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January 17, 2001

VIA FEDERAL EXPRESS (2-DAY)

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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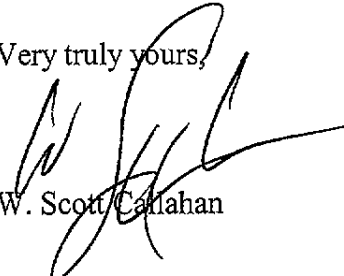
Re: Ganesh Business Park Owners' Association

Dear Secretary of State:

Enclosed please find the original and a copy of the Articles of Incorporation along with the Transmittal Letter and this firm's check in the amount of \$87.50 for the filing fee, certificate copy and certificate fee for a not-for-profit corporation.

If you have any questions about this, please feel free to contact me.

Very truly yours,


W. Scott Callahan

WSC/lg
Enclosures
cc: Kiran Natoo
[h:\1321\990822\sos.letter]

FILED
01 JAN 18 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 20 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 19, 2001

STUMP. STOREY & CALLAHAN, P.A.
ATTN: W. SCOTT CALLAHAN
PO BOX 3388
ORLANDO, FL 32802-3388

SUBJECT: GANESH BUSINESS PARK OWNERS' ASSOCIATION, INC.
Ref. Number: W01000001484

We have received your document for GANESH BUSINESS PARK OWNERS' ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 301A00003128

ARTICLES OF INCORPORATION

OF

GANESH BUSINESS PARK OWNERS' ASSOCIATION, INC.

FILED

01 JAN 18 PM 3:56

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned forms a corporation not for profit under the laws of the State of Florida, pursuant to and by virtue of the following Certificate of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be GANESH BUSINESS PARK OWNERS' ASSOCIATION, INC. (the "Association"), and the corporation shall be located in Seminole County, Florida.

ARTICLE II

PURPOSES AND POWERS

The general purposes for which the Association is formed are as follows: (a) to acquire, own, equip, manage, maintain, and repair Association properties that are or may become a part of Ganesh Business Park for the benefit of the Park and the members of the Association (the "Members"); (b) to enforce the Declaration of Covenants, Conditions and Restrictions (the "Declaration") applicable to Ganesh Business Park; (c) to establish and collect assessments from owners of property within the Park so that the Association may perform its duties and functions and operate, maintain, insure, and improve the Association property and other properties within Ganesh Business Park for which the Association has or assumes operation, maintenance, and improvement responsibilities, and to enforce liens for assessments, by legal action, if necessary; (d) to purchase and maintain any real and personal property that may be necessary or useful in the conduct of the Association's business; (e)

to operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District requirements and applicable district rules, and to assist in the enforcement of the Declaration which relate to the surface water or storm water management system(s); and (f) in furtherance of the foregoing, to enter into contracts and engage in any activity permitted a corporation not for profit under Part I, Chapter 617, Florida Statutes (2000), unless otherwise prohibited by these Articles or the Bylaws of the Association. The Association shall use all of its assets and earnings exclusively for the purposes set forth herein; no part of the assets or the net earnings of this Association shall inure to the benefit of any individual or other person. The Association may, however, reimburse its members for actual expenses incurred for or on behalf of the Association and may compensate them in a reasonable amount for actual services rendered to the Association. The terms used herein shall have the same meanings as used in the Declaration unless otherwise indicated.

ARTICLE III

MEMBERS

As provided in the Declaration, every record owner of a fee or undivided fee interest in any lot (or part thereof) within Ganesh Business Park (the legal description of which is set forth in Exhibit "A" attached to the Declaration) shall be a member of the Association. Persons or entities who hold a fee interest merely as security for the performance of an obligation shall not be members of the Association. Membership shall be on the terms and conditions set forth herein and in the Declaration as regulated by the Board of Directors of the Association and shall be appurtenant to and may not be separated from the ownership of any lot in the Park.

ARTICLE IV

TERM

This Association shall have perpetual existence.

ARTICLE V

VOTING

The Association shall have one class of voting membership made up of all the record owners of fee title to the lots in Ganesh Business Park including Ganesh Holdings, Inc. (the "Developer"). Each member of the Association shall have one vote for each net developable acre (or portion thereof in excess of one-half acre and not less than one vote per Lot) within Ganesh Business Park owned by that member, but when more than one person or entity holds an ownership interest therein, the votes attributable to that acre shall be exercised as its Owners, collectively, determine.

ARTICLE VI

SUBSCRIBER

The name and residence address of the subscriber to these Articles of Incorporation are:

W. Scott Callahan, Esquire
Stump, Storey & Callahan, P.A.
37 North Orange Avenue, Suite 200
Orlando, Florida 32801

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is c/o Stump, Storey & Callahan, P.A., 37 North Orange Avenue, Suite 200, Orlando, Florida, 32801, and the name of the corporations initial registered agent at that address is W. Scott Callahan, Esquire.

ARTICLE VIII
MANAGEMENT

The affairs and business of the Association shall be managed by a Board of Directors and by the following officers: President, Vice President, Secretary and Treasurer, and other officers as the Board may appoint. The officers shall be elected by the Board at the first meeting of the Board following the annual meeting of the Association. The President shall be a director, but no other officer need be a director. A person may hold two offices, if the duties of those offices are not incompatible, but the offices of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person. The Association's corporate office and mailing address shall be: 2302 Mercator Drive, Suite 101, Orlando, Florida, 32807.

ARTICLE IX
OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are:

President: Renuka Chawhan, 2302 Mercator Drive, Suite 101, Orlando, Florida 32807.

Secretary: Kiran Nattoo, 2302 Mercator Drive, Suite 101, Orlando, Florida 32807

ARTICLE X
DIRECTORS

Section 1. The Association shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided by the Bylaws but shall never be less than three (3).

Section 2. The names and addresses of the persons who are to serve on the first Board are:

1. Renuka Chawhan, 2302 Mercator Drive, Suite 101, Orlando, Florida 32807.
2. Kiran Natoo, 2302 Mercator Drive, Suite 101, Orlando, Florida 32807.
3. Prakash Chawhan, 2302 Mercator Drive, Suite 101, Orlando, Florida 32807.

Section 3. The initial directors shall serve until the first annual meeting of the Association and thereafter as provided in Section 4 below.

Section 4. Until the first annual meeting following the earlier of (a) twenty (20) years after the date of the initial Declaration of Covenants, Conditions and Restrictions for Ganesh Business Park, or (b) the date on which Developer has conveyed to third parties (other than a successor developer) more than seventy-five percent (75%) of the Net Developable Acreage within Ganesh Business Park (including any land area that may hereafter be added to the Park), Developer shall appoint at least two of the three members of the Board who shall serve at the pleasure of Developer. The other members of the Association may elect the remaining members of the Board. At the first annual meeting following the date specified above in this paragraph, the members of the Association, including Developer (if Developer is still the owner of lands within the Park), shall elect the members of the Board by a plurality of the votes cast at the meeting. At the first election by the full membership of replacements for the directors appointed by Developer, the directors shall be elected to staggered terms so that each year for the following three (3) years the term of one of the three directors expires. Thereafter, all directors shall serve for three (3) years. This Section intends that, following the expiration of the power of appointment by Developer and the election of a full Board, one director's term will expire each year.

Section 5. In the event of removal, resignation, or death of a director, the vacancy shall be filled by Developer if the director had been appointed by Developer; otherwise it shall be filled by the Board. The replacement director shall serve the remainder of the term of his predecessor.

Section 6. No member of the Board or of any committee of the Association nor any officer of the Association, nor Developer, nor any employee of the Association shall be personally liable to any member of the Association, or to any other party including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of that person or group, provided that person or group has, upon the basis of that information possessed by him, acted in good faith, without willful or intentional misconduct.

Section 7. The Board of Directors shall determine the amounts of both annual and special assessments. The assessments shall apply equally against all lands within the Park on a per acre basis, and the owners shall pay their pro rata share based upon the total Net Developable Acreage within the lands they own as compared to the total Net Developable acreage in the Park. Multiple owners of any lands shall be jointly and severally liable for the payment of assessments. The Board may not provide that a member pay no assessments. The assessments shall be fixed by the Board annually and be based on the costs and expenses the Association expects to incur in owning, operating, maintaining, and improving Association properties and conducting its other business in the coming year and on the establishment of reasonable reserves for the future use as deemed advisable by the Board. The annual assessments may include amounts to cover deficiencies from a previous year. At the end of each year, the Board, as an alternative to increasing the coming year's assessments, may make a special assessment above and beyond the annual assessment if the costs and expenses of owning, operating, maintaining, and improving the properties under the

Association's control in that year exceeded the amount of the annual assessments and other income earlier received by the Association. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system(s) in addition to the other matters set forth above and in the Declaration.

ARTICLE XI

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by a seventy-five percent (75%) vote of the members as provided in the Bylaws.

ARTICLE XII

AMENDMENTS

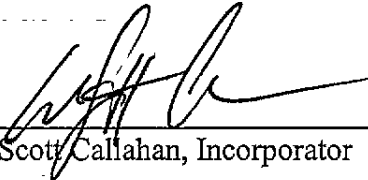
Amendments to the Articles of Incorporation shall be approved by the Board of Directors, proposed by them to the members and approved at any meeting by a seventy-five percent (75%) vote of the members, provided that the Board give not less than thirty (30) days notice by mail to all of the members, setting forth the proposed amendment. In any event, no amendment to the Articles of Incorporation may diminish the voting rights of any members of the Association or change the manner of determining assessments without the consent of the member affected and his mortgagees. Amendments to the Articles of Incorporation which merely enlarge the property within Ganesh Business Park and expand and increase the land area within Ganesh Business Park shall require Board approval only.

ARTICLE XIII

DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system(s) must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or final liquidation.

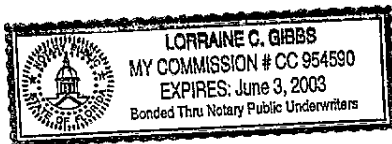
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal at Orlando, Florida, this 17th day of January, 2001.



W. Scott Callahan, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of January, 2001, by W. Scott Callahan, Incorporator, who is ☒ personally known by me, or ☐ has produced _____ as identification.

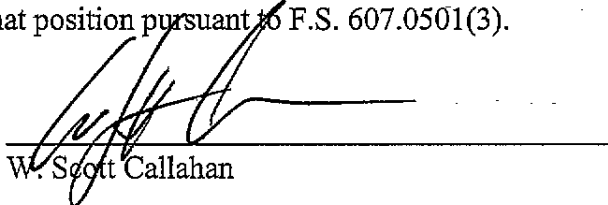




Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Ganesh Business Park Owners' Association, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



W. Scott Callahan

Date: January 17, 2001