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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**TAVARES COMMONS PROPERTY OWNERS ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
TAVARES COMMONS PROPERTY OWNERS ASSOCIATION, INC.,  
A NON-PROFIT CORPORATION**

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation is TAVARES COMMONS PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not-for-profit (hereafter called the "Association").

**ARTICLE II  
STREET ADDRESS AND MAILING ADDRESS OF THE ASSOCIATION**

The street address of the initial principal office of the Association is 3361 Rouse Road, Suite 235, Orlando, Florida 32817

**ARTICLE III  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 215 North Eola Drive, Orlando, Florida 32801 and Aaron J. Gorovitz is hereby appointed the initial registered agent of this Association at that address.

**ARTICLE IV  
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to operate, maintain and manage and to provide for maintenance and preservation of (i) the Association Property as more particularly described on Exhibit "A" attached hereto and by reference incorporated herein and as defined in that certain Property Owners Association Agreement (Tavares Commons, Lake County, Florida) ("POAA") and that certain Declaration of Covenants, Conditions And Restrictions (Tavares Commons, Lake County, Florida) ("Declaration"), each to be recorded in the Public Records, Lake County, Florida), (ii) the Drainage Pond, (iii) Stormwater Management System, (iv) Stormwater Pipe(s) and drains, (v) Sanitary Sewer Line(s) (as each is defined in the POAA and Declaration) located on the Association Property and to collect assessments pursuant to the POAA to cover the costs incurred by the Association and enforce the covenants and obligations of the POAA and Declaration. The Association shall also cause that the Stormwater Management System is maintained, repaired and replaced (as needed) in a manner consistent with the St. John's River Water Management District ("SJRWMD") permit for the Seller's Overall Property (as defined in the Declaration), the requirements of the SJRWMD rules and shall assist in the enforcement of the POAA and the Declaration relating to the Stormwater Management System. The Association shall levy and collect adequate assessments under the POAA from the members of the Association for the costs incurred by it to maintain and repair the Stormwater Management System or any portion thereof.

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In connection with the foregoing, the Association shall have the power to:

(a) Exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in the POAA and the Declaration (**for purposes of these Articles, all capitalized terms, unless provided otherwise herein, shall have the same meaning as in the Declaration and POAA**), applicable to all of the Shopping Center (as defined in the POAA);

(b) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act by law may now or hereafter have or exercise;

(c) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the POAA and the Declaration to pay all expenses in connection with authorized obligations and expenses of the Association and all office and other expenses incident to the operation and conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the personal property of the Association and the Association Property;

(d) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate and maintain, and (i) with the assent of all Owners of Parcels in the Shopping Center or (ii) after Turnover (as defined in the POAA and Bylaws) by vote of a majority of the total members of the Association at a meeting thereof, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association consistent with the terms of the Declaration and POAA and Bylaws;

(e) File suits and/or pursue such legal rights and remedies as are available to the Association;

(f) Borrow money, and with the assent of the majority of the members of the Association, pledge, mortgage, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall have the assent of a majority of the total members of the Association at a meeting thereof.

#### ARTICLE V BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, who need not be members of the Association; provided, however, the Board shall consist of an odd number of Directors. The number of Directors may be changed by amendment of the Bylaws of the Association. The initial Board of Directors shall consist of three (3) Directors, who shall serve until the appointment of their successors as provided in the Bylaws.

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The names and addresses of the initial Board of Directors are as follows:

Stephen J. DeWitt: 3361 Rouse Road  
Suite 235  
Orlando, Florida 32817

Aaron J. Gorovitz 215 North Eola Drive  
Orlando, Florida 32801

Janet L. DeWitt: 3361 Rouse Road  
Suite 235  
Orlando, Florida 32817

The manner of election of Directors and procedures for filling any vacancies that may occur on the Board of Directors shall be as prescribed in the Bylaws.

**ARTICLE VI**  
**INCORPORATOR**

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

Aaron J. Gorovitz 215 North Eola Drive  
Orlando, Florida 32801

**ARTICLE VII**  
**DISSOLUTION**

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System (as defined in the POAA) for the Shopping Center 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. John's River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE VIII**  
**EXISTENCE AND DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

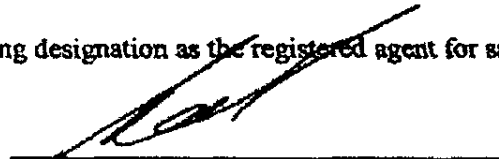
**[EXECUTION PAGE AND ACCEPTANCE  
BY REGISTERED AGENT TO FOLLOW]**

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IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 7th day of November, 2007.

  
\_\_\_\_\_  
Aaron J. Gorovitz, Incorporator

The undersigned hereby accepts the foregoing designation as the registered agent for said corporation.

  
\_\_\_\_\_  
Aaron J. Gorovitz, Registered Agent

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**Exhibit "A"****ASSOCIATION PROPERTY LEGAL DESCRIPTION  
(TRACT A)****TRACT A:**

THAT PART OF SECTION 21, TOWNSHIP 19 SOUTH, RANGE 26 EAST, LAKE COUNTY, FLORIDA, DESCRIBED AS FOLLOWS:

COMMENCE AT THE INTERSECTION OF THE WEST LINE OF SAID SECTION 21 AND THE SOUTHEASTERLY RIGHT OF WAY LINE OF STATE ROAD 500 (AKA STATE ROAD 19) AS SHOWN ON FLORIDA DEPARTMENT OF TRANSPORTATION RIGHT OF WAY MAP SECTION 11010-2554, PAGE 9 OF 19, DATED 5-26-98; THENCE RUN N38°08'24"E ALONG SAID SOUTHEASTERLY RIGHT OF WAY LINE A DISTANCE OF 516.23 FEET TO A POINT ON A NON TANGENT CURVE CONCAVE SOUTHEAST AND HAVING A RADIUS OF 2814.93 FEET TO WHICH A RADIAL LINE BEARS N51°51'50"W, THENCE CONTINUE ALONG SAID SOUTHEASTERLY RIGHT OF WAY LINE AND ARC OF CURVE NORTHEASTERLY THROUGH A CENTRAL ANGLE OF 05°20'26" AN ARC DISTANCE OF 262.38 FEET; THENCE DEPARTING SAID SOUTHEASTERLY RIGHT OF WAY RUN S40°00'43"E A DISTANCE OF 321.82 FEET FOR THE POINT OF BEGINNING; THENCE RUN N47°49'39"E A DISTANCE OF 562.74 FEET; THENCE RUN S25°17'51"E A DISTANCE OF 117.08 FEET; THENCE RUN S61°03'18"E A DISTANCE OF 175.48 FEET; THENCE RUN S26°05'50"W A DISTANCE OF 56.35 FEET; THENCE RUN S66°56'05"W A DISTANCE OF 83.45 FEET; THENCE RUN N67°07'14"W A DISTANCE OF 103.82 FEET; THENCE RUN S67°06'28"W A DISTANCE OF 436.29 FEET; THENCE RUN N40°00'43"W A DISTANCE OF 33.46 FEET TO THE POINT OF BEGINNING.

CONTAINING 1.875 ACRES, MORE OR LESS.