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CAPITAL CONNECTION, INC.

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Bronson Retail Plaza Building
Owners Association, Inc.

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07 APR 11 AM 9:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

BRONSON RETAIL PLAZA BUILDING OWNERS ASSOCIATION, INC.

The undersigned incorporator hereby forms a corporation not for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: BRONSON RETAIL PLAZA BUILDING OWNERS ASSOCIATION, INC.

ARTICLE II

The purpose of this Corporation is the operation and management of a condominium known as THE BRONSON RETAIL PLAZA (hereinafter referred to as the "Condominium"), as the same may now or hereafter be constituted, and to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and management of said condominium in accordance with the terms, provisions and authorization contained herein and in THE BRONSON RETAIL PLAZA DECLARATION OF CONDOMINIUM, which is recorded among the Public Records of Levy County, Florida, (hereinafter referred to as the "Declaration of Condominium"); and to own, operate, lease, sell, trade, and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said condominium.

ARTICLE III

The Association shall have the following powers:

1. 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, the said Declaration of Condominium, the By-Laws and the Florida Condominium Act.

2. The Association shall have all of the powers of a Condominium Association under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to the following:

A. To make, establish and enforce reasonable rules and regulations governing the use of condominium units, common elements, limited common elements and condominium property as said terms may be defined in the Declaration of Condominium.

B. To make and collect assessments against members as unit owners, to defray the costs, expenses and losses of the condominium, and to use and expand the proceeds of assessments in the exercise of the powers and duties of the Association.

C. To maintain, repair, replace and operate the condominium property; specifically including all portions of the condominium property to which the Association has the right and power to maintain, repair, and replace and operate in accordance with the Declaration of Condominium, the By-Laws and Chapter 718 of the Florida Statutes, the Condominium Act.

D. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members, as unit owners and disburse insurance proceeds pursuant to the provisions of the Declaration of Condominium and By-Laws.

E. To reconstruct improvements on the condominium property after casualty or other loss, and the further improvements of the property.

F. To enforce, by legal means, the provisions of the Declaration of Condominium, the By-Laws, the rules and regulations, and all documents referred to in the Declaration and these Articles of Incorporation.

G. To contract for the maintenance and management of the condominium property and to delegate to such contractors all powers and duties of the Association, except those which may be required by the Declaration and these Articles of Incorporation.

H. To acquire and enter into agreements whereby it acquired leaseholds, membership or other possessory or use interests, in land or facilities, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

I. To acquire by purchase or otherwise, condominium parcels of the condominium subject nevertheless to the provisions of the Declaration of Condominium and/or By-Laws relative thereto.

J. To approve or disapprove the transfer, mortgage and ownership of units as may be provided by the Declaration of Condominium and/or By-Laws.

K. To employ personnel to perform the services required for proper operation of the condominium.

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV

Membership in the Association shall be established by the acquisition of ownership of fee simple title

in a unit in the condominium, whether by conveyance, devise, judicial decree, or therewith, subject to the provisions of the Declaration of Condominium and by the recordation among the Public Records of Levy County, Florida, of the Deed or other instrument establishing such acquisition and designating the condominium unit affected thereby. The owner designated in such Deed or other instrument shall thereupon become a member of this Association, and the membership of the prior owner in this Association as to the unit designated shall be terminated. If a unit is owned by one person, his rights to vote on matters concerning the members of the Association shall be established by the record title to his unit. If a unit is owned by more than one person, the vote for the unit owned by them shall be as agreed unanimously by all such owners, except that all the owners of any such unit may designate one person to cast the vote for the unit by a certificate signed by all the record owners of the unit and filed with the Secretary of the Association, which certificate shall be valid until revoked by one or more of the owners, or superseded by a subsequent certificate signed by all of the record owners, or until a change in the ownership of the unit. If a unit is owned by a corporation, trust, real estate investment trust, or other entity, the natural person entitled to cast the vote for the unit shall be the person designated by a certificate of appointment signed by the President or a Vice-President and attested by the Secretary or Assistant Secretary of the corporation, trust, real estate investment, trust, or other entity, and filed with the Secretary of the Association, which certificate shall be valid until revoked or superseded by a subsequent certificate or until a change in the ownership of the unit. 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 to his unit.

ARTICLE V

This Association shall have perpetual existence, unless the condominium is terminated pursuant to the provisions of its Declaration in which event the Association shall be dissolved in accordance with law.

ARTICLE VI

The principal office of the Association shall be located at: 1805 Southeast 16th Avenue, Unit 101, Ocala, Florida 34471, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII

1. The affairs of this Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors. The members of the first Board of Directors need not be members of the Association.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. The Directors named in these Articles shall serve until the first election of Directors as provided in Section 718.301 of the Florida Statutes. Thereupon, election of the Directors of the Association by the members shall be as provided in Section 718.301 of the Florida Statutes.

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

<u>NAME</u>	<u>ADDRESS</u>
DAVID E. MIDGETT	1805 Southeast 16 th Avenue, # 101 Ocala, Florida 34471
EMMA HEMNESS	1805 Southeast 16 th Avenue, # 101 Ocala, Florida 34471
STUART R. BELL	1805 Southeast 16 th Avenue, # 101 Ocala, Florida 34471

ARTICLE VIII.

1. The affairs of the Association shall be managed by the President of the Association, assisted by the Vice-President, Secretary and Treasurer, and if any, the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board of Directors. The Board of Directors, or President, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel to administer or assist in the administration of the operation or management of this condominium and the affairs of the Association and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a Director or Officer of the Association, as the case may be.

2. The Board of Directors shall elect the President, Secretary and Treasurer and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall, from time to time, determine. The President shall be elected from among the membership of the Board of Directors, but no other Officer need be a Director. A person may hold two offices, the duties of which are not incompatible; provided, however, the office of the President and 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 IX.

The names and addresses of the officers who are to serve until their successors are designated by the Board of Directors are as follows:

President/Treasurer:	David E. Midgett 1805 SE 16 th Avenue, Unit 101 Ocala, Florida 34471
Vice President:	Emma Hemness 1805 SE 16 th Avenue, Unit 101 Ocala, Florida 34471

Secretary:

Stuart R. Bell
1805 SE 16th Avenue, Unit 101
Ocala, Florida 34471

ARTICLE X

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon him in connection with any proceedings 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, or any settlement thereof, whether or not he is a Director or Officer at the time such are incurred, except, in such cases wherein the Director or Officer is adjudged guilty or willful malfeasance or misfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves 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 XI

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 for by the By-Laws.

ARTICLE XII

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

1. Notice of the subject matter of the proposed Amendments shall be included in the notice of any meeting at which such proposed Amendment is considered.
2. Proposed Amendments shall first be presented to the Board of Directors, and shall have been approved in writing by a majority of such Board of Directors, who shall then certify such Amendment for vote of the members of this Corporation.
3. Such Amendment must then be approved by the affirmative vote of two-thirds (2/3) of the members.
4. A certificate of amendment executed by the duly authorized officers of the corporation shall then be filed with the Department of State and recorded among the Public Records of Levy County, Florida.
5. In lieu of the foregoing procedure, a written consent to action making the proposed Amendment may be authorized and approved by two-thirds of the members.
6. No amendment may be made to the Articles of Incorporation which shall in any manner amend, or modify the provisions and obligations set forth in the Declaration of Condominium, unless the

resulting amendment or modification to the Declaration is approved in the manner required for amendment or modification of said Declarations.

ARTICLE XIII

The names and addresses of the incorporator of these Articles of Incorporation is as follows:

DAVID E. MIDGETT 1805 SE 16th Avenue, #101
Ocala, Florida 34471

ARTICLE XIV

The name and address of the Resident Agent for service of process for this corporation is:

DAVID E. MIDGETT 1805 SE 16th Avenue, # 101
Ocala, Florida 34471

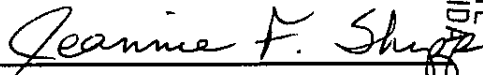
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 10th day of April, 2007.



DAVID E. MIDGETT, Incorporator


STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation were acknowledged before me this 10 day of April, 2007 by DAVID E. MIDGETT, who is personally known to me and who did not take an oath.



Notary Public, State of Florida at Large.

My Commission expires:

NOTARY PUBLIC-STATE OF FLORIDA
 Jeannie F. Shipp
Commission #DD444819
Expires: JULY 07, 2009
Bonded Thru Atlantic Bonding Co., Inc.

ACCEPTANCE AS RESIDENT AGENT

The undersigned hereby acknowledges appointment to serve as resident agent of BRONSON RETAIL PLAZA BUILDING OWNERS ASSOCIATION, INC., and by execution hereof accepts such appointment.



DAVID E. MIDGETT