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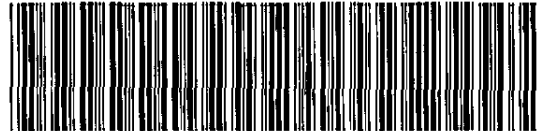
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Spring Hill Professional Center
Condominium Association, Inc.

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**ARTICLES OF INCORPORATION OF
SPRING HILL PROFESSIONAL CENTER CONDOMINIUM ASSOCIATION, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby, forms a corporation not for profit under Chapter 617, Florida Statutes.

**ARTICLE I
NAME, ADDRESS AND RESIDENT AGENT**

Section 1. Name: The name of this corporation is SPRING HILL PROFESSIONAL CENTER CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles as the "Association".

Section 2. Address: The initial street address of the principal office of the Association is 1022 Main St. Dunedin, FL, 34698.

Section 3. Resident Agent: The initial resident agent of the Association shall be Robert L. Tankel, P.A., whose address is 1022 Main St., Dunedin, FL 34698.

ARTICLE II PURPOSES AND POWERS

Section 1. Purposes: The Association is formed for the purpose of maintaining, operating and managing the various condominiums established from time to time under Chapter 718, Florida Statutes, as a part of the SPRING HILL PROFESSIONAL CENTER PROJECT and located in Hernando County, Florida within the following described property:

The Association is formed for the purpose of undertaking all of the functions contained herein, in the various Declarations of Condominium Ownership governing the condominiums constructed as a part of the SPRING HILL PROFESSIONAL CENTER PROJECT, (hereinafter collectively referred to as the "Declarations"), and all functions allocated to such Association by Chapter 718, Florida Statutes, and Chapter 617, Florida Statutes, in accordance with the provisions of the various Declarations, the By-laws of this Association and these Articles.

Section 2. Powers: In furtherance of the purposes of the Association, the Association may:

A. exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declarations as recorded in the Office of the Clerk of the Circuit Court, Hernando County, Florida, as the same may be amended from time to time as therein provided, said Declarations being incorporated herein as if set forth at length;

B. fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declarations; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. borrow money, and with the assent of two-thirds (2/3) of the voting interests of all Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. exercise all of the common law and statutory powers of a corporation not for profit established to govern a Florida condominium; provided, however, that no action shall be taken which conflicts with the Declarations or Chapter 718, Florida Statutes;

F. make and enforce reasonable rules and regulations governing the use of units, common elements, *limited common elements* and all property owned by the Association;

G. maintain, repair, replace and operate property over which the Association has full ownership or the right and power to maintain, replace and operate in accordance with these Articles, the Declarations, the By-laws of this Association, and Chapter 718, Florida Statutes;

H. reconstruct improvements as required in the Declarations;

I. enforce by legal means the provisions of the Declaration and the Bylaws of this Association; and

J. participate in mergers and consolidations with other not for profit corporations organized for the same or similar purposes.

ARTICLE III NON-PROFIT NATURE

The Association shall not exist or be operated for pecuniary profit, and no part of the net earnings of the Association or the net assets upon liquidation shall inure to the benefit of any Member. The Association may, however, reimburse its Members for actual expenses incurred for or in behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association as permitted by law.

ARTICLE IV MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit within the condominium property described in the Declarations shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit within a condominium subject hereto.

ARTICLE V TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI SUBSCRIBERS

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

ROBERT L. TANKEL, 1022 Main St. Dunedin FL, 34698

ARTICLE VII OFFICERS

Section 1. Officers: The affairs of the Association shall be managed by the President of the Association, assisted by one or several Vice Presidents, the Secretary and the Treasurer, and, if any, by the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board.

Section 2. Election and Qualification: The Board shall elect the President, a Vice President, a Secretary and a Treasurer within thirty (30) days of the annual meeting at which directors are elected and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be a director, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE VIII FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President:	Russell T. Bain
Vice President/Treasurer:	Rob Stopler
Vice President/Secretary:	Pat Kuhn

ARTICLE IX BOARD OF DIRECTORS

Section 1. Initial Board: The number of directors serving on the initial Board shall be three (3).

Section 2. Initial Directors: The names and addresses of the persons who are to serve on the first Board are as follows:

Russell T. Bain	1022 Main St. Dunedin FL 34698
Rob Stopler	1022 Main St. Dunedin FL 34698
Pat Kuhn	1022 Main St. Dunedin FL 34698

Section 3. Selection of Initial Board: Except as provided below, the Developer, its successors and assigns shall have the right to appoint, designate and elect the directors of the initial Board subject to the provisions of Section 718.301, Florida Statutes. When Members other than the Developer own fifteen percent (15%) or more of the Units to ultimately be operated by the Association, the Members other than the Developer shall be entitled to elect no less than one-third (1/3) of the directors. Within sixty (60) days after the Members are entitled to elect said directors, the Association shall call, and give not less than thirty (30) days nor more than forty (40) days notice of, a meeting of the Members for this purpose.

Section 4. Transfer of Control: Members other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors of the Association, upon the first of the following events:

- A. Three (3) years after fifty percent (50%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers;
- B. Three (3) months after ninety percent (90%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers;
- C. When all the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or
- D. When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business.

The Developer is entitled to elect at least one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Units in condominiums operated by the Association.

Within sixty (60) days after the Members other than the Developer are entitled to elect a majority of the members of the Board of Directors of an Association, the Association shall call, and give not less than thirty (30) days' or more than forty (40) days' notice of, a meeting of the Members to elect the members of the Board of Directors. The meeting may be called and the notice given by any Member if the Association fails to do so. Election of directors shall be in accordance with the provisions set forth in the Association By-laws.

ARTICLE X FIDUCIARY RELATIONSHIP

The officers and directors of the Association shall have a fiduciary relationship to the Members.

ARTICLE XI BY-LAWS

The first By-laws of the corporation shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided by the By-laws.

ARTICLE XII TERMINATION

This Association may be terminated in accordance with a plan to terminate all of the condominiums under its control.

ARTICLE XIII AMENDMENTS

Section 1. Prior to Declaration: Prior to the time of the recordation of the Declaration for the first condominium constructed as a part of the SPRING HILL PROFESSIONAL CENTER PROJECT, these Articles of Incorporation may be amended by an instrument, in writing, signed by all the subscribers to these Articles of Incorporation, stating the Article number and the contents of its amendment, filed in the office of the Secretary of State of the State of Florida, with a certified copy of each such amendment attached to these Articles of Incorporation upon its recordation with the Declaration.

Section 2. After Declaration: After the recordation of the Declaration for the first condominium constructed as a part of the SPRING HILL PROFESSIONAL CENTER PROJECT, these Articles of Incorporation may be amended in the following manner:

- A. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.
- B. A resolution approving a proposed amendment may be proposed by either the Board or by the membership; and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive such approval of the other. Such approval must be by seventy-five percent (75%) of the voting interests of the Members of the Association and such approval must also be by two-thirds (2/3) of the members of the Board.
- C. No amendment may be made to these Articles of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Declarations.
- D. A copy of each amendment shall be certified by the Secretary of State and filed of record as an amendment to each of the Declarations.
- E. Notwithstanding the foregoing provisions of this Article, no amendment to these Articles of Incorporation which shall abridge, amend or alter the rights of the Developer, including the right to designate and select members of the initial Board as provided herein, may be adopted or become effective without the prior written consent of the Developer.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand seal this 30 day of November, 2005, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

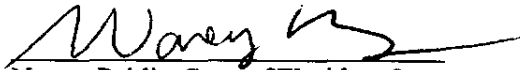



Robert L. Tankel, Esquire

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Robert L. Tanel to me known to be the person described as an incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation. He is known to me and has not taken an oath.

WITNESS my hand and official seal in the County and State named above this 30th day of November, 2005.


Notary Public, State of Florida at Large
My Commission Expires: 6/9/09

NOTARY PUBLIC-STATE OF FLORIDA
 Wavey Bates
Commission # DD421196
Expires: JUNE 09, 2009
Bonded Thru Atlantic Bonding Co., Inc.

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

In compliance with the laws of Florida, the following is submitted:

First, that desiring to organize under the laws of the State of Florida, the corporation named in the foregoing Articles of Incorporation has named ROBERT L. TANKEL, ESQUIRE whose address is: 1022 Main Street, Suite D, Dunedin, County of Pinellas, State of Florida, 34698, as its statutory registered agent.

Having been named statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

Dated this 30 day of November, 2005.



Robert L. Tankel, Esquire

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DIVISION OF
SECRETARY OF
STATE