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FLORIDA PROFIT/NON PROFIT CORPORATION
BALLANTRAE PROFESSIONAL CENTER OWNER'S ASSOCIATION I

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**ARTICLES OF INCORPORATION FOR BALLANTRAE
PROFESSIONAL CENTER OWNER'S ASSOCIATION INC.**

(A Florida corporation not for profit)

The undersigned, by these Articles, hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1 - NAME/ADDRESS

The name of the corporation shall be: BALLANTRAE PROFESSIONAL CENTER OWNER'S ASSOCIATION INC., hereinafter sometimes referred to as the "Association".

The principal address of this corporation is 19302 Gunn Highway, Odessa, Florida 33556.

ARTICLE 2 - PURPOSE

The general nature, objects and purposes for which the Association is organized are as follows:

A. To promote the health, safety and social welfare of the owners of lots within the commercially-zoned property located in Pasco County, Florida, ("Property") developed by Kevin E. Howell Jr Certified Building Contractor, LLC, a Florida limited liability company, hereinafter referred to as the "Developer" or "Declarant", which is subject to that certain Declarations and Covenants, Conditions and Restrictions of Ballantrae Professional Center, LLC hereinafter referred to as the Declaration, as amended from time to time, recorded in the Public Records of Pasco County, Florida. All capitalized terms as used herein shall be as defined in these Articles of Incorporation, or if not so defined, then such terms shall be as defined in the Declaration;

B. To own, if conveyed to the Association by the developer, property owner, or any other person or entity, and maintain, repair and replace the common areas and easement areas, including but not limited to designated parks sidewalks and/or access paths, streets, roadways, lighting, drainage area, preservation areas, utility areas, landscaping and other structures and improvements in and/or benefiting Ballantrae Professional Center, for which the obligation to maintain and repair has been delegated to and is hereby accepted by the Association.;

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- A. At such time that no class B units exist, to establish, monitor, maintain and approve all development specifications for any improvement to a Lot, including, but not limited to, design, appearance, elevation, materials and location of the improvements, as well as landscaping around all such improvements, including walls, fences, sewers, drains, disposal systems, or other structures constructed, placed permitted to remain on a lot in Ballantrae Professional Center, as well as the alteration, improvement, addition and/or change thereto;
- B. To provide, or provide for such other services deemed appropriate by the Association, and the capital improvements and equipment related thereto in Ballantrae Professional Center;
- C. To provide, purchase, acquire, replace, improve, maintain and/or repair such common area real property, buildings, structures, street light, drainage and other structures, landscaping, paving 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 of the Association in its discretion determines necessary, appropriate or convenient and as may be required by the Declaration;
- D. To operate without profit for the sole and exclusive benefit of its members, but without pecuniary gain or profit to the members of the Association.
- E. To perform all of the functions set forth in the Declaration contemplated to be performed by the Association and undertaken by the Board of Directors of the Association.
- F. To endeavor to see that ad valorem taxes and assessments levied on said property of the members of the Association are uniform and fair;

ARTICLE 3 – GENERAL POWERS

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

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- A. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation;
- 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 interests of the Association;
- D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform, or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts 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 the Articles of Incorporation and not forbidden by the laws of the State of Florida;
- E. To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures and to authorize its Board of Directors, 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 where 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 or maintained by the Association; other than such portion of any Common Area maintained by the Association that is partially or totally on a Lot; and
- H. To purchase insurance;

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- I. In general, to have all common law and statutory powers conferred upon corporations not for profit by the laws of the State of Florida that are not in conflict with the terms of these Articles.

ARTICLE 4 – MEMBERS

A. **Membership.** Every Owner of a Lot is a member of the Association. If title to a lot is held by more than one person, each such person is a member. The vote for such Lot shall be exercised as they among themselves determine; but in no event shall more than one vote be cast with respect to any Lot. There shall be no split vote. An owner of more than one lot is entitled to one membership for each lot owned. Each membership is appurtenant to the lot upon which it is based and it is transferred automatically by conveyance of title to that lot and may not be separated from ownership of a lot. No person except an owner may be a member of the Association. An owner who is in contract to sell may assign such Owner membership and voting rights to such owner vendee in possession. Notwithstanding any provision to the contrary, the Declarant shall be a member with such voting rights as provided herein.

B. **Voting.** The Association shall have two classes of voting membership.

1. Class A. The Class A members shall be all owners, with the exception of the Declarant, and shall be entitled to one vote for each unit owned.
2. Class B. The Class B members shall be the Declarant, who shall be entitled to (50) votes for each proposed unit not yet sold. The class B membership shall cease and be converted to class A membership thirty days (30) after the last unit to be built to complete the Professional Park (including all current or future phases) has received a certificate of occupancy from the applicable governmental agency.

C. **Outstanding Votes.** The total outstanding votes in the Association may vary from time to time depending on the number of lots sold to a third party by Declarant. A quorum consisting of one-half (1/2) of the outstanding votes represented by Members in attendance or by proxy will be necessary to vote on all decisions to be made by the Association pursuant to the terms of its Articles and Bylaws, with a simple majority of

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the outstanding votes then present, or represented by proxy, being necessary for approval or disapproval of an action of the Association, unless a greater percentage is required by the Articles or Bylaws for any specific action.

ARTICLE 5-ASSESSMENTS

The Association will obtain funds with which to operate by assessment of its Members owning Lots in Accordance with the provisions of the Declaration, as supplemented by the provisions of these Articles of Incorporation and the Bylaws of the Association relating thereto

ARTICLE 6 - TERM

The Association shall have perpetual existence.

ARTICLE 7 - BOARD OF DIRECTORS

A. The Affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. So long as there is a class b member, directors need not be members of the Association and need not be residents of the State of Florida; thereafter, all Directors shall be members of the Association but need not be residents of Florida. Election shall be by plurality vote. The directors shall be elected at the first annual meeting of the association. The term of the directors so elected shall be for two (2) years expiring at the second annual meeting of the Association following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the members which elected them.

B. The names and addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the members to be held in the manner stated in the Bylaws of the corporation, are as follows:

Kevin E. Howell, Jr.	19302	Gunn	Highway
	Odessa, FL	33556	
Gaile R. Howell	19302	Gunn	Highway
	Odessa, FL	33556	
Carol Wayman	19302	Gunn	Highway
	Odessa, FL	33556	

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ARTICLE 8 - OFFICERS

The officers of the Association, who shall manage its affairs under the direction of the Board of Directors, shall be a President, a Secretary, and a Treasurer, and such other officers as the Board of Directors from time to time may elect or appoint. Any two or more officers may be held by the same person. Officers shall be elected at the annual meeting of the Board of Directors or at such other time as may be specified in the Bylaws and shall hold office for such period as the Bylaws shall provide.

The names, addresses and offices held of the officers who are to serve until the first election or appointment under the Articles of Incorporation are:

Kevin E. Howell, Jr. President	19302 Odessa, FL 33556	Gunn	Highway
Gaile R. Howell Secretary	19302 Odessa, FL 33556	Gunn	Highway
Carol Wayman Treasurer	19302 Odessa, FL 33556	Gunn	Highway

ARTICLE 9 - BY-LAWS

The members, by a vote of the majority of those present at any meeting at which a quorum is present, shall make, alter, amend, or rescind the Bylaws of the Association.

ARTICLE 10 - DISSOLUTION

A. Upon the dissolution or liquidation of the Association, whether voluntary or involuntary, all of its funds and other assets remaining after payment of all costs and expenses of dissolution or liquidation shall be distributed and paid over entirely and exclusively to the Members, subject to the limitations as set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with voting rights.

B. The association may be dissolved as provided by Statute

ARTICLE 11 - AMENDMENTS

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Amendments to the Articles of Incorporation may be proposed and adopted as follows: Every amendment shall first be proposed by a Member and shall then be approved by a majority of the Members by resolution duly adopted at any meeting thereof at which a quorum is present. A copy of the proposed amendment with thereon a certificate that it has been approved by the members, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice-President, shall be prepared and filed with the Secretary of State of the State of Florida in the manner required for Articles of Incorporation of corporations not for profit. The Articles of Incorporation shall be amended and the amendment incorporated therein when the amendment has been filed with the Secretary of State, approved by him, and all filing fees have been paid. Subject to the foregoing terms and conditions, the Association reserves the right to alter, amend, change or repeal any provision contained herein.

ARTICLE 12-DEFINED TERMS

Terms defined in the Declaration of Covenants, Conditions and Restrictions of Ballantrae Professional Owner's Association are incorporated by reference herein

ARTICLE 13-WATER MANAGEMNET DISTRICT PROVISIONS

A. The Association shall have the power 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 flood plain compensation area, wetlands and any associated buffer areas and wetland mitigation areas.

B. 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 14-INCORPORATOR

The name and address of the incorporator is Kevin E. Howell, Jr., 19302 Gunn Highway, Odessa Florida 33556.

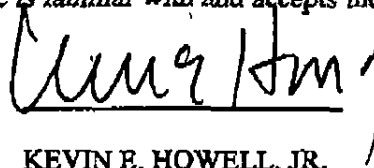
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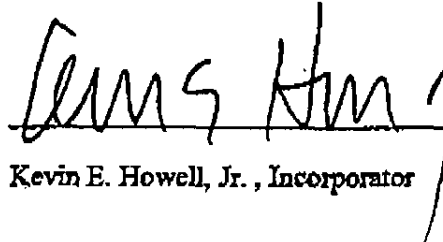
ARTICLE 15-REGISTERED AGENT

The registered agent of this corporation is Kevin E. Howell, Jr., 19302 Gunn Highway, Odessa, Florida 33556.

Kevin E. Howell, Jr. hereby affirms that he is familiar with and accepts the duties and responsibilities of a registered agent.



KEVIN E. HOWELL, JR.



Kevin E. Howell, Jr., Incorporator

BALLANTRAE PROFESSIONAL CENTER OWNERS ASSOCIATION, INC.

By: 

Kevin E. Howell, Jr. President

19302 Gunn Highway

Odessa, Florida 33556

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