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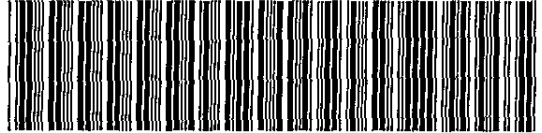
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DIVISION OF CORPORATIONS

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ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

City/ST/Zip

850-222-2785

Phone #

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STATE
TALLAHASSEE FLORIDA

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

1- THIRTY-NINTH AVENUE OFFICE OWNERS ASSN., INC.

2- _____

3- _____

4- _____

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<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

Examiner's Initials

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ARTICLES OF INCORPORATION

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OF

CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

THIRTY-NINTH AVENUE OFFICE OWNERS ASSN., INC.

A Non-Profit Corporation

By these Articles of Incorporation, the undersigned Subscribers form a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("These Articles");

ARTICLE I

Name

The name of the corporation shall be THIRTY-NINTH AVENUE OFFICE OWNERS ASSN., INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II

DURATION

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these articles with the Florida Department of State.

ARTICLE III

DEFINITION

The following words shall have the definitions set forth below for purposes of these Articles:

3.1 "Association" shall mean and refer to Thirty-Ninth Avenue Office Owners Assn., Inc., a Florida Corporation not for profit, or its successors and assigns.

3.2 "Common Property" shall mean and refer to all real property and any improvements located thereon, and all personal property, from time to time intended to be devoted to the use and enjoyment of all Members of the Association and maintained by the Association at common expense. "Common Property" includes, without limitation, the property described in Exhibit "A" of the Declaration LESS and EXCEPT therefrom those Office Units and/or Pads conveyed to various Owners of Office Units or Pads that will lie within the Property described in said Exhibit "A".

3.3 "The Declarant" shall mean and refer to THIRTY-NINTH AVENUE PROFESSIONAL CENTER, INC., a Florida Corporation, and its successors and assigns.

3.4 "Declaration" shall mean the Declaration of Covenants, Conditions and Restrictions for Thirty-Ninth Avenue Office Park as recorded in the Public Records of Alachua County, Florida.

3.5 "Development Plan" shall mean and refer to the site plan for Thirty-Ninth Avenue Office Park as approved by Alachua County, as amended from time to time.

3.6 "Member" shall mean and refer to each Owner who is a Member of the Association as provided in Article II, Section 2, of the Declaration.

3.7 "Office Unit and/or Pad" shall mean and refer to each specific separately described portion of the property upon which an office building is to be located.

3.8 "The Property/Properties" shall mean and refer to the real property described in Exhibit "A" of the Declaration.

3.9 "Owner" shall mean the Owner of any Office Unit.

ARTICLE IV

PRINCIPAL OFFICE

The principal office of the Association is located at 618 NW 60th Street, Suite A, Gainesville, Florida 32607.

ARTICLE V

REGISTERED OFFICE AND AGENT

JOHN M. PLA, whose address is 618 NW 60th Street, Suite A, Gainesville, Florida 32607, is hereby appointed the initial registered agent of the association and the registered office shall be at 618 NW 60th Street, Suite A, Gainesville, Florida 32607.

ARTICLE VI

PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors, or officers. The Association is formed to provide for, among other things, the improvement, maintenance, preservation and architectural control of the Property and the Common Property and to promote the recreation, health, safety and welfare of the Owners. The Association shall have all the powers of a non-profit corporation organized under the laws of the state of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and

for the maintenance, administration and improvement of the Property and Common Property within its jurisdiction.

ARTICLE VII

MEMBERSHIP

Each Owner, including the Declarant, shall be a Member of the Association as provided in the Declaration. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each Owner shall be appurtenant to the Office Unit giving rise to such membership, and shall not be transferred except upon the transfer of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VIII

VOTING RIGHTS

8.1 The Association shall have two (2) classes of voting membership:

a. Class "A". Class "A" Members shall be all Owners of Office Units, with the exception of the Declarant. Class "A" Members shall be entitled on all issues to one (1) vote for each 1,000 square feet of Office Unit owned (or fraction thereof) in which they hold the interest required for membership. (For example, the Class "A" Member who is the Owner of 7,500 square feet of Office Unit owned is entitled to 7.500 votes.)

b. Class "B". The Class "B" Members shall be the Declarant and any successor of the Declarant who takes title to and to whom Declarant assigns in writing one or more of the Class "B" votes. Upon the execution of this Declaration, the Class "B"

Members shall be entitled to 1 vote for each 1,000 square feet of Office Unit owned (or fraction thereof) by a Class "B" Member. (For example, the Class "B" Member who is the owner of 7,500 square feet of Office Unit owned is entitled to 7.500 votes). The Class "B" membership shall terminate and become converted to Class "A" membership upon the happening of the earlier of the following:

- (i) When the total outstanding Class "A" votes in the Association equal the total outstanding Class "B" votes; or
- (ii) Four (4) years from the date of recording this Declaration.
- (iii) When, in its discretion, the Declarant so determines.

From and after the happening of any one of these events, the Declarant shall call a meeting as provided in the Bylaws for special meetings to advise the Association membership of the termination of Class "B" status.

For purposes hereunder, the Declarant is current the Owner of 15,134 square feet of Office Building space (the "Maximum Allowable Building Square Footage"), and each and every conveyance of any portion of the Property by the Declarant (with the exception of the conveyance of Common Property) shall constitute a deduction from the amount of square footage owned by Declarant.

8.2 Multiple Owners. In the event that joint or multiple Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast a vote on behalf of a particular Office Unit, it shall thereafter be conclusively presumed for all purposes that he/she was, or they were, acting with the authority and consent of all other Owners thereof.

In the event more than the appropriate number of votes are cast for a particular Office Unit, none of said votes shall be counted and said votes shall be deemed void.

ARTICLE IX

BOARD OF DIRECTORS

The Board of Directors shall be elected as provided for in the By-Laws of the Association. The affairs of the Association shall be managed by a Board of not less than three (3), nor more than five (5) directors who need not be Members. The initial Board shall be comprised of three (3) persons. Anything in these Articles to the contrary notwithstanding, until such time as the Declarant has conveyed to purchasers not affiliated with the Declarant all Office Units or at such earlier date as may be selected by the Declarant, the Declarant shall be entitled to designate the Board of Directors of the Association. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are:

John M. Pla	618 NW 60 th Street, Suite A Gainesville, FL 32607
Merrill Pugh	618 NW 60 th Street, Suite A Gainesville, FL 32607
Carl L. Johnson	4421 NW 39 th Avenue, Suite 1-2 Gainesville, Florida 32606

Once the Declarant relinquishes their right to appoint the Board of Directors, the Members shall elect the directors, for staggered terms of three (3) years each. The initial elected directors shall randomly be divided into three (3) categories, one category comprising one (1) newly elected director who shall serve for an initial term of one (1) year, the second category comprising one (1) newly elected director who shall serve for an initial term of two (2) years, and the third category comprising the remaining newly elected

director who shall serve for an initial term of three (3) years. All directors elected after the initial elected directors shall serve for terms of three (3) years each. In the event that the number of directors comprising the Board of Directors shall exceed three (3) such change in number shall be implemented in such a manner as to have as nearly equal in number as possible in number of directors, whose terms expire in any given year.

ARTICLE X

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	John M. Pla	618 NW 60 th Street, Suite A Gainesville, Florida 32607
V. President	Merrill Pugh	618 NW 60 th Street, Suite A Gainesville, Florida 32607
Secretary/ Treasurer	John M. Pla	618 NW 60 th Street, Suite A Gainesville, FL 32607

ARTICLE XI

INDEMNIFICATION

11.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably

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incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such 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, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association 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.

11.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

11.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would

have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XII

BYLAWS

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

ARTICLE XIII

AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

13.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or special meeting.

13.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. *If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.*

13.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

13.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

13.5 Agreement. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted then the amendment shall thereby be adopted as though subsection 13.1 through 13.3 had been satisfied.

13.6 Action Without Directors. The Members may amend these Articles without an act of the directors at a meeting for which notice of the changes to be made is given.

13.7 Limitations. No Amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration. So long as the Declarant shall own any of the Property, no Declarant related amendment shall be made to the Declaration, or to the Articles or Bylaws of the Association unless such amendment is first approved in writing by the Declarant. Any amendment shall be deemed to be Declarant related if it does any of the following:

- a. Directly or indirectly by its provisions or in practical application relates to the Declarant in a manner different from the manner in which it relates to other Owners;
- b. Modifies the definitions provided for by Article I of the Declaration in a manner which alters the Declarant's rights or status;
- c. Modifies or repeals any provision of Article II of the Declaration;
- d. Alters the character and rights or membership as provided for by Article III of the Declaration or affects or modifies in any manner whatsoever the rights of Declarant as a Member of the Association;

e. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;

f. Denies the right of the Declarant to convey to the Association Common Property;

g. Modifies the basis or manner of assessments applicable to the Declarant or any lands owned by the Declarant;

h. Alters or repeals any of the Declarant's rights or any provision applicable to the Declarant's rights as provided for by any such provision of the Declaration.

ARTICLE XIV

SUBSCRIBERS

The name and address of the Subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
John M. Pla	618 NW 60 th Street, Suite A Gainesville, Florida 32607

ARTICLE XV

NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned Subscribers have caused these presents to be executed as of the 16th day of December, 2002.

Signed, sealed and delivered in our presence as witnesses:

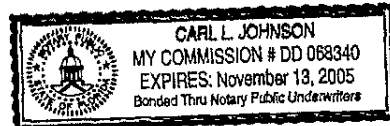
[Signature]
[Signature]

[Signature]
John M. Pla

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Articles of Incorporation of THIRTY-NINTH AVENUE OFFICE OWNERS ASSN., INC. was acknowledged before me this 16th day of December, 2002, by John Pla, who is personally known to me or who has produced as identification:

[Signature]
Notary Public
My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN THIS STATE.

In pursuance of Chapter 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First--That THIRTY-NINTH AVENUE OFFICE OWNERS ASSN., INC. desiring to organize under the laws of the State of Florida has named John M. Pla, located at 618 NW 60th Street, Suite A, City of Gainesville, County of Alachua, State of Florida, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open this office. I am familiar with, and accept, the obligations of being the registered agent.

By: _____


JOHN M. PLA
Registered Agent

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2002 DEC 17 PM 1:15
TALLAHASSEE FLORIDA
SECRETARY OF STATE