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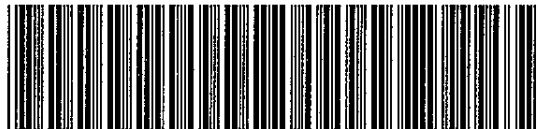
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FILED
05 SEP 12 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rec'd SEP-28 2005

TERRY T. NEAL, P.A.
ATTORNEY AT LAW

September 8, 2005

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: OAK STREET COMMERCE CENTER PROPERTY OWNERS
ASSOCIATION, INC.

Gentlemen:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is this firm's trust account check number 2337 in the amount of \$78.75 which represents the filing fee, resident agent fee and fee for one certified copy of the Articles of Incorporation.

If you have any questions concerning the enclosures, please do not hesitate to contact me by collect telephone call at 352/323-8000.

Thank you for your attention herein.

Sincerely,



TERRY T. NEAL

TTN/als
Enclosures

Corporations\Secretary\State\Letter\2005\Smallwood-Tutor



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 14, 2005

~~TERRY T. NEAL, P.A.
PO BOX 490327
LEESBURG, FL 34749-0327~~

*Return to
Capital Connection*

SUBJECT: OAK STREET COMMERCE CENTER PROPERTY OWNERS
ASSOCIATION INC.
Ref. Number: W05000042553

We have received your document for OAK STREET COMMERCE CENTER
PROPERTY OWNERS ASSOCIATION INC. and your check(s) totaling \$78.75.
However, the enclosed document has not been filed and is being returned for the
following correction(s):

You must list the corporation's principal office and/or a mailing address in the
document.

Please return the original and one copy of your document, along with a copy of
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

Letter Number: 005A00056658

Capital Connection

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED SEP 19 2005

RECEIVED
05 SEP 27 AM 9:51
DIVISION OF CORPORATIONS

FILED

05 SEP 12 PM 3:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OAK STREET COMMERCE CENTER PROPERTY OWNERS ASSOCIATION INC.
(A non-profit Florida corporation)

We, the undersigned, hereby associate ourselves together and make, subscribe, and acknowledge these Articles of Incorporation for the purpose of becoming incorporated in accordance with and under the laws of the State of Florida as a corporation not for profit.

ARTICLE I - NAME

The name of this corporation shall be OAK STREET COMMERCE CENTER PROPERTY OWNERS ASSOCIATION, INC.,

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The general purposes for which this corporation is organized are as follows:

A. To provide for the orderly enjoyment of OAK STREET COMMERCE CENTER, a commercial subdivision in Lake County, Florida, and any additions or phases thereto.

B. To promote the health, safety, and welfare of the members of this corporation and to oversee the proper maintenance by members of this corporation of the property in OAK STREET COMMERCE CENTER.

C. To enforce the terms, covenants, and conditions and restrictions appertaining to OAK STREET COMMERCE CENTER, a subdivision located in Lake County, Florida.

D. To maintain, manage, and operate any rights of way and any common areas pertaining to OAK STREET COMMERCE CENTER.

E. To exercise all of the powers and privileges and to perform all of the duties, purposes, and obligations of the property owners' association for OAK STREET COMMERCE CENTER (hereafter referred to as "Association") as established in the Declaration of Covenants and Restrictions as the same may be amended from time to time as provided herein, said Declaration being incorporated herein as if set forth at length (including definitions).

F. To provide for the maintenance, preservation, and architectural control of any Common Areas within OAK STREET COMMERCE CENTER, including, but not limited to, any water retention areas, decorative pavement, median pavement, roads, drainage areas, and entrance areas.

G. To establish, levy and collect assessments from members as appropriate and authorized by the by-laws and to enforce such assessments, if necessary.

H. To acquire and maintain such personal and real property in connection with the affairs of this corporation and to provide from the proceeds of the assessments for

the operation, administration, maintenance, repair and improvements, replacements, insurance and utilities for other property as may be acquired or maintained by the corporation.

I. To operate, maintain, and manage the Surface Water or Stormwater management System in a manner consistent with the St. John's Water Management District Permit ("St. John's Permit") requirements and applicable District rules, and assist in the enforcement of the Declaration of Covenants, Conditions and Restrictions and the St. John's Permit conditions which relate to the Surface Water or Stormwater management System. The Association shall not have the responsibility to operate or manage the roadside swales located parallel and adjacent to county rights-of-way on the internal subdivision streets. These shall be the responsibility of Lake County and shall be maintained as part of the county's road system. The Association shall levy and collect assessments for the costs of maintenance and operation of the Surface Water or Stormwater Management System.

ARTICLE IV - POWERS

The corporation shall have all of the common law and statutory powers permissible under the laws of the State of Florida for a corporation not for profit now existing or as henceforth may exist, and all powers reasonably necessary to implement and effectuate the purposes of the corporation, including, but not limited to the power:

- A. to acquire by any means real and personal property;
- B. to enforce assessments by suit and levy;

C. to sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of the property and assets.

ARTICLE V - MEMBERSHIP

Any owner of a lot as those terms are defined in the Declaration of Covenants, Conditions and Restrictions for OAK STREET COMMERCE CENTER shall automatically become a member of the Association upon the acquisition of an ownership interest in any lot of said subdivision. Membership in the Association automatically terminates upon divestment of said ownership regardless of the means of divestment.

The Association shall have two classes of voting membership as follows:

A. Class A members shall be all members, other than the Developer of OAK STREET COMMERCE CENTER, and such members shall be entitled to one (1) vote for each lot owned in OAK STREET COMMERCE CENTER as provided herein. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such lot shall be exercised as the Co-Owners determine, but in no event shall more than one vote be cast with respect to any one Lot.

B. Class B members shall be the Developer of OAK STREET COMMERCE CENTER which shall be entitled to five (5) votes for each lot owned by the Developer. Class B membership shall cease and be converted to Class A membership no later than the date in which the Developer has sold seventy-five percent (75%) of the lots in OAK STREET COMMERCE CENTER to third party purchasers.

So long as there shall be Class B membership, Class A members shall not be entitled to vote. When Class B membership is converted to Class A membership, then the Developer of OAK STREET COMMERCE CENTER shall be entitled to vote as a Class A member on a one lot/one vote basis and all Class A membership shall be entitled to vote.

ARTICLE VI - SUBSCRIBERS

The name and residence of the subscriber to these Articles of Incorporation are:

Marvin O. Smallwood
313 W. Hermosa St.
Lady Lake, FL 32159

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT & PRINCIPAL OFFICE & MAILING ADDRESS OF CORPORATION

The street address of the initial registered office of this corporation is 313 W. Hermosa Street, Lady Lake, FL 32159 and the name of the initial registered agent of this corporation at that address is Marvin O. Smallwood and the corporation's principal office address and its mailing address is 313 W. Hermosa St., Lady Lake, FL 32159 .

ARTICLE VIII - MANAGEMENT

The business affairs of the Association shall be managed by a Board of Directors composed of not less than two (2) members. The Directors of the Association shall be elected as provided in the By-laws by the membership entitled to vote at the regular annual meeting of the members of the Association. The names and addresses of the initial Board of Directors who shall hold office until their successors are elected and

have qualified are:

Marvin O. Smallwood

313 W. Hermosa Street
Lady Lake, FL 32159

Gary J. Tutor

614 Lakeshore Drive
Leesburg, FL 34748

ARTICLE IX - OFFICERS

The officers of the Association shall consist of a President, Vice-President, Secretary, and Treasurer who are elected in accordance with the By-laws of the Association. The names of the officers who shall serve until the first election are as follows:

President/Treasurer: Marvin O. Smallwood

Vice-President/Secretary: Gary J. Tutor

ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member to the Board of Directors at any regular or special meeting of the Board of Directors. Any proposed amendment shall be first adopted by the Board of Directors upon a majority vote of the Board of Directors and proposed to the membership by the Board of Directors at any regular or special meeting of the membership called in accordance with the By-laws. The amendment will be finally adopted upon the affirmative vote of two-thirds (2/3rds) of the qualified voting members.

ARTICLE XI - BY-LAWS

The By-laws of the corporation shall be adopted by the affirmative vote of two-thirds (2/3rds) of the qualified voting members and thereafter may be altered, amended, or rescinded by two-thirds (2/3rds) vote of the qualified voting members at a regular or special meeting called in accordance with the By-laws.

ARTICLE XII - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Members entitled to vote not less than two-thirds (2/3rds) of the votes of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association is created. In the event such dedication is refused, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns Water Management District prior to such termination, dissolution, or liquidation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and have acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 1st day of June, 2005


Marvin O. Smallwood

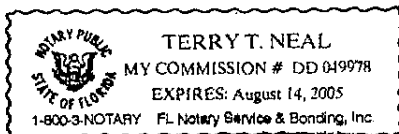
STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MARVIN O. SMALLWOOD, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and that same were executed for the uses and purposes set forth therein. Said MARVIN O. SMALLWOOD is personally known to me YES (yes/no) or she produced State of Florida Driver's License No. _____ as identification.

1st WITNESS my hand and official seal in the State and County last aforesaid this day of May, 2005.


Signature of Notary

Print Name of Notary
NOTARY PUBLIC-STATE OF FLORIDA



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


MARVIN O. SMALLWOOD
Registered Agent