the Board of Directors. However, the provisions of these Articles shall prevail in any conflict between the provisions of these Articles and the provisions of the By-Laws.

ARTICLE XII - INDEMNIFICATION

Every Director and every officer of the Association (and the Directors and/or Officers as a group) shall be indemnified by the Association to the fullest extent permitted by Florida law against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is 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 or her duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights of indemnification to which such Director or Officer may be entitled whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted without the prior consent of each and every Director and Officer (whether current or former) affected by such amendment.

ARTICLE XIII

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its Directors or Officers are directors or officers or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or a committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIV - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association, without the receipt of other than nominal consideration, by the Declarant, shall be returned in fee simple and without encumbrances to the Declarant, or its successor, whether or not it is a member at the time of such dissolution, unless it refuses to accept the conveyance in whole or in part.
2. Property determined by the Board of Directors to be appropriate for dedication to an applicable governmental agency or utility shall be dedicated to such agency or utility. In the event that such dedication is refused acceptance, such property shall be granted, conveyed and assigned to a nonprofit corporation, Association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.
3. Any remaining assets shall be distributed among the Members subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined as may be provided in the By-Laws, or in the absence of such provision in accordance with his voting interest.
4. No disposition of the Association property shall be effective to divest or diminish any right or title of any member vested in him under a deed or other recorded instrument applicable to the Parcel in The Prado at Spring Creek owned by such member unless made in accordance with provisions of such deed or instrument.

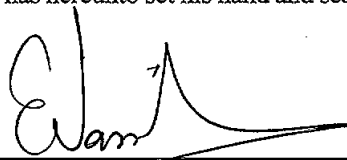
ARTICLE XV - AMENDMENTS

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association holding a majority of the voting interests in Spring Creek, whether meeting as members or by instrument in writing signed by them on any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the president, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him or her of the proposed amendment, or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for each such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his or her Post Office address as it appears on the records of the Association, with first-class postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members holding not less than a majority of the voting interests in Spring Creek in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Lee County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article XVI, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Declarant to designate and select members of the Board of Directors of the Association, as provided in Article IX hereof, may be adopted or become effective without the prior written consent of Declarant.

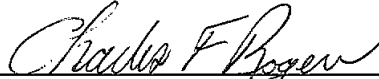
ARTICLE XVI - REGISTERED AGENT

THE PRADO AT SPRING CREEK COMMERCIAL PROPERTY ASSOCIATION, INC., hereby appoints Victor L. Stosik, whose address 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822, as its registered agent.

IN WITNESS WHEREOF, the incorporator hereto has hereunto set his hand and seal this 24 day of April, 2000.



Elias Vassilaros, Incorporator



Charles F. Rogers, Incorporator

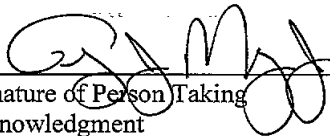


Victor L. Stosik, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Elias Vassilaros, to me well known and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, my official seal on this 24 day of April, 2000.



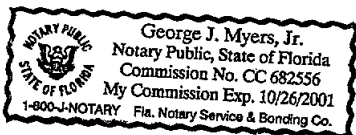
Signature of Person Taking Acknowledgment

George J. Myers, Jr.

Name of Acknowledger Typed, Printed or Stamped

Serial Number, if any

My commission expires: 10-26-2001

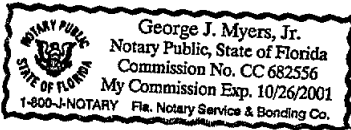


STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Charles F. Rogers, to me well known and who executed the foregoing instrument and

acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, my official seal on this 24 day of April, 2000.



[Signature]
Signature of Person Taking
Acknowledgment

George J. Myers, Jr.
Name of Acknowledger Typed, Printed or
Stamped

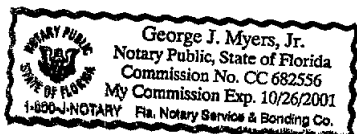
Serial Number, if any

My commission expires: 10-26-2001

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Victor L. Stosik, to me well known and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, my official seal on this 24 day of April, 2000.



[Signature]
Signature of Person Taking
Acknowledgment

George J. Myers, Jr.
Name of Acknowledger Typed, Printed or
Stamped

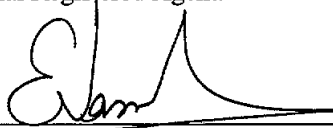
Serial Number, if any

My commission expires: 10-26-2001

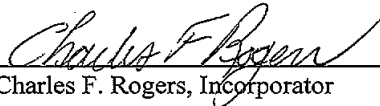
**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091, 607.0501 and 617.0501, the following
is submitted:

THE PRADO AT SPRING CREEK COMMERCIAL PROPERTY ASSOCIATION, INC.,
desiring to organize as a corporation under the laws of the State of Florida, has designated 701
Brickell Avenue, Suite 1400, Miami, Florida 33131-2822, as its initial Registered Office, and has
named Victor L. Stosik, located at said address, as its initial Registered Agent.



Elias Vassilaros, Incorporator



Charles F. Rogers, Incorporator



Victor L. Stosik, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated
Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the
provisions of Florida Statutes Section 48.091, 607.0501 and 617.0501 relative to keeping open said
office.



Victor L. Stosik
Registered Agent

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00 APR 27 PM 1:17
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TALLAHASSEE, FLORIDA