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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
9/10

PAVESE LAW FIRM

CHARLES MANN

Direct dial: (239) 336-6242
Email: CharlesMann@paveselaw.com

1833 Hendry Street, Fort Myers, Florida 33901 | P.O. Drawer 1507, Fort Myers, Florida 33902-1507 | (239) 334-2195 | Fax (239) 332-2243

September 6, 2007

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: San Carlos Shopping Center Property Owners Association, Inc.

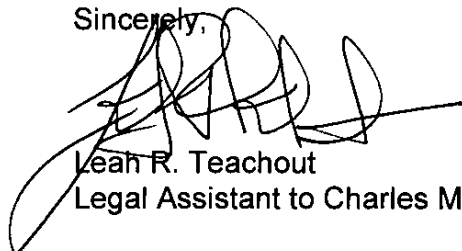
Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above proposed corporation, together with a check in the amount of \$78.75 to cover the following fees:

\$ 35.00 - filing fee
\$ 35.00 - registered agent fee
\$ 8.75 - certified copy

Please certify and return one (1) copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope. Should you need anything further or if you have any questions, please do not hesitate to contact me.

Sincerely,



Leah R. Teachout
Legal Assistant to Charles Mann

/lrt
Enclosures
cc: client

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**ARTICLES OF INCORPORATION
OF
SAN CARLOS SHOPPING CENTER
PROPERTY OWNERS ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator, under the laws of the State of Florida, Florida Statutes, Chapter 617, hereby sets forth and declares:

ARTICLE I

The name of this corporation is **SAN CARLOS SHOPPING CENTER PROPERTY OWNERS ASSOCIATION, INC.**, a not-for-profit corporation (the "Association").

ARTICLE II

The nature of the business to be transacted shall be to engage in any activity or business permitted under the laws of the United States and of this state, pursuant to Chapter 617 of the Florida Statutes. The Association is organized for the purpose of providing an entity for the operation of a commercial development known as the San Carlos Shopping Center, located in Lee County, Florida.

The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of an Association not-for-profit under Florida law, including those powers set forth in Chapter 617, Florida Statutes (2006), except as limited or modified by these Articles, the Declaration of Covenants, and Operation and Easement Agreement for San Carlos Shopping Center ("OEA"), or the Bylaws of this Association. Unless otherwise provided by these Articles, all defined terms herein shall have those meanings set forth in the OEA. The Association shall have all of the powers and duties reasonably necessary to operate the Shopping Center pursuant to the OEA as it may hereafter be amended, including, but not limited to, the following:

- A. To levy and collect assessments against all Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its power and duties.
- B. To own, lease, maintain, repair, replace or operate the Association Common Areas.

- C. To purchase insurance upon the Association Common Areas for the protection of the Association and its members.
- D. To reconstruct improvements after casualty and to make further improvements of the Association Common Areas.
- E. To make, amend and enforce reasonable rules and regulations governing the use of the Association Common Areas and the operation of the Association.
- F. To sue and be sued, and to enforce the provisions of the OEA, these Articles and the Bylaws of the Association.
- G. To contract for the management and maintenance of the Association Common Areas and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the OEA to be exercised by the Board of Directors or the membership of the Association.
- H. To employ accountants, attorneys, architects or other professional personnel to perform the services required for proper operation of the Shopping Center.
- I. To borrow or raise money for any purposes of the Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association.
- J. To enforce the conditions of the permit issued by South Florida Water Management District ("SFWMD") for the Shopping Center.
- K. To be the responsible entity to operate and maintain the surface water management system as permitted by SFWMD, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

Except as provided herein and in the OEA, all funds and title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws.

ARTICLE III

The Association shall have perpetual existence.

ARTICLE IV

The qualifications required for membership, and the manner in which members shall be admitted to membership, shall be as stated in the OEA and/or the Bylaws of the Association. Each and every owner of a Tract or portion thereof, in the Shopping Center shall be a member of this Association.

ARTICLE V

The street address of the initial principal office of this Association is:

25 N. Brentwood Blvd.
c/o The Desco Group, Inc.
St. Louis Mo 63105

The name of the initial registered agent of this Association is:

Charles Mann

And, the address of the initial registered office is:

Pavese Law Firm
1833 Hendry Street
Fort Myers, FL 33901

Having been named to accept service of process for San Carlos Shopping Center Property Owners Association, Inc., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Accepted By


Charles Mann

ARTICLE VI

The number of Directors shall initially consist of three (3) but may be increased pursuant to the Bylaws, and in no event shall there be fewer than three (3) in number. Directors shall be elected or appointed to fill a vacancy in accordance with the Bylaws of the Association.

ARTICLE VII

The Association is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Association, which acts are not inconsistent with the powers provided for in Chapter 617, Florida Statutes.

ARTICLE VIII

The name and address of the incorporator of this corporation is as follows:

NAME

Charles Mann

ADDRESS

1833 Hendry Street,
Fort Myers, FL 33901

ARTICLE IX

Bylaws of the Association may be adopted, made, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these Articles.

ARTICLE X

Amendment to the Articles of Incorporation may be proposed by any Director at any regular or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the Bylaws, shall be submitted to a vote of the membership. If approved by a two-thirds (2/3) affirmative vote of the membership at a meeting of the members properly called and noticed as provided in the Bylaws, such Amendment shall be forwarded to the Secretary of State of the State of Florida and filed and shall become effective upon issuance, by said officer, of a certificate reflecting same.

ARTICLE XI

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the 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 non-profit association, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys' fees actually and reasonably incurred by or imposed on him in connection with any

legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication established that his actions or omissions to act were material to the cause adjudicated and involved:

- A. Willful misconduct or a conscious disregard for the best interest of the Association in a proceeding by or in the right of the Association to procure a judgment in its favor.
- B. Violations of criminal law unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- C. A transaction from which the Director or officer derived an improper personal benefit.
- D. Wrongful conduct by Directors or officers appointed in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approved such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 6th day of September, 2007.

By: [Signature]
Charles Mann

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 6th day of September, 2007, by Charles Mann, who is personally known to me and did not take an oath.

(SEAL)



Leah R Teachout
My Commission DD371138
Expires November 11, 2008

[Signature]
Notary Public
LEAH R. TEACHOUT
Printed Name of Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA