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FLORIDA NON-PROFIT CORPORATION

Aloma Office Park Property Owners Association

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALOMA OFFICE PARK PROPERTY OWNERS ASSOCIATION, INC.**

A Florida Corporation Not For Profit

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is **ALOMA OFFICE PARK PROPERTY OWNERS ASSOCIATION, INC.**, a Florida corporation not for profit, (hereinafter called the "Association").

**ARTICLE II
OFFICE AND REGISTERED AGENT**

This Association's principal office is 6001 Brick Court, Winter Park, Florida 32792, and its registered agent is Mark P. Trolice, who maintains a business office at 5931 Brick Court, Suite _____, Winter Park, Florida 32792. Both this Association's principal office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III
PURPOSE**

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance and preservation of the retention and drainage pond within that certain tract of property (hereinafter called the "Property") in Seminole County, Florida and contained within the plat of Aloma Park and any other property

brought within the jurisdiction of the Association pursuant to the Declaration, as hereinafter defined.

ARTICLE IV POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Aloma Office Park Property Owners Association Inc., Declaration of Covenants and Restrictions (hereinafter called the "Declaration") applicable to the property and recorded or to be recorded in the Public Records of Seminole County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full.
- (b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs, subject to any limitations set forth in the Declaration and the By-Laws of the Association.
- (c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.
- (d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property.

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- (e) Borrowing. Borrow money and mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.
- (f) Dedications. Dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as the Association shall determine.
- (g) Mergers. Participate in mergers and consolidations with other non-profit corporations organized for similar purposes.
- (h) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.
- (i) Enforcement. To enforce by legal means the obligations of the members of the corporation, the provisions of the Declaration, and the provisions of a dedication or conveyance of the Association property to the corporation with respect to the use and maintenance thereof.
- (j) Drainage System. To maintain the retention and drainage pond located on the Property. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of such retention and drainage pond.

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ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Office Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Office Lot merely as security for the performance of an obligation. An Owner of more than one Office Lot is entitled to one membership for each Office Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Office Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Office Lot. Each membership is transferred automatically by conveyance of title of a Office Lot.

ARTICLE VI VOTING RIGHTS

Section 1. Voting. The Association shall have one class of voting membership, and the voting rights shall be, as set forth in the Declaration.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Members of the Board. The Association's affairs are managed by a Board of Directors initially composed of four (4) Directors. The number of Directors from time to time may be changed by amendment to the Association's By-Laws, but at all times it must be composed of no less than four (4) Directors. The initial Directors named below shall serve until the Association's first annual meeting. The term of office for all Directors is one year. Before any such annual

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meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office.

Section 2. Election Procedures. All Directors which are elected by the Members shall be elected by secret written ballot. Each Member may cast as many votes for each vacancy as such Member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association Members.

Section 3. Duties and Powers. All of the duties and powers of the Association existing under Chapter 617 of the Florida Statutes, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the Members only when specifically required.

Section 4. Vacancies. A member of the Board may be removed and vacancies on the Board filled in the manner provided by the Bylaws.

Section 5. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Mark P. Trolice
5931 Brick Court
Winter Park, Florida 32792

René Albors
5971 Brick Court, Suite 200
Winter Park, Florida 32792

Mark Vergason
5901 Brick Court
Winter Park, Florida 32792

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Scott Ravede
2067 N. Saxon Blvd., Saxon Plaza
Deltona, Florida 32725

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is:

Mark P. Trolice
5931 Brick Court
Winter Park, Florida 32792

**ARTICLE IX
DISSOLUTION**

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by Members entitled to cast not less than three-fourths (3/4) of the total votes of the Members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

**ARTICLE X
DURATION**

This Association shall come into existence upon the filing of the Articles with the Secretary of State of the State of Florida. This Association shall exist in perpetuity.

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**ARTICLE XI
BY-LAWS**

This Association's By-Laws initially will be adopted by the Board of Directors. The By-Laws may be altered, amended, or rescinded with the approval of Members entitled to cast not less than three-fourths of the total votes of the Members.

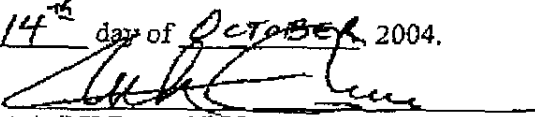
**ARTICLE XII
AMENDMENTS**

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida.

**ARTICLE XIII
INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitations, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 14th day of October, 2004.


MARK P. TROLICE

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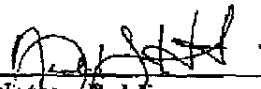
STATE OF FLORIDA

COUNTY OF Seminole

The foregoing instrument was acknowledged before me this _____ day of October, 2004, by MARK P. TROLICE, as the Incorporator of Aloma Office Park Property Owners Association, Inc., on behalf of the corporation. He is personally known to me or has produced _____ as identification.



Todd S Hunt
My Commission DD075018
Expires November 28, 2006



Notary Public
Print Name: Todd Hunt
My Commission Expires: 11/28/05


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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING
THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

ALOMA OFFICE PARK PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 5931 Brick Court, ~~Suite~~ _____, Winter Park, Florida 32792, has named MARK P. TROLICE, whose business office is 5931 Brick Court, ~~Suite~~ _____, Winter Park, Florida 32796, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0501, relative to the proper and complete performance of my duties.



MARK P. TROLICE, as
Registered Agent
Date: 10/14/2004

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TALLAHASSEE, FLORIDA