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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

SOUTHCENTER/COMMERCIAL OWNERS ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
SOUTHCENTER/COMMERCIAL OWNERS ASSOCIATION, INC.**

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 SOUTHCENTER/COMMERCIAL OWNERS ASSOCIATION, INC., (the "Association"), and the corporation shall be located in Orange County, Florida.

ARTICLE II

INITIAL PRINCIPAL OFFICE

The initial principal office of the Association shall be located at 918 Lucerne Terrace, Orlando Florida 32806. The Association may change its principal office from time to time without amendment of these Articles of Incorporation.

ARTICLE III

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 SOUTHCENTER/COMMERCIAL for the benefit of

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SouthCenter/Commercial and the members of the Association (the "members"); (b) to enforce the Declaration of Covenants, Conditions and Restrictions (the "Declaration") applicable to SOUTHCENTER/COMMERCIAL; (c) to establish and collect assessments from owners of property within SouthCenter/Commercial so that the Association may perform its duties and functions and operate, maintain, insure, and improve the Association property and other properties within SOUTHCENTER/COMMERCIAL 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; and, (e) 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 (1987), 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 in 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 IV

MEMBERS

As provided in the Declaration, every record owner of a fee or undivided fee interest in any Parcel (or part thereof) within SOUTHCENTER/COMMERCIAL, as described in 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 Parcel in SouthCenter/Commercial.

ARTICLE V

TERM

This Association shall have perpetual existence.

ARTICLE VI

VOTING

The Association shall have one class of voting membership made up of all the record owners of fee title to the Parcels in SOUTHCENTER/COMMERCIAL, including the Developer, as defined in the Declaration. 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 Parcel) within SOUTHCENTER/COMMERCIAL 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 VII

SUBSCRIBER

The name and residence address of the subscriber to these Articles of
Incorporation is James E.L. Seay, Esquire, Holland & Knight LLP, 200 South
Orange Avenue, Suite 2600, Orlando, Florida 32801.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is c/o
Miller, Einhouse, Rymer and Associates, Inc. Attn.: Mr. H. Douglas Miller, 918
Lucerne Terrace, Orlando Florida 32806, and the name of the corporation's initial
registered agent at that address is H. Douglas Miller.

ARTICLE IX

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.

ARTICLE X

OFFICERS

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

President -	Selby W. Sullivan
Vice Pres. -	Mary Barley
V.P./Secretary -	Doug Miller
Treasurer -	Selby W. Sullivan

ARTICLE XI

DIRECTORS

Section 1. The Association shall have three 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.

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

Selby W. Sullivan
45-505 East Eldorado Drive, Indian Wells, California 92210

Mary Barley
P.O. Box 1915, Islamorada, Florida 33036-1915

H. Douglas Miller
918 Lucerne Terrace, Orlando, Florida 32806

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) fifteen years after the date of the initial Declaration of Covenants, Conditions, and Restrictions for SOUTHCENTER/COMMERCIAL or (b) the date on which Developer has conveyed to third parties (other than a successor developer) more than seventy-five percent of the Net Developable Acreage within SOUTHCENTER/COMMERCIAL (including any land area that may hereafter be added to SouthCenter/Commercial), Developer shall appoint at least two of 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 SouthCenter/Commercial), 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 years the term of one of the three directors expires. Thereafter, all directors shall serve for three 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 SouthCenter/Commercial 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 SouthCenter/Commercial. Multiple owners of any lands shall be jointly and severally liable for the payment of assessments.

Section 8. 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

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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.

ARTICLE XII

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 vote of the members as provided in the Bylaws.

ARTICLE XIII

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 vote of the members, provided that the Board give not less than thirty 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 SOUTHCENTER/COMMERCIAL and expand and increase the land area within SOUTHCENTER/COMMERCIAL shall require Board approval only.


James E. L. Seay, Subscriber

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22nd day of March, 2001 by James E.L. Seay.


Notary Public

My Commission Expires:



Carol McKnight
MY COMMISSION # CC946710 EXPIRES
June 18, 2004
BONDED THRU TROY FARM INSURANCE, INC.

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**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

THAT, SOUTHCENTER/COMMERCIAL OWNERS ASSOCIATION, INC.,
desiring to organize under the laws of the State of Florida, with its principal office
as indicated in the Articles of Incorporation in the County of Orange, State of
Florida, has named as its Registered Agent, Mr. H. Douglas Miller, in the City of
Orlando, County of Orange, State of Florida, to accept service of process within this
State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby accept to act in this
capacity and agree to comply with the provisions of said Act relative to keeping
open said office.



H. Douglas Miller

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