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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BOARD OF COUNTY COMMISSIONERS
ESCAMBIA COUNTY, FLORIDA
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February 28, 2003

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

Re: Articles of Incorporation for
Heritage Oaks Commerce Park Association, Inc.

Ladies and Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Heritage Oaks Commerce Park Association, Inc., together with a check in the amount of \$78.75 for the cost of the filing fee and a certified copy. After filing the Articles, please mail the certified copy to the address above.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Stephen G. West", is written over the typed name.

Stephen G. West
Assistant County Attorney

SGW/el
Enclosures

1.

2. A copy of the Articles of Incorporation for Heritage Oaks Commerce Park Association, Inc. is being filed with the Department of State, Division of Corporations, P.O. Box 6327, Tallahassee, Florida 32314. The filing fee of \$78.75 is enclosed with this letter. A certified copy of the Articles of Incorporation is being mailed to the address above.

**ARTICLES OF INCORPORATION
OF
HERITAGE OAKS COMMERCE PARK ASSOCIATION, INC.**

FILED
03 MAR -3 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of the corporation shall be HERITAGE OAKS COMMERCE PARK ASSOCIATION, INC.

ARTICLE II. PRINCIPAL OFFICE.

The initial principal office of the corporation shall be located at, and the mailing address of the corporation shall be, 223 Palafox Place, Pensacola, Florida 32501.

ARTICLE III. TERM OF EXISTENCE.

The corporation is to exist perpetually commencing on the date of filing of the Articles by the Department of State.

ARTICLE IV. REGISTERED AGENT AND ADDRESS.

The registered agent of the corporation is Janet Lander, 14 West Government Street, Room 411, Pensacola, Florida 32501.

ARTICLE V. INCORPORATOR.

The name and street address of the incorporator is Janet Lander, 14 West Government Street, Room 411, Pensacola, Florida 32501.

ARTICLE VI. MEMBERS.

The members of the corporation shall be those persons or entities who are record owners of the Lots as shown on the plat of Heritage Oaks Commerce Park, which is the subject of that Declaration of Covenants, Conditions, and Restrictions of Heritage Oaks Commerce Park

(Declaration) recorded in the public records of Escambia County, Florida. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and shall not be separated from ownership of any Lot.

ARTICLE VII. DIRECTORS.

The corporation shall have three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The method for election of directors shall be as stated in the Bylaws. The initial directors of the corporation shall be: Preben Ebbesen, P.O. Box 3000, Merrifield, Virginia 22119-3000; Michael Frey, 117 West Garden Street, P.O. Box 550, Pensacola, Florida 32593-0550; and George Touart, 223 Palafox Place, Pensacola, Florida 32501.

ARTICLE VIII. AMENDMENT.

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto.

ARTICLE IX. CORPORATE PURPOSE.

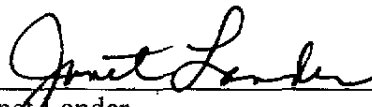
A. The corporation is organized exclusively for those purposes provided under Section 501(c) of the Internal Revenue Code, which purposes shall include the administration and maintenance of Heritage Oaks Commerce Park, as provided under the terms of the Declaration.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the

purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.


C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

The undersigned incorporator has executed these Articles of Incorporation this 28th day of February, 2003.


Janet Lander

Having been named to accept the service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 28th day of February, 2003.


Janet Lander