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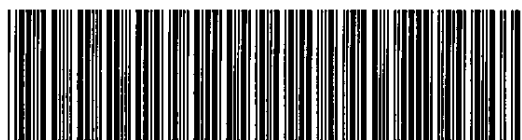
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TALLAHASSEE, FLORIDA

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LAW OFFICES OF
**GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER, P.A.**

JOHN R. GOULD (1921-1988)
DARRELL FENNELL (1937-2004)
BYRON T. COOKSEY
EUGENE J. O'NEILL*
CHRISTOPHER H. MARINE
DAVID M. CARTER
TODD W. FENNELL, LL.M.

979 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963
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JASON L. ODOM

*FL. BOARD CERTIFIED
CIVIL TRIAL, BUSINESS LITIGATION
AND CONSTRUCTION LAW

**FL. BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES

January 18, 2007

Florida Department of State
Division of Corporations
2661 Executive Center Circle West
Tallahassee, FL 32301

Re: Southern Oaks Plaza Property Owners' Association, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of Southern Oaks Plaza Property Owners' Association, Inc., together with this firm's check in the amount of \$122.50, payable to Secretary of State, representing the following:

\$ 35.00	Filing Fee
52.50	Certified Copy
35.00	Registered Agent Designation
<hr/>	
\$122.50	TOTAL ENCLOSED

Please file the Articles and return one (1) certified copy of the Articles of Incorporation after filing.

Thank you for your attention to the above.

Sincerely yours,


Christopher H. Marine

CHM/ckw
enclosures
cc: Oslo 27 LLC

ARTICLES OF INCORPORATION
OF
SOUTHERN OAKS PLAZA PROPERTY OWNERS' ASSOCIATION, INC.
(A Florida corporation Not-For-Profit)

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TALLAHASSEE, FLORIDA

This instrument prepared by:
Christopher H. Marine, Esquire
Gould, Cooksey, Fennell, O'Neill,
Marine, Carter & Hafner, P.A.
979 Beachland Boulevard
Vero Beach, Florida 32963

**ARTICLES OF INCORPORATION
OF
SOUTHERN OAKS PLAZA PROPERTY OWNERS' ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)**

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

Article 1. Name. The name of the Corporation shall be SOUTHERN OAKS PLAZA PROPERTY OWNERS' ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "Association." The place of business shall be 979 Beachland Boulevard, Vero Beach, Florida, until changed by the owners at the first meeting.

Article 2. Purpose.

A. The purposes for which the Association is organized are:

(i) to establish, maintain and operate a corporation not for profit; to uphold, maintain and promote the property interests and rights of member owners of the following described real property located in Indian River County, Florida:

SEE SCHEDULE "A" ATTACHED

(said real property referred to herein as "Southern Oaks Plaza")

(ii) to be and constitute the Association to which reference is made in the Declaration of Protective Covenants for Southern Oaks Plaza, recorded in the Public Records of Indian River County, Florida, as amended from time to time (the "Declaration"), to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws, and as provided by law; and

B. The Association shall make no distributions of income to its members, directors, or officers.

Article 3. Definitions. All terms used herein which are not defined shall have the same meaning provided in the Declaration.

Article 4. Powers. The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles,

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the Declaration, and the By-Laws of this Association.

B. The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the power:

- (i) to fix and to collect assessments and other charges to be levied against the real property within Southern Oaks Plaza;
- (ii) to manage, control, operate, maintain, repair, and improve the property subject to the Declaration or any other property for which the Association by rule, regulation, Declaration, or contract has a right or duty to provide such services;
- (iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;
- (iv) to engage in activities which will actively foster, promote, and advance the common interests of all Parcel owners in Southern Oaks Plaza;
- (v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;
- (vi) to borrow money for any purpose, subject to any limitations contained in the By-Laws;
- (vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;
- (viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;
- (ix) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be

inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide any and all supplemental municipal or governmental services as may be necessary or proper.

(xi) to fix and collect adequate assessments against the Parcels for the costs of maintenance and operation of the surface water or stormwater management system.

(xii) to operate, maintain, and manage the surface water or storm water management system in a manner consistent with the St. Johns River Water Management District Permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration relative to the surface water or storm water management system.

(xii) the foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article 4.

Article 5. Members.

A. The Association shall be a membership corporation without certificates or shares of stock.

B. The owner of each Parcel subject to the Declaration shall be a member of the Association and shall be entitled to vote in accordance with the formula set forth in the Declaration. The manner of exercising voting rights shall be as set forth in the Declaration and in the By-Laws of the Association.

C. Change of membership in the Association shall be established by recording in the Public Records of Indian River County, Florida, a deed or other instrument establishing record title to a Parcel subject to the Declaration. Written notice shall be given to the Association of such change in title. Upon such recordation, the owner designated by such instrument shall become a member of the Association and the membership of the prior owner shall be terminated.

D. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of his Parcel.

Article 6. Term. Existence of the Association shall commence with the filing of these

Articles of Incorporation with the Secretary of State in Tallahassee Florida. The Association shall be of perpetual duration.

Article 7. Directors.

A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors; provided, however, the Board shall have the right to increase the number of Directors not to exceed five (5).

B. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Donald C. Proctor
c/o P&S Properties
3001 Ocean Drive, Suite 202
Vero Beach, FL 32963

John F. Swanson
c/o P&S Properties
3001 Ocean Drive, Suite 202
Vero Beach, FL 32963

Derek Arden
c/o P&S Properties
3001 Ocean Drive, Suite 202
Vero Beach, FL 32963

C. The method of election and term of office, removal, and filling of vacancies shall be as set forth in the By-Laws.

D. The Board may delegate its operating authority to such companies, individuals, and committees as it, in its discretion, may determine.

Article 8. Officers. The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors, as provided in the By-Laws. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

John F. Swanson
c/o P&S Properties
3001 Ocean Drive, Suite 202

President

Vero Beach, FL 32963

Derek Arden
c/o P&S Properties
3001 Ocean Drive, Suite 202
Vero Beach, FL 32963

Secretary/Treasurer

Article 9. By-Laws. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

Article 10. Dissolution. Upon dissolution of the Association all its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of the Association.

In any 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 40-C-42.027, *F.A.C.*, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

Article 11. Amendments. Amendments to the Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes, provided that no amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

Article 12. Subscribers. The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Christopher H. Marine
979 Beachland Boulevard
Vero Beach, FL 32963

Article 13. Registered Agent and Office. The initial registered office of the Corporation is 979 Beachland Boulevard, Vero Beach, Florida, 32963, and the initial registered agent at such address is Christopher H. Marine.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 18
day of January, 2007.

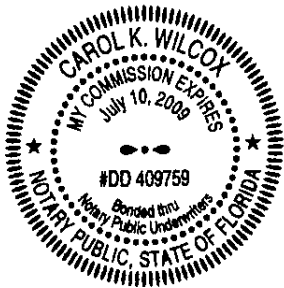

CHRISTOPHER H. MARINE

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

The foregoing Articles of Incorporation were acknowledged before me this 18th day of January, 2007, by **CHRISTOPHER H. MARINE**, who, being duly sworn, acknowledged before me that he executed the same for the purposes expressed in such Articles.

(NOTARIAL SEAL)



Carol Wilcox
Notary Public, State of Florida
CAROL K. WILCOX
Printed Name of Notary
My Commission Expires: _____

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of **SOUTHERN OAKS PLAZA PROPERTY OWNERS' ASSOCIATION, INC.**



CHRISTOPHER H. MARINE

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TALLAHASSEE, FLORIDA

SCHEDULE "A"

North 5 acres of the East 10 acres of Tract 1, Section 27, Township 33 South, Range 39 East, according to the last general Plat of lands of INDIAN RIVER FARMS COMPANY filed in the office of the Clerk of the Circuit Court of St. Lucie, County, Florida, in Plat Book 2, Page 25; said lands now lying and being in Indian River County, Florida.

LESS AND EXCEPT the canal Right-of-Way to the North, the Right-of-Way for Oslo Road, the Right-of-Way for 27th Avenue, and that property as described in Official Records Book 1163, Page 1105, of the Public Records Of Indian River County, Florida.

LESS AND EXCEPT the South 287.50 feet of the above following described parcel of land:

AND ALSO LESS AND EXCEPT THE FOLLOWING:

The South 348.31 feet of the North 378.31 feet of the West 15.00 feet of the East 60.00 feet of the North 5 acres of the East 10 acres of Tract 1, Section 27, Township 33 South, Range 39 East, according to the last general Plat of the lands of the INDIAN RIVER FARMS COMPANY, recorded in Plat Book 2, Page 25, of the Public Records of St. Lucie County, Florida; less the North 30.00 feet for canal Right-of-Way; the East 45.00 feet; for road Right-of-Way, now lying and being in Indian River County, Florida.

AND

The South 287.26 feet of the North 635.57 feet of the West 6.00 feet of the East 51.00 feet of the North 5 acres of the East 10 acres of Tract 1, Section 27, Township 33 South, Range 39 East, according to the last general Plat of lands of the INDIAN RIVER FARMS COMPANY, recorded in Plat Book 2, Page 25, of the Public Records of St. Lucie County, Florida; less the North 30.00 feet for canal Right-of-Way; the East 45.00 feet for Road Right-of-Way, now lying and being in Indian River County, Florida.

SCHEDULE "A"

The West 10 acres of the East 20 acres of Tract 1 (less canal) in Section 27, Township 33 South, Range 39 East, according to the last general Plat of lands of INDIAN RIVER FARMS COMPANY filed in the office of the Clerk of the Circuit Court of St. Lucie, County, Florida, in Plat Book 2, Page 25; said lands now lying and being in Indian River County, Florida.

SCHEDULE "A"

THE SOUTH 287.50 FEET OF THE FOLLOWING DESCRIBED PARCEL OF LAND:

NORTH 5 ACRES OF THE EAST 10 ACRES OF TRACT 1, SECTION 27, TOWNSHIP 33 SOUTH, RANGE 39 EAST, ACCORDING TO THE LAST GENERAL PLAT OF LANDS OF INDIAN RIVER FARMS COMPANY FILED IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT OF ST. LUCIE COUNTY, FLORIDA, IN PLAT BOOK 2, PAGE 25; SAID LAND NOW LYING AND BEING IN INDIAN RIVER COUNTY, FLORIDA.

LESS AND EXCEPT THE CANAL RIGHT OF WAY TO THE NORTH, THE RIGHT OF WAY FOR OSLO ROAD, THE RIGHT OF WAY FOR 27TH AVENUE, AND THAT PROPERTY AS DESCRIBED IN O.R. BOOK 1163, PAGE 1105, OF THE PUBLIC RECORDS OF INDIAN RIVER COUNTY, FLORIDA.

AND ALSO LESS AND EXCEPT THE FOLLOWING:

THE SOUTH 348.31 FEET; OF THE NORTH 378.31 FEET OF THE WEST 15.00 FEET OF THE EAST 60.00 FEET OF THE NORTH 5 ACRES OF THE EAST 10 ACRES OF TRACT 1, SECTION 27, TOWNSHIP 33 SOUTH, RANGE 39 EAST, ACCORDING TO THE LAST GENERAL PLAT OF THE LANDS OF THE INDIAN RIVER FARMS COMPANY, RECORDED IN PLAT BOOK 2, PAGE 25, OF THE PUBLIC RECORDS OF ST. LUCIE COUNTY, FLORIDA; LESS THE NORTH 30.00 FEET FOR CANAL RIGHT-OF-WAY; THE EAST 45.00 FEET; FOR ROAD RIGHT-OF-WAY, NOW LYING AND BEING IN INDIAN RIVER COUNTY, FLORIDA.

AND

THE SOUTH 287.26 FEET; OF THE NORTH 635.57 FEET OF THE WEST 6.00 FEET OF THE EAST 51.00 FEET OF THE NORTH 5 ACRES OF THE EAST 10 ACRES OF TRACT 1, SECTION 27, TOWNSHIP 33 SOUTH, RANGE 39 EAST, ACCORDING TO THE LAST GENERAL PLAT OF THE LANDS OF THE INDIAN RIVER FARMS COMPANY RECORDED IN PLAT BOOK 2, PAGE 25, OF THE PUBLIC RECORDS OF ST. LUCIE COUNTY, FLORIDA; LESS THE NORTH 30.00 FEET FOR CANAL RIGHT-OF-WAY; THE EAST 45.00 FEET; FOR ROAD RIGHT-OF-WAY, NOW LYING AND BEING IN INDIAN RIVER COUNTY, FLORIDA