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Fax Number : (352) 351-8054

FLORIDA PROFIT/NON PROFIT CORPORATION

12TH AVENUE INDUSTRIAL CENTER MANAGEMENT ASSOCIATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
12TH AVENUE INDUSTRIAL CENTER
MANAGEMENT ASSOCIATION, INC.

We, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes hereby adopt the following articles of incorporation.

ARTICLE I

Name

The name of this corporation is 12th AVENUE INDUSTRIAL CENTER MANAGEMENT ASSOCIATION, INC. which shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida, and shall exist in perpetuity.

ARTICLE II

Purposes

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and include providing for the maintenance, preservation, administration and management of 12TH AVENUE INDUSTRIAL CENTER, a condominium under the Florida Condominium Act.

The corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other non-recurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such expenses shall be held by the corporation and used to reduce the amount of assessments that would be required by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each unit owner will be credited with the portion of any excess that is proportionate to his or her interest in the common area of the condominium.

ARTICLE III

Members

Each condominium unit ("UNIT") shall have appurtenant thereto a membership in the corporation, which membership shall be held by the person or entity holding title to a UNIT as security for performance of an obligation shall acquire the membership appurtenant to such UNIT by virtue of such title ownership. In no event may any membership be severed from the UNIT to which it is appurtenant.

Each Member in the corporation as an Owner of a UNIT shall have a vote as follows:

UNIT
100

NUMBER OF VOTES
15

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200	17
300	10
400	14
500	11
600	11
700	11
800	11

ARTICLE IV**Initial Registered Agent and Principal Office**

The initial registered agent of the corporation is MIKE ETHRIDGE, and the street address of the principal office of the corporation is 303 SW 8th Street, Unit 2, Ocala, Florida 34474.

ARTICLE V**Incorporators**

The name and residence of the incorporator of the corporation is as follows:

MIKE ETHRIDGE, 421 South Pine Avenue, Ocala, Florida 34471

ARTICLE VI**Directors**

The number of persons constituting the first board of directors is three (3). The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

JOHN B. PENN, 1201 SW 17th Street, Ocala, Florida 34474
MIKE ETHRIDGE, 303 SW 8th Street, Unit 2, Ocala, Florida 34474
DANIEL HICKS, 421 S. Pine Avenue, Ocala, Florida 34471

At the first and each annual meeting thereafter, the members shall elect from among the members of the corporation three (3) directors for a term of one year each.

ARTICLE VII**Officers**

The affairs of the corporation may be managed by a president and a combination secretary/treasurer who will be accountable to the board of directors. Officers will be elected annually in the manner set forth in the bylaws.

The names of the officers who are to serve until the first election of officers are as follows:

MICHAEL ETHRIDGE, PRESIDENT
JOHN B. PENN, VICE PRESIDENT - SECRETARY

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TRACI ETHRIDGE, TREASURER

ARTICLE VIII

Bylaws

Bylaws regulating operation of the corporation are annexed to the declaration. The bylaws may be amended by the first board of directors until the first annual meeting of members. Thereafter, the bylaws shall be amended by the members in the manner set forth in the bylaws.

ARTICLE IX

Powers of Corporation

To promote the health, safety, and welfare of the residents of 12TH AVENUE INDUSTRIAL CENTER MANAGEMENT ASSOCIATION, INC., the corporation shall:

(1) Exercise all the powers and perform all of the duties of the Association as set forth in the declaration of condominium and in the bylaws attached thereto, as those documents may be from time to time be amended.

(2) Determine, levy, collect and enforce payment by any lawful means of all assessments for common charges, and pay such common charges as the same become due.

(3) Engage the services of a professional corporate management agent and delegate to such agent any of the powers or duties granted to the association of UNIT Owners under the declaration or bylaws other than the power to engage or discharge such agent; the power to adopt, amend and repeal the provisions thereof, or of the declaration, bylaws, or rules and regulations of the condominium.

(4) Take and hold by lease, gift, purchase, devise or bequest any property, real or personal, including any UNIT in the condominium, borrow money and mortgage any such property to finance the acquisition thereof on the vote of eighty (80%) percent of members, and transfer, lease and convey any such property.

(5) To hold title to any real or personal property comprising a common area, however no such property shall be encumbered, mortgaged, liened or hypothecated.

(6) Dedicate or otherwise transfer all or any portion of the common areas to any municipality, public agency, authority or utility on the approval of eighty (80%) percent of the members.

(7) Have and exercise any and all rights, privileges and powers which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes, or by associations of UNIT Owners under the Condominium Act, however contrary to any provision provided bylaw, the Corporation shall not have the power and authority to borrow money and/or grant a lien on any common area of the 17th Street Commercial Property.

(8) Convey any portion of the common area to a condemning authority for the purpose of providing utility easements, right-of-way expansion, or other public purposes, whether negotiated or as a result of eminent domain proceedings.

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ARTICLE X
Special Duties of Corporation

(1) To promote the health, safety, and welfare of the residents of 12TH AVENUE INDUSTRIAL CENTER MANAGEMENT ASSOCIATION, INC. (the "Association"), the corporation shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no.: FLR10EK31 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions 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 maintenance and operation of the surface water or stormwater management system.

The St. Johns River Water Management District shall have the right to enforce, by proceeding at law or in equity, the provisions contained in these Articles and the Declaration which relate to the maintenance and repair of the surface water or storm water management system.

Any amendment which alters the surface water or storm water management system, beyond maintenance in its original condition, including the water management provisions of the Common Areas, must have the prior written approval of the St. Johns River Water Management District, notwithstanding any other provisions contained therein.

ARTICLE XI
Dissolution

This corporation may be dissolved at any time with the written consent of all the members thereto. 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 in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, we, the undersigned, being the incorporators of this corporation, have, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed these Articles of Incorporation this 21st day of September 2007.

17TH STREET COMMERCIAL CENTER
MANAGEMENT ASSOCIATION, INC.

By: _____

Mike Ethridge, Incorporator

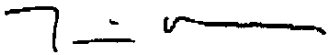
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STATE OF FLORIDA
COUNTY OF MARION

Before me personally appeared **MIKE ETHRIDGE**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, on behalf of said corporation, and that he is personally known to me.

WITNESS my hand and official seal this 21st day of September, 2007.



Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
 Tina Dotson
Commission # DD518120
Expires: FEB. 14, 2010
Bonded Thru Atlantic Bonding Co., Inc.

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ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person being named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
Mike Ethridge, Registered Agent

Date: 9/21/07

Prepared by:
Daniel Hicks, P.A.
421 South Pine Avenue
Ocala, FL 34474
Phone No.: (352) 351-3353
Florida Bar No.: 0145139

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