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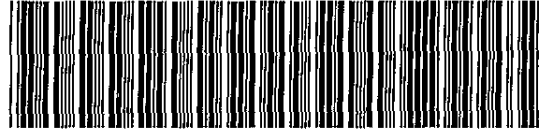
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05 MAY 26 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005-22



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 394307 81217A

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 78.75

ORDER DATE : May 26, 2005

ORDER TIME : 11:43 AM

ORDER NO. : 394307-005

CUSTOMER NO: 81217A

CUSTOMER: Ms. Lisa Wharton
Margaret A. Wharton, Esquire

456 South Central Avenue

Oviedo, FL 32765

DOMESTIC FILING

NAME: BROADWAY PLAZA PROPERTY
ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

BROADWAY PLAZA PROPERTY ASSOCIATION, INC.

In compliance with Chapter 617, F.S., (Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME

The name of this corporation shall be BROADWAY PLAZA PROPERTY ASSOCIATION, INC., sometimes hereinafter referred to as the "Association".

II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Association's principal place of business and mailing address shall be: 1757 West Broadway Street, Suite 1, Oviedo, FL 32765.

III. PURPOSES

The general nature, objects, and purposes of the Association are as follows:

- A. To promote health, safety, and social welfare of the Owners of Lots within the Property contained in the Plat of Broadway Plaza, as recorded in Plat Book 33, Page 44, Public Records of Seminole County, Florida, (hereinafter referred to as the "Development") and to enforce the Restrictions as contained in the Notice of Restrictions and Agreement of Maintenance, as recorded in O.R. Book 1688, Page 858, of the Public Records of Seminole County, Florida (The "Restrictions").
- B. To own and maintain, repair, and replace the general and/or Common Areas and other improvements in and/or benefitting the Development for which the obligation to maintain and repair has been delegated and accepted.
- C. To provide, purchase, acquire, replace, improve, maintain, and/or repair such real property, buildings, structures, and other improvements, easements, and appurtenances thereto, and equipment, both real and personal, related to the health, safety, and social welfare of the members of the Association as the Board of Directors, in its reasonable discretion, determines necessary, appropriate and/or convenient.
- D. To operate without profit for the sole and exclusive benefit of its members.
- E. To perform all the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Restrictions.

IV. GENERAL POWERS

The general powers that the Association shall have are as follows:

- A. To hold funds solely and exclusively for the benefit and protection of the current and future members of the Association.
- B. To promulgate and enforce rules, regulations, by-laws, covenants, restrictions, and agreements to effectuate the purposes for which the Association is organized.
- C. To delegate power or powers where such is deemed in the interest of the Association.
- D. To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of interest in, real or personal property, except to the extent restricted hereby; to enter into, make, perform, or carry out contracts of every kind with any person, firm, corporation, or other entity, to do any and all acts deemed necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Article of Incorporation (the "Articles"), as amended, and not forbidden by the laws of the State of Florida.
- E. To fix assessments to be levied against property to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.
- F. To charge recipients for services rendered by the Association and the user for use of Association Property when such is deemed appropriate by the Board of Directors of the Association.
- G. To pay taxes and other charges, if any, on or against property owned or accepted by the Association.
- H. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

V. MEMBERS

- A. The members shall consist of the Lot Owners in the Development, the Property comprising the Development being described in the Restrictions and all such Owners shall be Members of the Association according to the requirements and limitations set forth in the Property.
- B. "Owner", "Lot", and any other defined terms used herein, and elsewhere in the Articles, are used with the definitions given those in the aforesaid Restrictions.
- C. The Development consists of that certain real property situated in Oviedo, Seminole

County, Florida, more fully described in the Plat of Broadway Plaza as recorded in Plat Book 33, Page 44 of the Public Records of Seminole County, Florida. The premises shall be known as Broadway Plaza, or, simply, the "Development".

VI. VOTING AND ASSESSMENTS

- A. Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to one (1) vote for each Lot in which (s)he holds the ownership interest required for membership. When one or more persons holds such interest or interest in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, and shall be governed as set forth in the Restrictions, but in no event shall more than one vote be cast with respect to any Lot. Except where otherwise required under the provisions of these Articles, the Restrictions or one or more By-laws, the affirmative vote of the Owners of a majority of the Lots represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the Members.
- B. The Association will obtain funds with which to operate by assessing its members in accordance with the provisions of the Restrictions, as supplemented by the provisions of the Articles and the By-Laws of the Association, as amended.

VII. BOARD OF DIRECTORS

- A. The affairs of the Association shall be managed by a Board of Directors and consisting of at least three (3) Directors. At the first annual election to the Board of Directors the term of office of the elected Director receiving (i) the highest plurality vote shall be established at three (3) years, (ii) the second highest plurality of votes shall be established at two (2) years, and (iii) the third highest at one (1) year, with determination by coin toss in the even of a tie. Thereafter, as many directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the director so elected or appointed at each annual election shall be for three (3) years expiring at the third annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by affirmative vote of a majority of the members of the Association. Vacancies on the Board for which there remains a portion of an unexpired term shall be filled according to the procedures set forth in these Articles or in the By-Laws.
- B. The names of the members of the first Board of Directors who shall hold office until their successors are elected appointed and have qualified, are as follows:

Director (Chairman): STEVEN M. HALL

Director (Vice-Chairman): STEWART ABEL

Director: KAREN COPELAND

VIII. OFFICERS

- A. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Directors may serve as officers and the president shall be a director. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the By-Laws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the members and until their successors are duly elected and qualified are:

President: STEVEN HALL

Vice President: STEWART ABEL

Treasurer: KAREN R. COPELAND

Secretary: MINDY A. HALL

IX. CORPORATE EXISTENCE

The Association shall have perpetual existence.

X. BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles, as amended, and may alter, amend, or rescind one or more By-Laws in the manner provided in the By-Laws or the Articles.

XI. AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended, or repealed by an affirmative vote of not less than two-thirds (2/3) of the members of the Association. No amendment, alteration, or repeal shall limit or diminish any right of any Institutional Mortgagee without the express written consent of such party.

XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

- A. The Association hereby agrees to indemnify any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, is such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon the plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he has reasonable grounds for belief that such action was unlawful.
2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative board before such action, suit or proceeding is held shall determine upon application that, despite the adjudication or liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.
3. The Board of Directors shall determine whether the amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with

respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. The Board of Directors shall make such determination by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

- B. The foregoing rights of indemnification shall not be deemed to limit in any way, the powers of the Association to indemnify under applicable law.

XIII. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

- A. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, have a financial interest, shall be invalid, void or voidable solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract, or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.
- B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

XIV. REGISTERED AGENT

The initial registered agent shall be David Axel, whose address is: 1757 West Broadway Street, Suite One, Oviedo, Florida 32765.

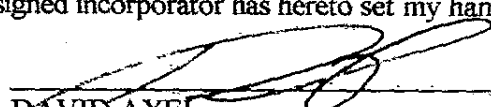
ACKNOWLEDGMENT AND ACCEPTANCE BY REGISTERED AGENT:

I am familiar with and hereby accept the duties and responsibilities as registered Agent.



DAVID AXEL, Registered Agent

IN WITNESS WHEREOF, the undersigned incorporator has hereto set my hand this ^{25th} day of May, 2005.



DAVID AXEL
1757 West Broadway Street
Suite 1
Oviedo, Florida 32765

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05 MAY 26 AM 3 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA