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**FLORIDA NON-PROFIT CORPORATION**

**Gregg Business Center Owners' Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
GREGG BUSINESS CENTER  
OWNERS' ASSOCIATION, INC.**

In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein. All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in the Declaration of Covenants, Conditions, and Restrictions for Gregg Business Center, as recorded in Official Records Book 6312, at Page 180, of the public records of Hillsborough County, Florida, as it may be modified and supplemented from time to time (the "**Declaration**").

**ARTICLE I - NAME**

The name of the corporation shall be GREGG BUSINESS CENTER OWNERS' ASSOCIATION, INC. (the "**Association**").

**ARTICLE II - REGISTERED AGENT**

The name and address of the Registered Agent of the Association is:

Emmett Crews  
1616 South 14<sup>th</sup> Street  
Leesburg, Florida 34748

**ARTICLE III - PURPOSES AND POWERS**

The general purposes for which the Association is formed are as follows:

- (a) to acquire, own, equip, manage, maintain, and repair the Association properties that are or may become a part of Gregg Business Center (the "**Park**") for the benefit of the Park and the members of the Association (the "**Members**");
- (b) to administer, manage, and enforce the terms and conditions of the Declaration;
- (c) to establish and collect assessments from the owners of property located within the Park so that the Association may perform its duties and functions and operate, maintain, insure, and improve the Association property and other properties within the Park for which the Association has or assumes operation maintenance, or improvement responsibilities;
- (d) to enforce liens for assessments by legal action if necessary;

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(e) to purchase and maintain any real and personal property that may be necessary or useful in the conduct of the Association's business; and

(f) in furtherance of the foregoing, to enter into contracts and engage in any activity permitted a not-for-profit corporation under Chapter 617, Florida Statutes, unless otherwise prohibited by these Articles or the Bylaws of the Association.

The Association shall use all of its assets and earnings exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended (the "Code"), and no part of the assets or the net earnings of this Association shall inure to the benefit of any individual member or other person. The Association may, however, reimburse its members for actual expenses incurred for or in behalf of the Association and may compensate them in a reasonable amount for actual services rendered to the Association, as permitted by Section 528 of the Code, or other applicable provisions of the Code, federal and state law.

#### ARTICLE IV - MEMBERS

Every record owner of a fee or undivided fee interest in any lot (or part thereof) within the Park (the legal description of which is set forth in Exhibit "A" attached to the Declaration) shall be a member of the Association. Persons or entities who hold a fee interest merely as security for the performance of an obligation shall not be members of the Association. Membership shall be on the terms and conditions set forth herein and as regulated by the Board of Directors of the Association and shall be appurtenant to and may not be separated from the ownership of any lot in the Park. The rights and privileges of members shall be as set forth in the bylaws.

#### ARTICLE V - TERM

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

#### ARTICLE VI - INCORPORATOR

The name and address of the incorporator are:

James H. Shimberg, Jr.      400 North Ashley Drive  
Suite 2050  
Tampa, Florida 33602

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1616 South 14<sup>th</sup> Street, Leesburg, Florida 34748, and the name of the corporation's initial registered agent at that address is Emmett Crews.

ARTICLE VIII - DIRECTORS

The Association shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided by the bylaws but shall never be less than three. The names and addresses of the persons who are to serve on the initial Board are:

Emmett Crews	1616 South 14th Street Leesburg, Florida 34748
Dennis Kenney	1616 South 14th Street Leesburg, Florida 34748
Mitch McDowell	1616 South 14th Street Leesburg, Florida 34748

ARTICLE IX - BYLAWS

(a) The power to adopt the bylaws of the Association, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of the Association; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Members of the Association entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the Members of the Association, and the Members of the Association may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors; provided further that at no time shall the bylaws conflict with these Articles of Incorporation or the Declaration.

(b) The bylaws of the Association shall be for the government of the Association and may contain any provisions or requirements for the management or conduct of the affairs and business of the Association, provided the same are not inconsistent with the provisions of these Articles of Incorporation or the Declaration, or contrary to the laws of the State of Florida or of the United States.

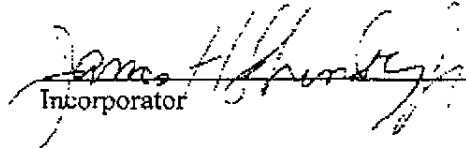
ARTICLE X - AMENDMENTS

Amendments to these Articles of Incorporation shall be approved by the Board of Directors, proposed by them to the members, and approved at a meeting of the members by a seventy-five percent vote of the members. In any event, no amendment to these Articles of Incorporation may diminish the voting rights of any member of the Association for change the manner of determining assessments without the consent of the member affected and his mortgagees. Amendments to these Articles of incorporation which merely enlarge the property

identified in Exhibit "A" to the Declaration and expand and increase the land area within the Park shall require Board of Directors' approval only.

The provisions of the Declaration are amplified by these Articles of Incorporation and the bylaws of the Association; but no such amplification shall alter or amend substantially any of the rights or obligations of the Owners of Lots as set forth in the Declaration. The provisions of the Declaration, on the one hand, and of these Articles of Incorporation and the bylaws of the Association, on the other hand, are intended to be interpreted, construed, and applied to avoid inconsistencies or conflicting results. If such conflicts necessarily result, however, the provisions of the Declaration shall take precedence over and supersede the provisions of these Articles of Incorporation and the bylaws of the Association. All capitalized terms used in these Articles of Incorporation are intended to have the same meaning, connotation and denotation as the same terms used in the Declaration.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes set forth herein on this 17 day of June, 2003.

  
Incorporator  
James H. Shimberg, Jr.

FROM HOLLAND & KNIGHT TAMPA  
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CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That GREGG BUSINESS CENTER OWNERS' ASSOCIATION, INC., a non-profit corporation, desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 1616 South 14<sup>th</sup> Street, Leesburg, Florida 34748, has named Emmett Crews, located at 1616 South 14<sup>th</sup> Street, Leesburg, Florida 34748, as its agent to accept service of process within this state.

GREGG BUSINESS CENTER OWNERS' ASSOCIATION, INC.  
ACCEPTANCE OF SERVICE OF REGISTERED AGENT

EMMETT CREWS, 1616 South 14<sup>th</sup> Street, Leesburg, Florida 34748, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0503, Florida Statutes.

DATED this 5<sup>th</sup> day of June, 2003.

  
EMMETT CREWS

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