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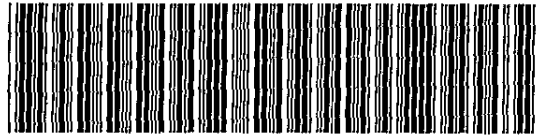
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August 18, 2003

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Off Broadway Owner's Association, Incorporated

To Whom It May Concern:

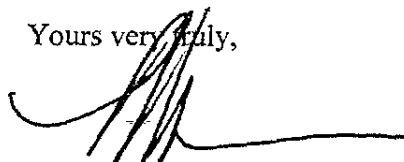
I have enclosed the original and a copy of the Articles of Incorporation of Mills Cove, Inc. along with our check in the amount of \$78.75 for the following filing fees:

- | | |
|---|----------------|
| • Filing fee for Articles of Organization | \$ 35.00 |
| • Designation of Registered Agent | \$ 35.00 |
| • Certified Copy | <u>\$ 8.75</u> |

Please return the certified copy to our office at the address above.

Thank you for your attention in this matter.

Yours very truly,



Margaret A. Wharton
Attorney at Law

MAW:maw

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ARTICLES OF INCORPORATION

OF

OFF BROADWAY OWNERS' ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of the State of Florida, of full age, and for the purpose of forming a corporation, not for profit, and do hereby certify:

ARTICLE I

Name

The name of the corporation is "Off Broadway Owners' Association, Inc. (hereafter called the "Association").

ARTICLE II

Office

The principal office of the Association is located at 395 Old Mims Road, Geneva, Florida 32732

ARTICLE III

Registered Agent

Robert G. Martin, whose address is at 395 Old Mims Road, Geneva, Florida 32732 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Definitions

Section 1. "Articles of Incorporation" shall mean and refer to the Articles of Incorporation for Off Broadway Owners' Association, Inc., as they may be amended from time to time.

Section 2. "Association" shall mean and refer to Off Broadway Owners' Association, Inc., its successors and assigns.

Section 3. "Board of Directors" shall mean and refer to the board of directors

for the Association.

Section 4. "Common Property" shall have the meaning assigned to it in the Declaration.

Section 5. "Declarant" shall mean and refer to Robert G. Martin and Jean B. Martin, his wife.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Off Broadway Industrial Park recorded in the public records of Seminole County, Florida and applicable to the Properties.

Section 7. "Parcel" shall have the meaning assigned to it in the Declaration.

Section 8. "Member" shall have the meaning assigned to it in the Declaration.

Section 9. "Owner" shall have the meaning assigned to it in the Declaration.

Section 10. "Properties" shall mean and refer to Lots 1, 2, 3, 4, 5, 6, 7 and 8 and Tract "A" and Tract "B" as shown on the Plat of Off Broadway Industrial Park recorded in the Public Records of Seminole County, Florida.

ARTICLE V

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purpose for which it is formed is to provide for the maintenance and preservation of the Properties and to promote the health, safety and welfare of the owners of the Properties and any additions thereto as may hereafter be brought within the jurisdiction of this Association. In connection therewith, the Association shall have the authority to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the Properties and recorded (or to be recorded) in the Office of the Clerk of the Court for Seminole County, Florida, and as the same may be amended from time to time as therein provided;

(b) Fix, levy, collect and enforce payment by any lawful means, of all charges and 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 all licenses, taxes or governmental charges levied or imposed against property of the Association;

(c) Acquire (by gift purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of Members who are entitled to vote at least two-thirds (2/3) of all of the votes of the membership, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property of the Association as security for the money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Property 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 shall be effective unless an instrument has been signed by Members who are entitled to vote at least two-thirds (2/3) of all of the votes of the membership, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes provided that such merger or consolidation shall have the assent of Members who are entitled to vote at least two-thirds (2/3) of all of the votes of the membership.

(g) Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District ("District") permit no. 40-117-0324-ERP requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained herein.

(h) Levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system

(i) Have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VI

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Parcel which is subject to the Declaration, and thus to assessment by the Association, shall be a Member of the Association. 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.

ARTICLE VII

Voting Rights

The Owner(s) of each Parcel which is subject to the Declaration shall be entitled to cast one (1) vote for each Parcel owned by it, for so long as it owns a Parcel, except that the

Declarant shall be entitled to cast three (3) votes for each Parcel owned by Declarant, for so long as Declarant owns a Parcel.

ARTICLE VIII

Board of Directors

The affairs of this Association shall be managed by a Board of not less than three (3) Directors, who shall either be Members of the Association or the Declarant. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| Robert G. Martin | 395 Old Mims Road, Geneva, Florida 32732 |
| Jean B. Martin | 395 Old Mims Road, Geneva, Florida 32732 |
| Karen L. Weaver | 600 Lake Mills Road, Chuluota, Florida 32766 |

At the first annual meeting, the Members shall elect, one of the directors for a term of two (2) years, one director for a term of three (3) years, and one of the directors for a term of four (4) years; and at each annual meeting thereafter the Members shall elect one director for a term of four years to replace the director whose term is expiring. Thereafter, if the number of Directors is enlarged, Members shall elect the additional directors for four year terms.

ARTICLE IX

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than all of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding the foregoing, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., or its successor rule, and be approved by the St. Johns Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X

Duration

The Corporation shall exist perpetually.

ARTICLE XI

Indemnification

The Association shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law, against all losses and liabilities related to their actions on behalf of the Association.

ARTICLE XI

Incorporator

The name and address of the incorporator is as follows:

Robert G. Martin
395 Old Mims Road
Geneva, Florida 32732

ARTICLE XII

Amendments

Amendment of this Articles shall require the assent of not less than two-thirds (2/3) of all of the votes of the Members who are entitled to vote.

IN WITNESS WHEREOF, the Declarant has caused these presents to be executed in its name and its seal to be affixed hereto as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

(Printed: DAVID E. ARY)
(Printed: Faith E. Mobsby)

Robert G. Martin
Robert G. Martin
Jean B. Martin
Jean B. Martin

(Printed: DAVID E. ARY)
(Printed: Faith E. Mobsby)

Karen L. Weaver
Karen L. Weaver

STATE OF FLORIDA
COUNTY OF SEMINOLE

THIS INSTRUMENT was acknowledged before me this 14 day of August, 2003, by ROBERT G. MARTIN and JEAN B. MARTIN and they are personally known by me.



Faith E. Mobsby
Commission # DD 032692
Expires June 11, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

Faith E. Mobsby
Notary Public - State of Florida
My commission expires:

STATE OF FLORIDA
COUNTY OF SEMINOLE

THIS INSTRUMENT was acknowledged before me this 14 day of August, 2003, by KAREN L. WEAVER, and she X is personally known by me or produced _____ for identification.



Faith E. Mobsby
Commission # DD 032692
Expires June 11, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

Faith E. Mobsby
Notary Public - State of Florida
My commission expires:

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida General Corporation Act, the following is submitted, in compliance with said statute.

That Off Broadway Owners' Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles or Incorporation at the City of Oviedo, County of Seminole, State of Florida, has named Robert G. Martin, located as said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with 607.0505, Florida Statutes.


Robert G. Martin

Dated: _____

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TALLAHASSEE, FLORIDA