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SHOPPES AT QUAIL ROOST PROPERTY OWNERS' ASSOCIATION

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ARTICLES OF INCORPORATION
OF
SHOPPES AT QUAIL ROOST PROPERTY
OWNERS' ASSOCIATION, INC.

Pursuant to Section 617.0202, Florida Statutes, these Articles of Incorporation are created by SHOPPES AT QUAIL ROOST, LTD, a Florida limited partnership, 2226 S.R. 580, Clearwater, Florida 33763, as sole incorporator, for the purposes set forth below.

ARTICLE I: NAME

The name of the corporation, herein called the "Association", is Shoppes at Quail Roost Property Owner's Association, Inc., and its address is c/o Pelican Bay Developments, Inc., 26381 Tamiami Trail South, Suite 300, Bonita Springs, Florida 34135

ARTICLE II: PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity for the operation of Shoppes at Quail Roost, a Business/Commercial/Industrial Center, located in Miami-Dade County, Florida.

The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, or the Declaration of Restrictive Covenants, as they may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to disburse the proceeds of assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Shoppes at Quail Roost property.
- (C) To purchase insurance upon the Shoppes at Quail Roost property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.

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- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common area, and the operation of the Association.
- (F) To enforce the provisions of the Declaration of Covenants, Conditions and Restrictions of Shoppes at Quail Roost, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- (G) To contract for the management and maintenance of the Shoppes at Quail Roost and the Shoppes at Quail Roost property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Covenants, Conditions and Restrictions to be exercised by the Board of Directors or the membership of the Association.
- (H) To operate and maintain the surface water and stormwater management system for Shoppes at Quail Roost in accordance with the environmental resource or surface water management permit.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Shoppes at Quail Roost.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as recreational facilities, drainage facilities or other property. It has the power whether or not the lands or facilities are contiguous to the lands of the Shoppes at Quail Roost, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- (K) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by means of a mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions, these Articles of Incorporation and the By-Laws.

ARTICLE III: MEMBERSHIP

The members of the Association shall consist of all record owners of a fee simple interest in one or more Tracts within the Shoppes at Quail Roost, as further provided in the Bylaws. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his parcel. The owners of each parcel, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Covenants, Conditions and Restrictions and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

SHOPPES AT QUAIL ROOST OWNER'S ASSOCIATION, INC.

ARTICLES OF INCORPORATION

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ARTICLE IV: TERM

The term of the Association shall be perpetual.

ARTICLE V: BYLAWS

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI: DIRECTORS AND OFFICERS

The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE VII: AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-third (1/3) of the voting interests by instrument, in writing, signed by them.
- (B) **Procedure.** Upon any amendment or amendments to these Articles being proposed by said Board or Tract owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- (C) **Vote Required.** Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.
- (D) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

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ARTICLE VIII: INITIAL DIRECTORS

The initial Directors of the Association shall be James A. Nashman, Matthew Loiacano and Jack Pract

26381 South Tamiami Trail
Suite 300
Bonita Springs, FL 34134

ARTICLE IX: INITIAL REGISTERED AGENT

The initial registered agent and registered office of the Association shall be:

J. Thomas Conroy, III
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34105

ARTICLE X: INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers appointed by the Developer, in a proceedings brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

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WHEREFORE the incorporator has caused these presents to be executed this 29th day of March, 2005.

Signed, sealed and delivered in the presence of:

Andrea Shary
Witness
Printed Name: Andrea Shary

Patricia M. Davis
Witness
Printed Name: Patricia M. Davis

SHOPPES AT QUAIL ROOST, LTD., a
Florida limited partnership

By: KB Investment Holdings, Ltd., a Florida
limited partnership

Its: General Partner

By: [Signature]
Robert E. Schmidt, Jr.
Title: General Partner

Address:
2226 S.R. 580
Clearwater, Florida 33763

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Shoppes at Quail Roost Owner's Association, Inc., a Florida corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

[Signature]
J. Thomas Conroy, III

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