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FLORIDA PROFIT/NON PROFIT CORPORATION

CYPRESS RIDGE PROFESSIONAL CENTER OWNERS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
CYPRESS RIDGE PROFESSIONAL CENTER OWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I
CORPORATE NAME AND ADDRESS**

The name of the corporation is **CYPRESS RIDGE PROFESSIONAL CENTER OWNERS ASSOCIATION, INC.**, hereinafter called the "Association."

The mailing address of the Association shall be Cypress Ridge Professional Center Owners Association, Inc., c/o Cypress Ridge Ventures, LLC, 3001 N. Rocky Point Drive, East, Suite 390, Tampa, Florida 33607. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

**ARTICLE II
DEFINITIONS**

All capitalized terms used but not otherwise defined in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the Declaration of Covenants and Restrictions for Cypress Ridge Professional Center (the "Declaration") to be recorded by Declarant in the Public Records of Pasco County, Florida, unless herein provided to the contrary or unless the context otherwise requires.

**ARTICLE III
TERM OF EXISTENCE**

The existence of the Association shall be perpetual. If the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the Members thereof and shall make no distributions of income to its Members, Directors or Officers. The specific purposes for which it is formed are to provide an entity for the purpose of holding title from time to time to certain common areas appurtenant to that subdivision project being developed by the undersigned, hereinafter "Declarant" known as "**CYPRESS RIDGE PROFESSIONAL CENTER**" located in Pasco County, Florida, and to provide for maintenance and preservation of the Common Area within such property and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions of **CYPRESS RIDGE PROFESSIONAL CENTER**, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Public Records of Pasco County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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- (c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (d) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners;
- (e) To reconstruct improvements after casualty and make further improvements upon the property;
- (f) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto;
- (g) To employ personnel to perform the services required for proper operation of the Association.
- (h) To 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.
- (i) To borrow money, and with the assent of two-thirds (2/3) of the member's mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (j) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;
- (k) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;
- (l) To sue and be sued;
- (m) To establish rules and regulations;
- (n) To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, 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 Lot which is subject to assessment by the Association.

ARTICLE VI BOARD OF DIRECTORS

A. The affairs of this Association shall be managed by a Board consisting of at least (3) Directors, who need not be Members of the Association. Only individuals may serve as Directors. The initial Board shall consist of three (3) Directors.

B. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

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NAME

Dilip Kanji

ADDRESS3001 N. Rocky Point Drive East, Suite 390
Tampa, Florida 33607

Preston Sullivan

132 Whitaker Road, Suite A
Lutz, Florida 33549

Barbara Deakin

1408 S. De Soto Avenue
Tampa, Florida 33606

C. All of the duties and powers of the Association existing under the Declaration, these Articles of Incorporation and Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Owners only when such approval is specifically required.

D. The initial Directors shall be elected or appointed by the Declarant. All Directors other than the initial Directors shall be elected or appointed in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE VII OFFICERS

The affairs of the Association shall be administered by a President, a Vice President, a Secretary and a Treasurer and such other officers as may be designated by the Bylaws; provided, the offices of Secretary and Treasurer may be held by one person. 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 of Directors. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Dilip Kanji	3001 N. Rocky Point Drive East, Suite 390 Tampa, Florida 33607
Vice President:	Preston Sullivan	132 Whitaker Road, Suite A Lutz, Florida 33549
Secretary/Treasurer:	Barbara Deakin	1408 S. De Soto Avenue Tampa, Florida 33606

ARTICLE VIII INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

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**ARTICLE X
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

**ARTICLE XI
AMENDMENTS**

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

Section 1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

Section 2. Vote. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

Section 3. Limit on Amendments. No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members and the joinder of all owners of mortgages on lots in the CYPRESS RIDGE PROFESSIONAL CENTER described in the Declaration.

Section 4. Certification. A copy of each amendment shall be certified by the Secretary of State.

**ARTICLE XII
INCORPORATORS**

The name and address of the incorporator of these Articles of Incorporation is as follows:

Kenneth G. Arsenault, Jr.

10225 Ulmerton Road, Suite 2
Largo, FL 33771

**ARTICLE XIII
REGISTERED AGENT**

Kenneth G. Arsenault, Jr., whose address is 10225 Ulmerton Road, Suite 2, Largo, FL 33771, is hereby appointed the initial registered agent of this Association.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this Association has executed these Articles of Incorporation, this 3rd day of May, 2006.


Kenneth G. Arsenault, Jr.

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STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Kenneth G. Arsenault, Jr. who is personally known to me, and who after being duly sworn, acknowledged before me that he executed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed

WITNESS my hand and official seal this 3rd day of May, 2006.


NOTARY PUBLIC
My Commission Expires:

(Seal)



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**CERTIFICATE DESIGNATING A REGISTERED OFFICE AND A
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN THIS STATE**

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

CYPRESS RIDGE PROFESSIONAL CENTER OWNERS ASSOCIATION, INC., a Florida Corporation Not for Profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 3001 N. Rocky Point Road East, Suite 390, Tampa, FL 33607 has named Kenneth G. Arsenault, Jr., located at 10225 Ulmerton Road, Suite 2, Largo, FL 33771 as agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of 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 provision of said Act relative to keeping open said office.


Kenneth G. Arsenault, Jr.

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