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**FLORIDA NON-PROFIT CORPORATION**

**Amira Office Park Association, Inc.**

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ARTICLES OF INCORPORATION  
OF  
AMIRA OFFICE PARK ASSOCIATION, INC.

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The undersigned incorporator, for the purpose of forming a not for profit corporation under the laws of the State of Florida, and does make, subscribe, acknowledge and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be:

AMIRA OFFICE PARK ASSOCIATION, INC. (the "Association").

ARTICLE II

The purposes for which the Association is organized shall be to operate, maintain and manage the roads and ways, easements, rights-of-ways, common facilities, common areas, parking areas, drainage and retention, including stormwater management system, all referred to "Common Areas" or as provided under the AMIRA OFFICE PARK Declaration of Covenants, restrictions and easements (the "Declaration") dated October 22, 2004 and recorded in Official Records Volume 12117, pages 429 through 453, Duval County, Florida public records, and to perform the acts and duties authorized by the Declaration for all fee simple parcels (referred to as "Units" for convenience) and Owners of Units in AMIRA OFFICE PARK as described in the Declaration (the "Office Park"). The Association shall be conducted as a non-profit corporation for the benefit of its members.

ARTICLE III

The Association shall have the following powers:

(a) All of the powers and privileges granted to corporations not for profit under the laws pursuant to which this Corporation is organized, and those set forth in the Declaration.

(b) All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but without limitation, the power, authority and right to:

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(1) Levy and collect assessments against the Units and their Owners to defray the costs of maintenance and operation of the Common Areas including but not limited to, surface water and/or stormwater management system and the other expenses of the Association, as may be necessary or convenient in the operation and management of the Association and in accomplishing the purposes set forth in the Declaration.

(2) Enforce the provisions of these Articles of Incorporation, the Declaration and the By-Laws.

(3) Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration.

#### ARTICLE IV

The qualification of members, the manner of their admission to and the termination of membership, and voting by members shall be as follows:

(a) The record Owners of all Units in the Office Park shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided for elsewhere in these Articles.

(b) Membership shall be established by the acquisition of fee simple title to a Unit in the Office Park, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity is terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

(c) The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the By-Laws.

(d) On all matters on which the membership shall be entitled to vote, there shall be the number of vote(s) for each Unit in the Office Park as provided in the Declaration, which vote or votes may be exercised or cast by the owners(s) of each Unit as will be provided for in the By-Laws. Should any member own more

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than one Unit, such member shall be entitled to exercise or cast the vote or votes for each such Unit, in the manner provided by the By-Laws.

(e) Until such time as all of the Units in the Office Park are sold by the "Developer" or "Declarant" under the Declaration, there shall be two (2) classes of voting membership:

(1) Class A. Class members shall be all Owners of Units with the exception of the Developer/Declarant while the Developer is a Class B member. Class A members shall be entitled to the number of votes for each Unit which such Class A member owns as provided in Exhibit "C" attached to the Declaration. When one more than one person or entity holds an interest in any Unit, other than as security for the performance of an obligation, all such persons or entities shall be members and the vote or votes for such Unit shall be exercised as they determine by written designation to the Association, but in no event shall more than the number of votes as provided in Exhibit "C" to the Declaration be cast with respect to any Unit.

(2) Class B. The Class B member shall be the Developer, who shall be entitled to the number of votes equal to the number of votes held by all Class A members, plus one. The Class B membership shall cease and be converted to Class A membership when the Developer no longer owns any Unit or property within the real property of Amira Office Park or when the Developer, in the Developer's sole discretion, elects to convert its Class B membership to Class A membership. When the Class B membership ceases, the Class B member shall be deemed a Class A member entitled to the same number of votes on the same basis per Unit as all other Class A members for any Units owned by the Developer.

#### ARTICLE V

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity unless terminated by its members.

#### ARTICLE VI

The name and address of the subscriber (incorporator) to these Articles of Incorporation are as follows:

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MARC MAJED EL-HASSAN  
International General Development, Inc.  
9857-5 St. Augustine Road  
Jacksonville, Florida 32257

#### ARTICLE VII

The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than THREE (3) persons nor more than FIVE (5) persons. The first Board of Directors shall consist of THREE (3) persons. The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership of the Association as provided by the By-Laws. Provisions for such election, and provisions relative to the removal, disqualification and resignation of Directors and for filling vacancies on the Board of Directors, shall be established by the By-Laws.

#### ARTICLE VIII

The names of the officers who are to serve until the first election of officers, pursuant to the terms of the Declaration and By-Laws are as follows:

President	-	MARC MAJED EL-HASSAN
Vice President	-	MAJED EL-HASSAN
Secretary	-	ANDREW MAJED HASSAN
Treasurer	-	ANDREW MAJED HASSAN

#### ARTICLE IX

The names and addresses of the persons constituting the first Board of Directors, who shall serve until the first election of the Board of Directors at the first meeting of the membership, are as follows:

MARC MAJED EL-HASSAN, 9857-5 St. Augustine Road,  
Jacksonville, Florida 32257

MAJED EL-HASSAN, 9857-5 St. Augustine Road, Jacksonville,  
Florida 32257

ANDREW MAJED HASSAN, 9857-5 St. Augustine Road,  
Jacksonville, Florida 32257

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## ARTICLE X

The original By-Laws of the Association shall initially be made and adopted by a majority of the persons constituting the first Board of Directors. Prior to the time any Unit within the Office Park has been sold by the original Declarant under the Declaration described in Article II, the first Board of Directors shall have full power to amend, alter or rescind the By-Laws by the vote of a majority of the persons constituting the first Board of Directors.

After a Unit has been sold to a person other than the Declarant, the By-Laws may be amended, altered, supplemented, modified or rescinded by the membership at the annual meeting, or at a duly convened special meeting of the membership, by vote, as follows:

(a) If the proposed change has been approved by the unanimous approval of all persons constituting the Board of Directors, then the change shall require only the affirmative vote of a majority of the total votes entitled to be cast by the members of the Association.

(b) If the proposed change has not been approved by the unanimous vote of the persons constituting the Board of Directors, then the proposed change must be approved by the affirmative vote of not less than three-fourths (3/4ths) of the total votes entitled to be cast by the members of the Association.

## ARTICLE XI

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the number of persons constituting the Board of Directors, or by the members of the Association entitled to a majority of the total votes of all members, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty

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(30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by the affirmative vote of not less than three-fourths (3/4ths) of the total votes entitled to be cast by the members of the Association in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of DUVAL County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article, until all Units in the Office Park are sold by Developer, no amendment to these Articles of Incorporation which shall abridge, amend or alter the Developer's voting rights or the right of Developer to designate and select members of the Board of Directors of the Association may be adopted or become effective without the prior written consent of Developer.

#### ARTICLE XII

Every Director and every officer of the Association shall be indemnified by the Association against all costs, losses and expenses, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any action, suit or proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such costs, losses or expenses are incurred, except in such cases wherein the Director or officer is adjudged liable for or guilty of gross negligence or willful misconduct in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification, the reimbursement or indemnification, shall be effectuated only if the Board of Directors approves a settlement of such reimbursement or indemnification as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

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ARTICLE XIII

The name of the initial registered agent and the street address of the initial registered office of the corporation are:

MARC MAJED EL-HASSAN  
9857-5 St. Augustine Road  
Jacksonville, Florida 32257


The principal office of the corporation shall be at the above address.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this 31<sup>st</sup> day of January, 2005.

  
MARC MAJED EL-HASSAN (SEAL)

ACKNOWLEDGMENT AND ACCEPTANCE  
OF REGISTERED AGENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
MARC MAJED EL-HASSAN  
International General Development  
9857-5 St. Augustine Road  
Jacksonville, Florida 32257

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