

No 1000006475

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FILED
01 SEP 10 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 5, 2001

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

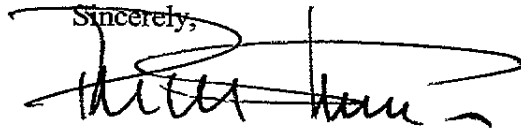
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*****78.75 *****78.75

Re: *Articles of Incorporation -*
SEMORAN PARK CONDOMINIUM ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed herewith for filing are an original and one copy of Articles of Incorporation for the above named entity, together with the registered agent's certificate. Please return a certified copy of the instrument to the undersigned after filing. Fees in the amount of \$ 78.75 are enclosed herewith.

Sincerely,



Randall C. Smith

Enclosures

D. BROWN SEP 12 2001

ARTICLES OF INCORPORATION
OF
SEMORAN PARK CONDOMINIUM ASSOCIATION, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby forms a not-for-profit corporation under and pursuant to Chapter 617 of the Florida Statutes, and does certify as follows:

ARTICLE I
(Name)

The name of this corporation shall be SEMORAN PARK CONDOMINIUM ASSOCIATION, INC.

ARTICLE II
(Purpose)

The purpose for which the association is organized is to provide an entity, pursuant to Chapter 718 of the Florida Statutes (the "Condominium Act"), which shall be responsible for the operation and management of the commercial condominium being established in accordance therewith, to be known as "SEMORAN PARK, A CONDOMINIUM" (hereinafter called the "Condominium"), situate, lying and being in the Orange County, Florida, and for undertaking the performance of, and carrying out the acts and duties incident to, the administration of the operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and in the Condominium Declaration creating the Condominium to be recorded in the Public Records of Orange County, Florida (the "Declaration"); and for owning, operating, leasing, selling, trading and otherwise dealing with such real or personal property as may be necessary or convenient in the administration of said Condominium.

ARTICLE III
(Definitions)

The terms used in these Articles shall have the same meaning as in the Condominium Act and the Declaration (except as herein expressly otherwise provided or unless the context otherwise requires); and where a conflict in meanings shall exist, the Declaration shall control.

ARTICLE IV
(Powers)

A. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the Declaration, the Bylaws of the Association, and the Condominium Act.

B. The Association shall have all of the powers under and pursuant to the Condominium Act and the Declaration and shall have all of the powers reasonably necessary to implement the purposes of the Association, including but not limited to the following:

1. To make, establish and enforce reasonable rules and regulations governing the use of the Condominium or portions thereof,
2. To determine, levy and collect assessments against the Members to provide the funds to pay the Common Expenses of the Condominium as provided in the Declaration, the Bylaws, and the Condominium Act, and to use and expend the proceeds of such assessments in the exercise of the powers and duties of the Association;

3. To maintain, repair, replace and operate the Condominium, specifically including all portions of the Condominium Property of which the Association has the right and power to maintain, repair, replace and operate in accordance with the Declaration, the Bylaws, and the Condominium Act.
4. To reconstruct or restore improvements in the Condominium Property after casualty or other loss and to make further improvements of the Condominium Property;
5. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations of the Association governing the use of the Condominium, and all other documents referred to in the Declaration and these Articles of Incorporation;
6. To contract for the operation, management, and maintenance of the Condominium and to delegate to the contracting party all of powers and duties of the Association, except those which may be required by the Declaration to have approval of or to be exercised by the Board of Directors or the Members of the Association, and except those whose delegation is expressly prohibited by the Declaration or these Articles;
7. To acquire and enter into agreements to acquire leaseholds, easements, memberships or other interests to possess or use lands or facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment or other use or benefit of the Members;
8. To acquire by purchase, lease or otherwise Units of the Condominium whether or not offered for sale or lease or surrendered by their Owners to the Association or purchased at foreclosure or other judicial sale; and to sell, lease, mortgage, cast the votes appurtenant to or otherwise deal with Units acquired by, and to sublease the Units leased by, the Association or its designee;
9. To approve or disapprove the sale, mortgage, or lease of Units as may be provided by the Declaration and the Bylaws;
10. To employ personnel to perform the services required for proper operation and maintenance of the Condominium;
11. To obtain insurance for the Condominium.

ARTICLE V (Members)

The Members of the Association shall consist of all of the record Owners of fee interests in Units in the Condominium. After the Condominium and the Association shall have been created, change of membership in the Association shall be effected by the recordation in the Public Records of Orange County, Florida, of a deed or other instrument establishing a record title to or fee interest in a Unit in the Condominium and by the delivery to the Association of a certified copy of such instrument. The Owner designated by such instrument shall thereby become a Member of the Association and the membership of the prior Owner of such Unit shall thereby be terminated with respect to that Unit.

The share of a Member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Unit(s) to which such Member has record title or a fee interest.

ARTICLE VI (Voting)

Voting rights on all matters as to which the membership shall be entitled to vote are as provided in the Declaration and the Bylaws.

ARTICLE VII
(Term of Existence)

The Association shall have perpetual existence.

ARTICLE VIII
(Principal & Registered Office & Agent)

The principal office of the Association shall be located at 1277 North Semoran Boulevard., Orlando, Florida 32807, but the Association may maintain offices and transact business in such other places within or without the State of Florida as the Board may from time to time designate.

The registered office of the Association is 200 North Thornton Avenue, Orlando, Florida 32801, and the registered agent at that address is DON L. BROWN, ESQUIRE.

ARTICLE IX
(Board of Directors)

Responsibility for the administration of the activities of the Association shall be vested in a Board of Directors (the "Board") consisting of the number of directors, but not less than three, specified by the Bylaws; in the absence of such provision, the Board shall consist of five directors. The initial Board shall consist of three directors. Directors need not to be Members of the Association.

Directors of the Association subsequent to the first Board shall be elected at the annual meeting of Members in the manner provided by the Bylaws. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the then remaining directors.

The names and addresses of the members of the first Board are as follows:

LUIS E. REINA
P.O. Box 571175
Orlando, Florida 32857-1175

ERASMOS REINA
P.O. Box 571175
Orlando, Florida 32857-1175

JOHN REINA
P.O. Box 571175
Orlando, Florida 32857-1175

ARTICLE X
(Officers)

The Board shall elect a President, Secretary, and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasures as the Board shall from time to time determine. The President shall be elected from among the members of the Board, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, 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.

Officers shall be elected or appointed by the Board at its first meeting following each annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The names of the initial officers who shall serve until their successors are elected or appointed by the Board are as follows: ERASMOS REINA, as President and LUIS E. REINA, as Secretary and Treasurer.

ARTICLE XI
(Indemnification of Officers & Directors)

No director or officer shall be liable to the Association or to the Members thereof for any mistake of judgment or negligence or otherwise, other than for his own willful misconduct or bad faith. Each director and each officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him 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 the Association, whether or not he 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 duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLES XII
(Bylaws)

The original Bylaws of the Association shall be adopted by the Board of Directors and may be altered, Amended, or rescinded in the manner therein provided.

ARTICLE XIII
(Amendment of Articles)

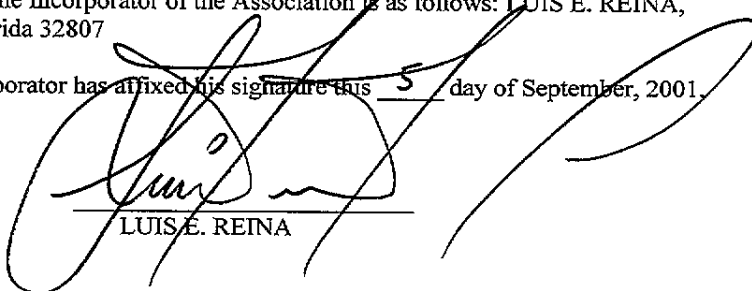
Amendments to these Articles shall be proposed and adopted in the following manner:

- A. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting of Members or directors at which such proposed amendment is to be considered.
- B. Amendments shall be approved by a majority of directors and Members entitled to vote.

ARTICLE XIV
(Incorporator)

The name and post office address of the Incorporator of the Association is as follows: LUIS E. REINA, 1277 North Semoran Boulevard, Orlando, Florida 32807

IN WITNESS WHEREOF, the Incorporator has affixed his signature this 5 day of September, 2001.



LUIS E. REINA


STATE OF FLORIDA)
) ss:
COUNTY OF ORANGE)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared LUIS E. REINA, personally known by me, or satisfactorily identified by Florida Drivers License to be the person who executed the foregoing Articles of Incorporation, and, acknowledge before me, under the penalties of perjury, that the content thereof is true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5 day of September, 2001.



NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

 Don L. Brown
My Commission CC874211
Expires September 28, 2003

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


FILED
01 SEP 10 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This certificate is submitted in compliance with F. S. §§ 48.091 and 617.0501(3):

SEMORAN PARK CONDOMINIUM ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation in Orlando, County of Orange, State of Florida, names the following person as its Registered Agent to accept service of process within this State: Don L. Brown, Esquire, 200 North Thornton Avenue, Orlando, Florida 32801.

Acknowledgment

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby state that I am familiar with and accept the obligations of the position, and that I agree to act in this capacity and to comply with the provisions of the said statute relative to keeping open said office.


DON L. BROWN, ESQUIRE
200 North Thornton Avenue
Orlando, Florida 32801