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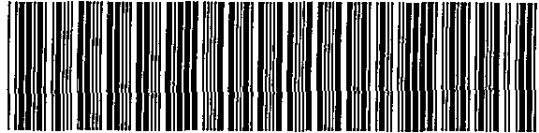
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 117962 7379255

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigute

ORDER DATE : December 31, 2004

ORDER TIME : 9:41 AM

ORDER NO. : 117962-005

CUSTOMER NO: 7379255

CUSTOMER: Ms. Jo Lynn Jorczak
Donna J. Feldman, P.a.

Suite 103
19321-c Us Highway 19 North
Clearwater, FL 33764

DOMESTIC FILING

NAME: CYPRESS LAKES PROFESSIONAL
CENTER COMMERCIAL CONDOMINIUM
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire - EXT. 2909

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
CYPRESS LAKES PROFESSIONAL CENTER
COMMERCIAL CONDOMINIUM ASSOCIATION, INC.,
a Florida not-for-profit corporation**

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TALLAHASSEE, FLORIDA

The undersigned hereby form a corporation not for profit pursuant to Chapters 617 and 718, Florida Statutes, and does hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME and ADDRESS**

The name of the corporation is CYPRESS LAKES PROFESSIONAL CENTER COMMERCIAL CONDOMINIUM ASSOCIATION, INC. ("Association"). The principal place of business of the Association shall be 3870 Tampa Road, Suite E, Oldsmar, Florida 34677.

**ARTICLE II
REGISTERED AGENT**

The name of the Association's registered agent in the State of Florida is Dale E. Bleakley, and the location of the registered office of the Association in the State of Florida is 3870 Tampa Road, Suite E, Oldsmar, Florida 34677.

Agency Acceptance:

By: 
Dale E. Bleakley

**ARTICLE III
DURATION**

The duration of this Association shall be perpetual.

**ARTICLE IV
PURPOSE OF THE ASSOCIATION**

The Association shall not engage in any activity involving pecuniary gain, incidentally or otherwise, to its members, and shall not pay dividends or other pecuniary remuneration, directly or indirectly, to its members. The Association is not organized for profit and has no stated capital. The Association shall be authorized and empowered to pay reasonable compensation for services

rendered to it and to make payments and distributions in furtherance of the purposes set forth herein. The purposes for which the Association is organized are:

(a) To operate, manage, maintain and administer the affairs of CYPRESS LAKES PROFESSIONAL CENTER COMMERCIAL CONDOMINIUM, that is being established by a Declaration of Condominium being recorded in the Public Records of Pinellas County, Florida ("Declaration").

(b) To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of CYPRESS LAKES PROFESSIONAL CENTER COMMERCIAL CONDOMINIUM, in accordance with the Declaration, the Bylaws of the Association, and the Florida Condominium Act, Chapter 718, Florida Statutes (hereinafter referred to as the "Act").

(c) The Association shall have all powers as set forth in Chapters 617 and 718, Florida Statutes, as are applicable to non-profit corporations and condominium associations.

ARTICLE V MEMBERSHIP and VOTING RIGHTS

The Association is to have members, and each Owner, as that term is defined in the Declaration, shall be a member of the Association. No other person or entity shall be entitled to membership. No Owner shall be required to pay any consideration whatsoever solely for its membership in the Association.

(a) The share of a Unit Owner in the funds and assets of the Association cannot be assigned, pledged or transferred in any manner except as an appurtenance to its Unit in the Condominium Project.

(b) Each Owner and the Developer shall have the voting rights provided in the Declaration.

(c) No Unit Owner other than Developer shall be entitled to vote at any meeting of the Association until it has presented evidence of ownership of a Unit in the Condominium Project to the Association. The vote of each Unit Owner may only be cast by such Unit Owner or by a limited proxy in the form prescribed by the Act, given by such Unit Owner to its duly authorized representative. If title to a Unit shall be in the name of two or more persons as Unit Owners, any one of such Unit Owners may vote as the Unit Owner of the Unit at any meeting of the Association and such vote shall be binding on such other Unit Owners who are not present at such meeting until written notice to the contrary has been received by the Association, in which case the unanimous action of all such Unit Owners (in person or by proxy) shall be required to cast their vote as Unit Owners. If two or more of such Unit Owners are present at any meeting of the Association, the unanimous action shall also be required to cast their vote as Unit Owners.

(d) A Unit Owner in default with respect to any provision of the Declaration of Condominium or the Bylaws shall not be entitled to vote at any meeting of the Association as long as such default is in existence.

(e) All capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Declaration.

ARTICLE VI DIRECTORS

(a) The number of Directors of the Association shall be fixed by the Bylaws of the Association but shall not be less than three (3). The Directors shall be appointed and elected as provided in the Bylaws.

(b) The number of Directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as initial Directors are:

<u>Name:</u>	<u>Address:</u>
Dale E. Bleakley	3870 Tampa Road, Suite E Oldsmar, FL 34677
Kent A. Bleakley	3870 Tampa Road, Suite E Oldsmar, FL 34677
Doris H. Harting	3870 Tampa Road, Suite E Oldsmar, FL 34677

(c) Directors may take any action which they are required or permitted to take, without a meeting with written consent setting forth the action so taken, signed by all of the Directors entitled to vote thereon.

ARTICLE VII INCORPORATOR

The name and address of the incorporator of the Association is as follows:

<u>Name:</u>	<u>Address:</u>
Dale E. Bleakley	3870 Tampa Road, Suite E Oldsmar, FL 34677

ARTICLE VIII INDEMNIFICATION

The Association shall indemnify to the fullest extent permissible under the laws of the State of Florida, any director, officer, or employee, or former director, officer, or employee of the Association, against expenses actually and necessarily incurred by him, and any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he is made party by reason of being or having been such a directors, officer or employee (whether or not a director, officer or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in respect of the matter in which indemnity is sought. The Association may also purchase directors' and Officers' Liability Insurance in such form and in such amounts as the directors deem appropriate and the cost thereof shall be treated as an Association Expense. The Association also may reimburse any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee of the directors not involved in the matter of controversy, whether or not a quorum, that it was in the interest of the Association that such settlement be made and that such director, officer, or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled by law or under bylaw, agreement, vote of Unit Owners or otherwise.


ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of the Members representing two-thirds (2/3) of the Outstanding Votes of the Association, or by the Developer without the joinder or consent of any Owner for so long as the Developer is in control of the Association.

ARTICLE X DECLARATION

Where necessary, express reference is hereby made to the terms, provisions, definitions and rules contained in the Declaration to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies of conflicting results. In the event of a conflict, the Declaration shall control.


IN WITNESS WHEREOF, the undersigned has affixed his signature this th30 day of December, 2004.


Dale E. Bleakley

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this th30 day of December, 2004, by Dale E. Bleakley, who is personally known to me.


Jo Lynn Jorczak, Notary Public

(seal)  **Jo Lynn Jorczak**
Commission # DD280721
Expires February 17, 2008
Bonded Troy Felt - Insurance, Inc. 800-385-7010

My Commission Expires: 2/17/2008