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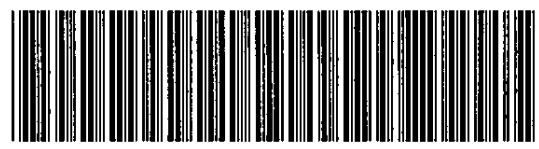
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NARDELLA CHONG
A PROFESSIONAL ASSOCIATION
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June 19, 2007

State of Florida
Division of Corporations
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Tallahassee, FL 32314

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Re: ***Cooper Industrial Center Property Owners' Association, Inc.***
Our File No.: CO40 30924

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for the above-referenced corporation along with our check no. 9656 made payable to the Florida Department of State in the amount of \$70.00 in order to defray your filing fee for the Articles and Designation of Registered Agent.

Please return the file stamped copy of the Articles of Incorporation to the undersigned at your earliest convenience.

If you should have any questions, please feel free to contact the undersigned.

Sincerely,


Stephen C. L. Chong

SCLC/bjw
Enclosure

cc: Michael Cooper

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
COOPER INDUSTRIAL CENTER PROPERTY OWNERS' ASSOCIATION, INC.**

07 JUN 22 PM 3:27

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned incorporator has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I – NAME OF CORPORATION

The name of the corporation is COOPER INDUSTRIAL CENTER PROPERTY OWNERS' ASSOCIATION, INC. ("Association").

ARTICLE II – PRINCIPAL OFFICE OF THE ASSOCIATION

The principal place of business and the mailing address of the Association is located at 970 Ocoee Apopka Road, Apopka, Florida 32703-9203.

ARTICLE III – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Association is 970 Ocoee Apopka Road, Apopka, Florida 32703-9203, and the name of the initial registered agent to accept service of process within the State of Florida at that address is Michael R. Cooper.

ARTICLE IV – DEFINITIONS

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Cooper Industrial Center recorded in the Public Records of Orange County, Florida, as it may from time to time be amended ("Declaration").

ARTICLE V – PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its members, directors or officers. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles or the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, operation and improvement of the Property and of any Common Area or Common Facility. The Association shall operate, maintain and manage the surface water or stormwater management system in a manner consistent with the permit issued by the St. Johns River Water Management District

("SJRWMD") and in accordance with applicable SJRWMD rules, and shall assist in the enforcement of the Declaration which relate to the surface water or stormwater management system. The Association shall levy and collect adequate assessments against Members of the Association for the costs of operation, maintenance and management of the surface water or stormwater management system and shall establish and enforce rules and regulations governing its use.

ARTICLE VI – MEMBERSHIP

Section 1. Members. Membership in the Association shall be limited to owners of lots in Cooper Industrial Center as provided in the Declaration. Any person or entity who holds an interest in a Lot merely as security for the performance of an obligation shall not be a Member of the Association.

Section 2. Votes of Members. The voting rights of the Members shall be determined as provided in the Declaration.

Section 3. Multiple Owners. If joint or multiple Owners are unable to agree among themselves as to how their votes are to be cast, none of the votes for their Lot shall be counted. If any Owner cast votes on behalf of a Lot, it shall be conclusively presumed that such Owner was acting with the authority and consent of all other Owners of that Lot.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Number: Initial Board. The affairs of this Association shall be managed and administered by a Board of Directors consisting of three (3), five (5), or seven (7) members. There shall always be an odd number of directors. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Michael R. Cooper	970 Ocoee-Apopka Road Apopka, Florida 32703
Michael T. Cooper	970 Ocoee-Apopka Road Apopka, Florida 32703
Sharon L. Cooper	970 Ocoee-Apopka Road Apopka, Florida 32703

Section 2. Appointment: Election. The appointment and election of directors shall occur as provided in the Declaration.

ARTICLE VII – OFFICERS

The day-to-day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association, which may include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors and they 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:

	<u>NAME</u>	<u>ADDRESS</u>
President	Michael R. Cooper	970 Ocoee-Apopka Road Apopka, Florida 32703
Vice President	Michael T. Cooper	970 Ocoee-Apopka Road Apopka, Florida 32703
Secretary/ Treasurer	Sharon L. Cooper	970 Ocoee-Apopka Road Apopka, Florida 32703

ARTICLE IX – DURATION

The Association shall commence to exist upon the filing of these Articles with the Florida Department of State, and the Association shall thereafter exist in perpetuity.

ARTICLE X – AMENDMENTS

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

Section 1. Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes. Subject to the terms of Articles XIV, any amendment to these Articles of Incorporation shall require the assent of two thirds (2/3) of the votes of the entire membership without regard to class.

Section 3. Filing. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

Section 4. Limitations. No amendment shall be made that is in conflict with the Declaration.

ARTICLE XI – BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

ARTICLE XII – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall defend, indemnify and hold harmless any person who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association:

- (a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and
- (b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section 2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association.

Section 4. Any indemnification under Section 1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority vote of Members of the Association.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees or agents may be entitled under the Association's bylaws, agreement, vote of Members or disinterested directors, or otherwise, both as to actions in their official capacities and as to any action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of his capacities as described in Section 1, whether or not the Association would have the power to indemnify him or her under this Article.

Section 8. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XIII – INCONSISTENCY

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of Incorporation, the terms and provisions of the Declaration shall prevail.

ARTICLE XIV – TERMINATION OR DISSOLUTION

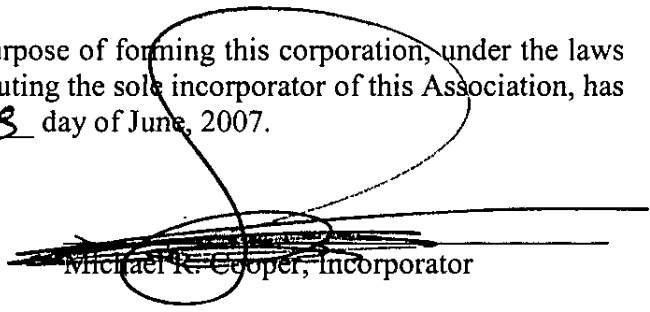
In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by SJRWMD prior to such termination, dissolution or liquidation.

ARTICLE XV – INCORPORATOR

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

Michael R. Cooper
970 Ocoee-Apopka Road
Apopka, Florida 32703


IN WITNESS WHEREOF, for the purpose of forming this corporation, under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation on 18 day of June, 2007.


~~Michael R. Cooper, Incorporator~~

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 18 day of June, 2007, by Michael R. Cooper, who is () personally known to me or who has () produced his Driver's License as identification.




NOTARY PUBLIC
Print Name: Debbie A. Thornton
Commission No.: DD218488
My Commission Expires: 9-14-07

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

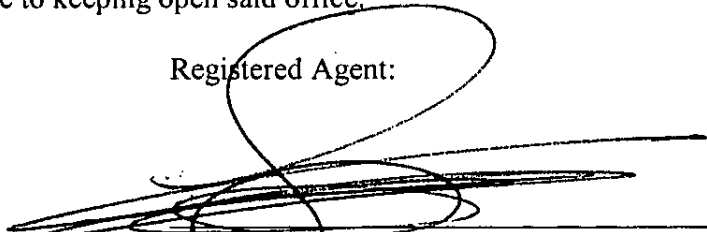
Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

COOPER INDUSTRIAL CENTER PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 970 Ocoee-Apopka Road, Apopka, Florida 32703, has named Michael R. Cooper, located at the above-registered office, as its Registered 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 provisions of said Acts relative to keeping open said office.

Registered Agent:



Michael R. Cooper, Registered Agent
Date: June 18, 2007

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