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## FLORIDA PROFIT/NON PROFIT CORPORATION

SEMORAN PLAZA PROPERTY OWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION  
OF  
SEMORAN PLAZA PROPERTY OWNERS ASSOCIATION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby acts as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation not-for-profit pursuant to the provisions of Chapter 617, Florida Statutes:

ARTICLE I

NAME

The name of this Corporation is SEMORAN PLAZA PROPERTY OWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II

ADDRESS

The mailing address of, and the principal office for, the Association is c/o Morgan Property Group, 401 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301.

ARTICLE III

INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

James D. Barnett

Las Olas Centre II, Suite 1600  
350 East Las Olas Boulevard  
Fort Lauderdale, Florida 33301

ARTICLE IV

DIRECTORS

Directors are to be appointed in accordance with the provisions of the Bylaws, but in no event will there be less than one (1) Director, nor more than three (3), at any one time. The Directors need not be members of the Association.

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**ARTICLE V****REGISTERED AGENT/OFFICE**

The street address of the initial Registered Office of this Association in the State of Florida will be 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301. The name of the initial Registered Agent of this Association at the above address will be Capitol Corporate Services, Inc.

**ARTICLE VI****PURPOSES**

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. It is formed for the purpose of enforcing and enjoying all rights, benefits and obligations on behalf of the Owners, as set forth in the Reciprocal Easement Agreement with Covenants, Conditions, and Restrictions (the "Declaration"), filed (or to be filed) by Semoran Partners, LLC with respect to certain real property located in Orange County, Florida, and more particularly described in the Declaration (the "Property"); and for these purposes (and without limitation) to:

(a) operate and maintain all easements running in favor of the Association, and all facilities incident thereto, all for the benefit of the owners of the Property and pursuant to the Declaration; and

(b) operate, maintain and manage the surface water or stormwater management system in a manner consistent with the St. Johns River Water Management District permit no. 4-095-111686-1 requirements and applicable district rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

(c) fix assessments (or charges) to be levied against the Property and/or the Owners of the Property pursuant to the Declaration, including, without limitation, assessments for the cost of maintenance and operation of the surface water or stormwater management system; and

(d) enforce any and all covenants, restrictions and agreements contained in the Declaration and applicable to the Property;

(e) pay any and all taxes, and insurance required to be paid by the Association pursuant to the Declaration; and

(e) insofar as permitted by law and as contemplated in the Declaration, to do any other thing that, in the opinion of the Board of Directors of the Association, will give effect to the rights and interests of the Association as contained in the Declaration.

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## ARTICLE VII

### POWERS

The powers of the Association will include, without limitation, the following:

(a) The Association will have all common-law and statutory powers of a Florida corporation not-for-profit not in conflict with the terms of these Articles.

(b) The Association will have all the powers and duties set forth in the Declaration, including, but not limited to, the following:

(i) To establish, levy and assess, and collect assessments as necessary to operate the Association and carry on its activities, and to create such reserves for the extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors, as contemplated and to effect the purposes contained in the Declaration, including, without limitation, assessments for the costs of maintenance and operation of the surface water or stormwater management system;

(ii) to purchase insurance upon the parcels over which the Association has been given easements pursuant to the Declaration for the protection of the Association and its members;

(iii) to promulgate and amend reasonable regulations respecting the use of the easement parcels consistent with the Declaration, as the Board of Directors may deem appropriate; and

(iv) To enforce by legal means the provisions of the Declaration, these Articles, and the By-Laws of the Association.

3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration, these Articles and the By-Laws of the Association.

## ARTICLE VIII

### TERM

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association will have perpetual existence.

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, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

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Signed on 12/4, 2007.

  
James D. Barnett, Incorporator

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Acceptance of Appointment by Registered Agent

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned does hereby accept its appointments as registered agent on whom process may be served within the State of Florida for the proposed domestic corporation not-for-profit named in the foregoing Articles of Incorporation and further agrees to comply with the provisions of all statutes relating to the proper and complete performances of the duties of a registered agent and state that I am familiar with and accept the obligations of that position.

Capitol Corporate Services, Inc.

By: Gayle Winkle  
Name: Gayle Winkle  
Title: Asst Sec

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