

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NO1000008364

Palm Harbor Commerce Park
Maintenance Association, Inc.

FILED

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SEAL OF THE STATE
TALLAHASSEE, FLORIDA

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Art of Inc. File -11/27/01-01043-021
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LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File J. BRYAN NOV 27 2001

UCC 11 Search _____

UCC 11 Retrieval J. BRYAN NOV 29 2001

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Signature _____

Requested by: SL

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Date Time

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 27, 2001

CAPITAL CONNECTION, INC.

SUBJECT: PALM HARBOR COMMERCE PARK MAINTENANCE
ASSOCIATION, INC.
Ref. Number: W01000026993

We have received your document for PALM HARBOR COMMERCE PARK MAINTENANCE ASSOCIATION, INC. and your check(s) totaling \$78.75. 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) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 401A00062914

01 NOV 29 2001
DIVISION OF CORPORATIONS

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

**ARTICLES OF INCORPORATION
OF
PALM HARBOR COMMERCE PARK MAINTENANCE ASSOCIATION**

I, the undersigned, acting as Incorporator, adopt the following Articles of Incorporation for a not-for-profit corporation pursuant to Chapters 617 of the Florida Statutes.

ARTICLE 1: CORPORATE NAME & PRINCIPAL OFFICE

The name of the Corporation shall be PALM HARBOR COMMERCE PARK MAINTENANCE ASSOCIATION, INC. (hereinafter referred to as the "Association") with principal offices located at 4422 N. church Street, Suite J, Tampa, FL 33614. This shall also serve as the corporations mailing address.

ARTICLE 2: CORPORATE PURPOSE

This Association does not contemplate pecuniary gain or profit to the Members thereof and shall make no distributions of income to its Members, Directors or Officers. The specific purposes for which it is formed are:

2.1 To provide an entity to hold title to certain Common Areas and Common Areas appurtenant to that commercial real estate development project being developed as "PALM HARBOR COMMERCE PARK" by its' "Developer", 1221 Palm Harbor, LLC, and which is located in Palm Harbor, Pinellas County, Florida;

2.2 To provide for the maintenance, preservation and architectural control of the commercial parcels, Common Facilities, and Common Areas within that certain tract of commercial property comprising PALM HARBOR COMMERCE PARK; and

2.3 To promote the health, safety and welfare of the commercial property owners within the PALM HARBOR COMMERCE PARK and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes.

ARTICLE 3: POWERS

The Association shall have the following powers:

3.1 To exercise all of the common law and statutory powers of a not for profit corporation organized under the laws of the State of Florida that are not in conflict with the terms of the these Articles, the Bylaws of the Association, or the Covenants, Conditions and Restrictions of PALM HARBOR COMMERCE PARK (hereinafter referred to as the "Declaration").

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SEC. OF STATE
PALM HARBOR COMMERCE PARK MAINTENANCE ASSOCIATION, INC.

3.2 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in Declaration applicable to the property and recorded or to be recorded in the Public Records of Pinellas 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 at length;

3.3 To fix, levy, collect and enforce payment by any unlawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

3.4 To maintain, repair and operate the property of the Association;

3.5 To purchase insurance upon the property of the Association and insurance for the protection of the Association and its Members as Parcel Owners;

3.6 To reconstruct improvements after casualty and make further improvements upon the property;

3.7 To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto;

3.8 To employ personnel to perform the services required for proper operation of the Association.

3.9 To borrow money, and with the assent of a majority of the Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

3.10 To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by all of the Members, agreeing to such dedication, sale or transfer;

3.11 To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional commercial property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of all of the Members.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 5: MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any parcel of land contained in PALM HARBOR COMMERCE PARK which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association, including the Developer until such time as the Developer no longer a record owner of any land within PALM HARBOR COMMERCE PARK. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any parcel of land which is subject to assessment by the association.

ARTICLE 6: MEMBERS VOTING RIGHTS

6.1 Developer shall retain all voting rights until Developer has completed construction of all improvements to PALM HARBOR COMMERCE PARK and all the parcels of land, other than the Common Areas, have been sold and transferred to a purchaser, or the same are not being held for sale in the ordinary course of business; or until ten (10) years from the execution of these Articles of Incorporation; or until the Developer shall voluntarily relinquish control, whichever event shall first occur.

6.2 Following Developer's relinquishing control of the Association, as described in paragraph 6.1 above, Member's voting rights shall commence. In any meeting of Members, following commencement of the Member's voting rights, each land parcel owner shall be entitled one vote and the Developer shall be entitled to one vote until such time as Developer deeds the common areas over to the Association.

ARTICLE 7: BOARD OF DIRECTORS

7.1 The business affairs of this corporation shall be managed by a Board of Directors consisting of three (3) Directors, initially. The number of Directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3). Directors of the Association shall be elected at the annual meeting of Members in the manner determined by the Bylaws.

7.2 The names and addresses of the initial Board of Directors are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| Frank R. Hayden | 4422 N. Church Street, Tampa, FL 33614 |
| Kenneth Gordon | 2502 Rocky Point Dr., Suite 660, Tampa, FL 33607 |
| Roberto Garcia | 5110 Eisenhower Blvd, Suite 120, Tampa, FL 33634 |

ARTICLE 8: OFFICERS

The operation of the Association shall be administered by a President, a Vice- President, a Secretary and a Treasurer and such other Officers as may be designated by the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association. The names of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Frank R. Hayden

Secretary/Treasurer: Frank R. Hayden

ARTICLE 9: SUBSCRIBER AND INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation and Incorporator, who is the founding Member of the Association is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--|---|
| 1221 PALM HARBOR, LLC Frank R. Hayden, as Managing Member | 4422 N. Church Street Tampa, Florida 33614 |

ARTICLE 10: BYLAWS

The Membership shall adopt Bylaws for the Association at the first meeting of the Association after the approval of these Articles of Incorporation by the Secretary of State. Additional Bylaws or alterations or rescission of the first Bylaws shall be enacted by a majority vote of the Members of the Association.

ARTICLE 9: AMENDMENT OF ARTICLES OF INCORPORATION

9.1 By Directors. Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by a majority of the Membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each Member not less than ten days prior to such meeting.

9.2 By Members. Amendments may be proposed by any Member and may be considered at the annual or any regular meeting of the Membership, provided that written notice of any such amendment of amendments shall be given in writing to all Members at least ten days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a majority vote of the Members voting, a quorum being present.

ARTICLE 10: REGISTERED AGENT

The street address of the initial registered office of this Corporation is 696 First Avenue North, Suite 201, St. Petersburg, Florida 33701, and the name of the initial registered agent of this Corporation at that address is Rick W. Sadorf.

ARTICLE 11: INDEMNIFICATION

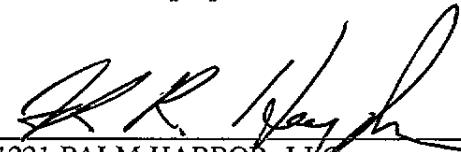
Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which 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 when the Director or Officer is adjudged guilty of willful misfeasance of malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest of the Association. The foregoing

ARTICLES OF INCORPORATION
PALM HARBOR COMMERCE PARK MAINTENANCE ASSOCIATION, INC.
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right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE 12: DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by a majority of the Members of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purpose.



1221 PALM HARBOR, LLC
by, Frank R. Hayden, Managing Member
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of November, 2001, by Frank R. Hayden, as Managing Member of 1221 Palm Harbor, LLC, who is personally known to me or who has produced FLORIDA DRIVER LICENSE as identification.



NOTARY PUBLIC -
STATE OF FLORIDA AT LARGE

CANDACE L. THOMAS

Printed Name of Notary Public

My Commission Expires:

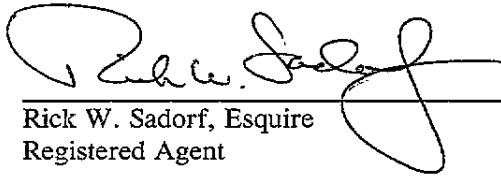


ARTICLES OF INCORPORATION
PALM HARBOR COMMERCE PARK MAINTENANCE ASSOCIATION, INC.
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above-stated nonprofit 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 relative to the proper and complete performance of my duties.

DATED THIS 19th day of November, 2001.


Rick W. Sadorf, Esquire
Registered Agent

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SECURITIES
STATE
TALLAHASSEE, FLORIDA