

02 AUG -6 PM 12:55

No 20000005942

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CROSSROADS PARK of COMMERCE PROPERTY OWNERS' ASSOCIATION, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time 2.00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

RECEIVED
02 AUG -5 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****70.00 *****70.00

Examiner's Initials

8-6
John P.
11/22/01



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 5, 2002

FILINGS, INC. TERESA ROMAN

SUBJECT: CROSSROADS PARK OF COMMERCE PROPERTY OWNERS'
ASSOCIATION, INC.
Ref. Number: W02000022481

We have received your document for CROSSROADS PARK OF COMMERCE
PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$70.00.
However, the enclosed document has not been filed and is being returned for the
following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never
have fewer than three directors.

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) 245-6915.

Janice Love-Washington
Document Specialist
New Filing Section

Letter Number: 902A00046700

RECEIVED
02 AUG -6 AM 10: 37
DEPARTMENT OF STATE
CORPORATIONS DIVISION
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF CROSSROADS PARK OF COMMERCE
PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE I - NAME

The name of this Corporation shall be CROSSROADS PARK OF COMMERCE PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association", a not-for-profit corporation.

ARTICLE II - PURPOSES

The general nature, objects and purposes of the Association are as follows:

A. To promote the health, safety and social welfare of the owners of Sites within that area of the project known as CROSSROADS PARK OF COMMERCE developed by Reynolds Metals Development Company, a Delaware corporation (hereinafter referred to as the "Developer"), which is subject to that certain Declaration of Protective Covenants and Restrictions for Crossroads Park of Commerce, hereinafter referred to as the "Declaration", as amended from time to time, and recorded among the Public Records of St. Lucie County, Florida. All capitalized terms as used herein shall be defined in these Articles of Incorporation, and, if not so defined, then said terms shall be defined in the Declaration.

B. To own, if conveyed to the Association by the Declarant, and maintain, repair and replace the Common Areas and easement areas, including but not limited to, parks, sidewalks and/or access paths, streets, roadways, parking areas, preservation areas, lakes, structures, landscaping and other improvements in/or benefitting Crossroads Park of Commerce for which the obligation to maintain and repair has been or may be delegated to and accepted by the Association.

C. To establish, monitor, maintain and approve all development specifications for any improvements to a Site including, but not limited to, design, appearance, elevation, materials and location of the Improvements together with landscaping around all said improvements, including walls, fences, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain on a Site together with any alteration, improvement, addition and/or change thereto.

D. To provide, or provide for, services the responsibility for which has been or may be accepted by the Association, and the capital improvements and equipment related thereto in Crossroads Park of Commerce.

E. To provide, purchase, acquire, replace, improve, maintain and/or repair such real property, buildings, structures, street lights and other structures, landscaping, paving and equipment,

both real and personal, related to the health, safety and social welfare of the Members of the Association, as the Board of Directors of the Association, in its discretion determines necessary, appropriate or convenient.

F. To operate without profit for the sole and exclusive benefit of its Members.

G. To perform all of the functions set forth in the Declaration contemplated to be performed by the Association, and undertaken by the Board of Directors of the Association.

ARTICLE III - GENERAL POWERS

The general powers of the Association are as follows:

A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, Bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or entities; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against the Sites to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create the reasonable reserves for such expenditures, and to authorize its Board of Directors, companies and other organizations for the collection of such assessments.

F. To charge recipients for services rendered or caused to be rendered by the Association for maintenance of Association property or Common Areas when such is deemed appropriate by the Board of Directors of the Association.

G. To pay taxes and other charges, if any, on or against property owned or accepted or maintained by the Association (other than such portion of any Common Area maintained by the Association that is partially or totally on a Site).

H. In general, to have all powers conferred upon a corporation not-for-profit by the laws of the State of Florida, except as prohibited by the Declaration, Articles and Bylaws.

ARTICLE IV - MEMBERS

The Members shall consist of the Owners of Sites.

ARTICLE V - VOTING AND ASSESSMENT

A. The Association has two (2) classes of voting members:

1. Class A. So long as there is Class B membership, Class A members are all of the fee simple Owners, except the Developer and are entitled to one (1) vote for each whole acre of land (or fraction thereof) contained in the Site owned by such Member or upon which the condominium is located, as the case may be. Upon termination of Class B membership, Class A Members shall be all of the fee simple Owners, including the Developer, so long as the Developer is an Owner of a Site.
2. Class B. The Class B Member is the Developer and is entitled to have four (4) votes for each acre of land (or fraction thereof) in every Site owned by the Developer. The Class B membership shall cease and be converted to Class A membership on the happening of any one of the following events, whichever occurs first:
 - (a) When the Developer voluntarily relinquishes its right to Class B membership;
 - (b) When the Developer no longer owns any portion of the Property.

B. If more than one (1) person owns an interest in any Site, all such persons are Members; but there may be only one (1) vote cast per acre (or fraction thereof) with respect to such Site. Such vote may be exercised as the Owners determine among themselves but no split vote is permitted. If any Site is improved with an office condominium, the condominium association of the condominium located on the Site shall be deemed to be the Member of the Association and shall cast all votes attributable to the condominium. Prior to any meeting at which a vote is to be taken, each co-owner or condominium association shall file, in writing, the name of the voting co-owner, or condominium association member, entitled to vote at such meeting with the Secretary of the Association. If the name of such voting co-owner or condominium association member is not so filed with the Secretary of the Association, then all such votes attributable to such Site shall not be counted unless such co-owners or condominium association has filed a general voting authority with the Secretary applicable to all votes until rescinded. Once such voting authority is filed with the Secretary of the Association, it shall remain in effect until rescinded by a written instrument signed by all parties having an interest in the Site or, if a condominium, by a written instrument, signed by an officer of the Association and accepted by a certified resolution of the Board of Directors, authorizing such act.

C. Outstanding Votes.

1. All votes aggregated from both classes of voting membership shall constitute the total outstanding votes available for voting purposes in determining the action of the Association on any matter to be approved by vote (herein "Outstanding Votes").
2. The total number of Outstanding Votes in the Association may vary from time to time depending on the number of Sites sold to a third party by the Developer and on the amount of additional land that may be subject to the Declaration. Except as otherwise provided in the Declaration, the Articles or the Bylaws, a quorum consisting of a majority of the Outstanding Votes represented by Members in attendance or by proxy will be necessary to vote on all decisions to be made by the Association pursuant to the terms of its Articles with two-thirds (2/3) of the Outstanding Votes then present or represented by proxy being necessary for approval or disapproval of an action of the Association unless a greater percentage is required by the Declaration, the Articles or the Bylaws for any specific action.

D. The Association will obtain funds with which to operate by assessment of its Members in accordance with the provisions of Article V of the Declaration, as supplemented by the provisions of the Bylaws and these Articles relating thereto.

ARTICLE VI - BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) directors. So long as there is Class B membership, directors need not be Members of the Association and need not be residents of the State of Florida and there need not be three (3) directors; thereafter, all directors shall be Members of the Association and residents of the State of Florida. Election shall be by plurality vote. The Directors shall be elected at the first annual meeting of the Association. The term of the Directors so elected shall be for two (2) years expiring at the second annual meeting of the Association following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members.

B. The names and address of the members of the first Board of Directors who shall hold office until the annual meeting of the Members to be held in the year 2003 and until their successors are elected and who have qualified are as follows:

NAME

Christopher Grace

ADDRESS

6603 W. Broad Street
Richmond, Virginia 23261

William S. Wasilewski

DONNA DABNEY

6603 W. Broad Street
Richmond, Virginia 23261
SAME ADDRESS

ARTICLE VII - OFFICERS

The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary shall not be held by the same individual. Officers shall be elected by the Board of Directors of the Association for one (1) year terms in accordance with the terms and procedures set forth in the Bylaws. The name of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors to be held in the year 2003 and until their successors are duly elected and qualified are:

Christopher Grace	-	President
William S. Wasilewski	-	Vice-President/Secretary/Treasurer

ARTICLE VIII - CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX - BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

ARTICLE X - REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent shall be Scott M. Price, Esquire and the address of the initial registered office shall be 505 Wekiva Springs Road, Suite 800, Longwood, Florida 32779.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by resolution of the Board of Directors. No amendment effecting the Developer or its successors or assigns, as Developer of Crossroads Park of Commerce (as the same is defined in the Declaration) shall be effective without prior written consent of the Developer or its successors or assigns, as Developer.

ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. The Association hereby indemnifies any director or officer made a party of, or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative or investigative (other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officers of the Association, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association when such act was not committed in good faith and in the reasonable belief that such action was in the best interest of the Association) against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful with the exception of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the Association, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which is served at the request of the Association if such person is adjudged to have been guilty of gross negligence or misconduct in the performance of his duties to the Association or if it is determined that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful unless, and only to the extent that, the court, administrative agency or investigative body before which said action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.
2. By or in the right of the Association to procure a judgment in his favor by reason of his being, or having been, a director or officer of the Association, or by reason of his being, or having been, a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprises which he served at the request of the Association, against the

reasonable expenses, including attorney's fees actually and necessarily incurred by him in connection with the defense and settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the Court, administrative agency or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in the manner he reasonably believed to be the best interest of the Association, and whether with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination shall be made by the Board of Directors by majority vote of a quorum consisting of Directors who are not parties to such action, pursuit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XIV - TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers have a financial interest shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at, or participated in, the meeting of the Board of Directors or committee thereof which authorized the contract or transaction, or solely because his or their votes accounted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that he is, or may be, interested in any such contact or transaction. Notwithstanding the foregoing, any director or officer who has a financial interest in any corporation, partnership, association or other organization who is interested in doing business with the Association, shall notify the Board of Directors of his interest therein prior to the award of the contract or transaction in which the corporation, partnership, association or other organization in which such director(s) or officer(s) have a financial interest.

ARTICLE XV - CAPITALIZED DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed among the Members, as tenants in common, each Member's share of the assets being determined in accordance with its voting rights.

B. The Association may be dissolved upon:

1. a resolution to that effect being recommended by four-fifths (4/5) of the members of the Board of Directors; and
2. if applicable, of any appropriate decree as set forth in §617.1402, Florida Statutes or statute of similar import and approved by two-thirds (2/3) of the voting rights of the Association's Members; and
3. the assumption of all of the obligations of the Association hereunder of under the Declaration by another association or entity having reasonable financial wherewithal to assure and perform all of the obligations of the Association under the terms hereunder and the Declaration.

ARTICLE XVI - MAILING ADDRESS

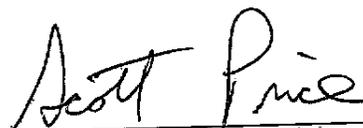
The Association's initial mailing address shall be c/o Reynolds Metals Development Company, 6603 W. Broad Street, Richmond, Virginia 23261.

ARTICLE XVII - INCORPORATOR

The name and address of the incorporator of the Association is a follows:

Scott M. Price, Esquire
505 Wekiva Springs Road
Suite 800
Longwood, Florida

IN WITNESS WHEREOF, the undersigned has set his hand and seal, as sole incorporator, this 2 day of August, 2002.



Scott M. Price, Esquire

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG -6 PM 12: 55

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the Florida Statutes relative to keeping open the registered office.

Dated: August 2, 2002



Scott M. Price, Esquire
Registered Agent