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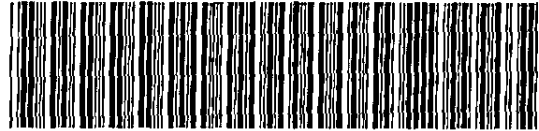
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
2/5/05

KENNETH B. EVERS

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW
424 WEST MAIN STREET
WAUCHULA, FLORIDA

KENNETH B. EVERS
E-MAIL: everepa@earthlink.net

TELEPHONE: (863) 773-5600
ACSIMILE: (863) 773-0952

REPLY TO: P.O. DRAWER 1308
WAUCHULA, FLORIDA 33873-1308

February 10, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314


**Re: Hardee County Commerce Park
Property Owners' Association, Inc.**

Gentlemen:

Enclosed are original and one copy of Articles of Incorporation. Please file the original and return a certified copy to me.

Also enclosed is check made payable to Secretary of State of Florida in the amount of \$78.75 representing fee to file same.

Sincerely,


Brenda K. Sutton
Legal Assistant

/bks
Enclosures

**ARTICLES OF INCORPORATION
OF
HARDEE COUNTY COMMERCE PARK
PROPERTY OWNERS' ASSOCIATION, INC.**

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2005 FEB 14 P 11:3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a resident of the State of Florida of the age of majority, hereby makes, subscribes, acknowledges and files with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes).

ARTICLE I
Name and Address

The name of the corporation shall be Hardee County Commerce Park Property Owners' Association, Inc., hereinafter referred to as the "Association." The principal office and mailing address of this corporation will be 312 North Seventh Avenue, Wauchula, FL 33873. The Board may from time to time designate another address for the principal office of the Association.

ARTICLE II
Purpose

This Association does not contemplate pecuniary gain or profit to the members thereof. This Association is formed specifically to provide an entity for the maintenance, preservation and management of all or any portion of Hardee County Commerce Park, a commercial subdivision, lying and being in Hardee County, Florida (the "Subdivision") and subject to that certain Declaration of Covenants, Conditions, Easements and Restrictions of Hardee County Commerce Park upon filing and recording of same in the Public Records of Hardee County, Florida (the "Declaration"); and the Association is formed generally to perform any legal act or to perform any legal duty or obligations which may legally be permitted by the Florida Not For Profit Corporation Act, *Florida Statutes*, Chapter 617 (1995).

The Association has the power to do the following:

- (a) Own and convey property.
- (b) Operate and maintain common property, specifically the surface water management system including any mitigation areas as permitted by the Southwest Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.
- (c) Establish rules and regulations.
- (d) Assess members and enforce said assessments.
- (e) Sue and be sued.

- (f) Contract for services to provide for operation and maintenance if the Association contemplates employing a maintenance company.
- (g) Require all property owners to be members.
- (h) Exist in perpetuity; however, the Articles of Incorporation must provide that if the Association is dissolved, the property consisting of the surface water management system will be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system will be dedicated to a similar non-profit corporation.
- (i) Take any other action necessary for the purposes for which the Association is organized.

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association will inure to the benefit of any member within the meaning of Section 50 (c)(7) of the Internal Revenue Code of 1986, nor shall the Association engage in any other activity prohibited by such section, nor shall the Association engage in any other activity or perform any act in violation of any provision governing such tax exempt organizations as determined by the federal revenue laws. The Association's earnings, if any, are not to be taken into account in any manner for the purpose of determining whether there should be a rebate of any assessment paid for the amount of the rebate.

ARTICLE III

Membership

Every person or legal entity who holds legal title of record to a present fee simple interest in any commercial Lot being a part of the Subdivision ("Lot Owner"), will be a member for each such Lot owned by such person or legal entity. Membership will be appurtenant to any such Lot and may not be separated from ownership of any Lot that is subject to the provisions of the Declaration.

ARTICLE IV

Corporate Existence

The Association will commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Corporation will exist perpetually.

ARTICLE V

Voting Rights

The Association will have two (2) classes of voting membership. The voting rights of each class of membership will be set forth, and be governed by the Bylaws of the Association.

ARTICLE VI
Board of Directors

A. The business affairs of the Association shall be managed by a Board of Directors ("Board"). The method of election or appointment of the Board of Directors will be set forth, and be governed by the Bylaws of the Association. The initial Board will consist of seven (7) directors who will hold office until the election of their successors. Thereafter, the number and manner of election or appointment of directors and their terms of office will be as provided in the Bylaws, however, the number of directors will not be less than three (3).

B. The names and addresses of the members of the first Board, who will hold office until their successors are elected or appointed and have qualified as provided in the Bylaws, are as follows:

Director: Mike Manley
Address: 203 South 7th Ave.
Wauchula, FL 33873

Director: Dewey Terrell
Address: P.O. Box 966
Wauchula, FL 33873

Director: Richard Nicholson
Address: P.O. Box 155
Wauchula, FL 33873

Director: Lory Durrance
Address: P.O. Box 458
Wauchula, FL 33873

Director: Lawrence Roberts
Address: 228 North 6th Ave.
Wauchula, FL 33873

Director: Lavon Cobb
Address: 401 South 6th Ave.
Wauchula, FL 33873

Director: Jama Abbott
Address: P.O. Box 1310
Wauchula, FL 33873

ARTICLE VII
Officers

A. The Association will have the officers described in its Bylaws who will be elected or appointed at such time and for such terms as is provided in the Bylaws.

B. The names and addresses of the initial officers who will serve until their successors are elected by the Board are:

President: Richard Nicholson
Address: P.O. Box 155
Wauchula, FL 33873

Vice President: Lory Durrance
Address: P.O. Box 458
Wauchula, FL 33873

Secretary/Treasurer: Mike Manley
Address: 203 South 7th Ave.
Wauchula, FL 33873

ARTICLE VIII **Incorporator/Subscriber**

The name and residence address of the incorporator/subscriber to these Articles of Incorporation is as follows: RICHARD NICHOLSON, Post Office Box 155, Wauchula, FL 33873.

ARTICLE IX **Initial Registered Office and Agent**

The street address of the initial registered office of the Association is 424 West Main Street, Wauchula, FL 33873. The name of the initial registered agent of the Association is: KENNETH B. EVERS.

ARTICLE X **Indemnification of Officers and Directors**

The corporation will indemnify any officer, director, member of the Hardee County Industrial Authority, or County employee, made a party or threatened to be a party to any threatened, pending or contemplated action, suit or proceeding, pursuant to the provisions contained in the Bylaws of the corporation.

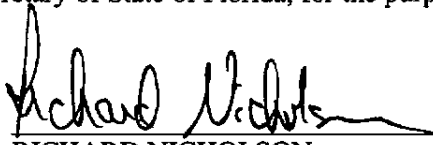
ARTICLE XI **Amendment to Articles**

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE XII
Interpretation

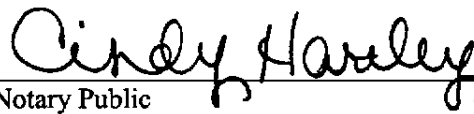
Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions of these Articles will be consistent with the provisions of the Declaration, and these Articles will be interpreted, construed and applied so as to avoid inconsistencies or conflicting results. The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Conditions, Easements and Restrictions of Hardee County Commerce Park to be recorded in the Public Records of Hardee County, Florida, unless here in provided to the contrary, or unless the context otherwise requires.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation not-for-profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.

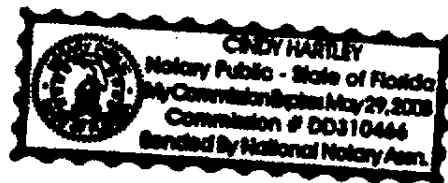

RICHARD NICHOLSON

STATE OF FLORIDA
COUNTY OF HARDEE

The foregoing instrument was acknowledged before me on this the 8th day of January, 2005, by RICHARD NICHOLSON, ☒ who is personally known to me or ☐ who has produced his driver's license as identification, and who did take an oath.


Notary Public
Printed Name of Notary: _____
Serial Number: _____

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITH THIS STATE,
NAMED AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to and in compliance with Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

The Hardee County Commerce Park Property Owners' Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 312 North Seventh Avenue Wauchula, FL 33873, has named Kenneth B. Evers, with registered office at 424 West Main St., Wauchula, FL as its agent to accept service of process within this state.

ACKNOWLEDGMENT BY REGISTERED AGENT:

Having been named to accept service or process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


KENNETH B. EVERS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA