

CAPITAL CONNECTION, INC.

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Cory Lake Isles Professional
Center Association, Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CORY LAKE ISLES PROFESSIONAL CENTER ASSOCIATION, INC.**

A Florida Corporation Not for Profit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Cory Lake Isles Professional Center Association, Inc., a Florida corporation not for profit (hereinafter called the "Association" in these Articles.)

ARTICLE II

PRINCIPAL OFFICE AND REGISTERED AGENT

This Association's principal office is located at 12001 Cory Lake Boulevard, Tampa, Florida 33647, and its registered agent is Albert C. Kreischer, Jr., who maintains a business office at 1407 West Busch Boulevard, Tampa, Florida 33612. The Association's principal office, registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III

PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and

architectural control of all common areas and any other parcel of land to be used as a building site for office and professional use (hereinafter referred to as "Commercial Parcel") within that certain tract of property (hereinafter called the "Property") in Hillsborough County, Florida, and more particularly described as "Cory Lake Isles Professional Center".

ARTICLE IV

POWERS

Without limitation, this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration") applicable to the property and recorded or to be recorded in the Public Records of Hillsborough County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full.

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs, specifically including the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property; and contract for services, such as to provide for operation and maintenance of facilities, including surface water management system facilities.

(e) Borrowing. Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the approval of three-fourths of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members determine.

(g) Members. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Commercial Parcel, Common Areas and Corporate Property consistent with the rights and duties established by the Declaration and these Articles and governing Members' responsibilities.

(i) General. Have and exercise all common law rights, powers and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers and privileges reasonably to be implied from the existence of any right, power or privilege so granted, or granted by the Declaration of these Articles,

or reasonably necessary to effectuate the exercise of any right, power or privilege so granted.

(j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration; and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof; to use and be sued.

ARTICLE V

MEMBERSHIP

Every person who from time to time holds the record fee simple title to any Commercial Parcel, or any undivided fee simple interest in any Commercial Parcel that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Commercial Parcel merely as security for the performance of an obligation. An Owner of such Commercial Parcel is entitled to membership. Membership is appurtenant to, and may not be separated from, ownership of at least one Commercial Parcel that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Commercial Parcel. Each membership is transferred automatically by conveyance of fee simple title of such Commercial Parcel.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. The Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each one thousand (1,000) square feet of land within any Commercial Parcel owned by any such member or any portion thereof.

(Example: Owner has fee simple title to a Commercial Parcel consisting of one thousand five hundred (1,500) square feet of land, such owner shall be entitled to one and one half (1 ½ votes). When more than one person holds an interest in any Commercial Parcel, all such persons shall be members; provided, however, the vote for such Commercial Parcel shall be exercised as they determine, but in no event shall more than one vote be cast with respect to such ownership, per thousand square feet of land owned by such members.

Class B. The Class B member shall be the Declarant, and shall be entitled to one hundred and twenty five (125) votes for every one thousand (1,000) square feet owned or portion thereof. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

- (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (ii) on the anniversary date five (5) years from the date when the first Commercial Parcel is conveyed to an individual purchaser; or
- (iii) At such time earlier time as the Declarant shall determine.

ARTICLE VII

BOARD OF DIRECTORS

(a) This Association's affairs are managed by a Board of Directors initially composed of three (3) Directors. The number of Directors from time to time may be changed by amendment to this Association's Bylaws, but at all times it must be an odd number of three or more, but not to exceed five (5). The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all

vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

(b) The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign or are removed, are:

Judy Tagliarino
12001 Cory Lake Boulevard
Tampa, Florida 33647

Eugene E. Thomason
12001 Cory Lake Boulevard
Tampa, Florida 33647

Betty Thomason
12001 Cory Lake Boulevard
Tampa, Florida 33647

ARTICLE VIII

INCORPORATOR

The name and residence of the incorporator is:

Albert C. Kreischer, Jr.
1407 West Busch Boulevard
Tampa, Florida 33612

ARTICLE IX

DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3)

of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets, including the control or right of access to the property containing the surface water management system facilities, must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE X

DURATION

This Association exists perpetually.

ARTICLE XI

BYLAWS

This Association's Bylaws initially will be adopted by the Board of Directors. Thereafter, the Bylaws may be altered, amended or rescinded with the approval of a majority of each class of members, except as to those provisions for amendment to the Bylaws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such amendments.

ARTICLE XII

AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two-thirds (2/3) of the entire membership, except as to those provisions for

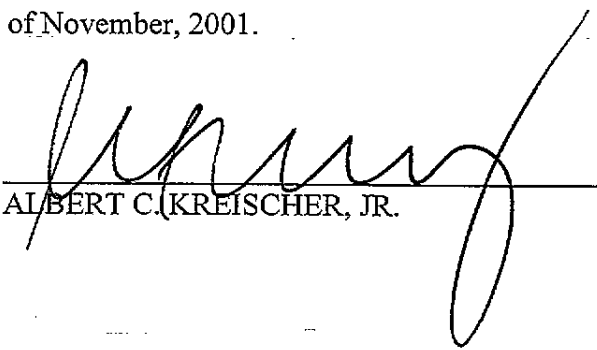
amendment which are provided in the Declaration or any Supplemental Declaration, in which case those provisions shall control such amendments.

ARTICLE XIII

INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed and applied with those of the Declaration to avoid inconsistencies or conflicting results.

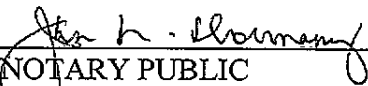
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 9th day of November, 2001.


ALBERT C. KREISCHER, JR.

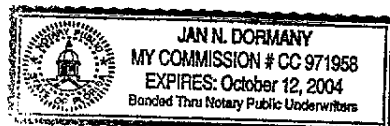
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared Albert C. Kreischer, Jr., to me well known and known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on November 9, 2001.


NOTARY PUBLIC

My Commission Expires:

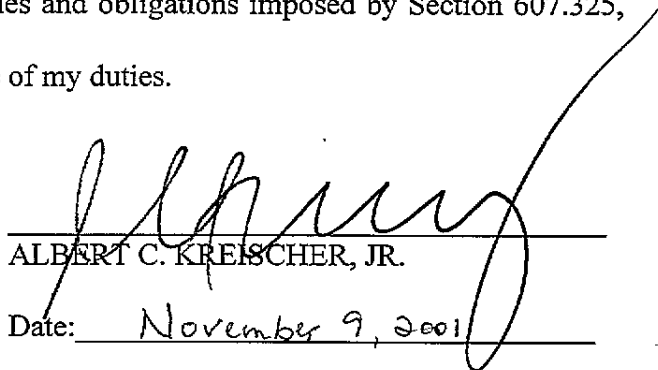


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING
THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Cory Lake Isles Professional Center Association, Inc., desiring to organize under the laws of the State of Florida, as a corporation not for profit, with its principal office, as indicated in its Articles of Incorporation, at 12001 Cory Lake Boulevard, Tampa, Florida 33647, County of Hillsborough, State of Florida, has named Albert C. Kreischer, Jr., whose business office is 1407 West Busch Boulevard, Tampa, Florida 33612, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 607.325, relative to the proper and complete performance of my duties.



ALBERT C. KREISCHER, JR.

Date: November 9, 2001

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TALLAHASSEE, FLORIDA