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February 6, 2008

Via FedEx US Airbill 8626 7316 9924

State of Florida
Secretary of State
Division of Corporations
New Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

**RE: Filing of Articles of Incorporation of Winter Garden Executive Centre
Condominium Association, Inc.**

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of the Articles of Incorporation of Winter Garden Executive Centre Condominium Association, Inc. and original Certificate of Designation of Registered Agent Registered Office. I would request that a **certified copy** be returned to the above address, attention: Paul L. Wean, Esquire. Also enclosed is check number 6898 in the amount of \$78.75 to cover the cost of filing fees for same.

Should you have any questions, please contact the undersigned at the number shown above.

Thank you for your time and attention to this matter.

Sincerely,



STACY ARCAND,
Paralegal

SFA/fms
Enclosures

Exhibit "D"

FILED

**ARTICLES OF INCORPORATION OF
WINTER GARDEN EXECUTIVE CENTRE
CONDOMINIUM ASSOCIATION, INC.**

2008 FEB -8 P 4: 40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE 1
NAME AND DEFINITIONS**

The name of the corporation shall be WINTER GARDEN EXECUTIVE CENTRE CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as "the Association," these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws.

**ARTICLE 2
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, (2007) for the operation of WINTER GARDEN EXECUTIVE CENTRE, A CONDOMINIUM, on real property situated in Orange County, Florida (the County), to be more particularly described in the Declaration of Condominium for Winter Garden Executive Centre, a Condominium (the Declaration). When completed, Winter Garden Executive Centre, a Condominium, will consist of fourteen (14) commercial condominium units, all of which will ultimately be operated and administered by this Association.

Terms used herein shall have the same meaning as those set forth in the Declaration of Condominium.

**ARTICLE 3
POWERS**

The powers of the Association shall include and shall be governed by the following provisions:

3.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these Articles.

3.2 Enumeration. The Association shall have all of the powers and duties set forth in Chapter 718, Florida Statutes (the Condominium Act) as it exists on the date of the recording of the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as the Declaration may be amended from time to time, including those powers and duties set forth in these Articles and the Bylaws and those set forth in the Declaration of Condominium, if not inconsistent with the Condominium Act, and including but not limited to the following:

(a) To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the Condominium, including late charges and interest, not to exceed the maximum rates allowed by law.

(b) To use the proceeds of assessments and charges in the exercise of its powers and duties.

(c) To buy or lease both real and personal property for use by the Condominium, and to pledge, mortgage, encumber and to sell or otherwise dispose of any property so acquired.

(d) To maintain, repair, replace and operate the condominium property and property acquired or leased by the Association for use by unit owners.

(e) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.

(f) To reconstruct and repair improvements after casualty and to construct additional improvements of the condominium property.

(g) To make and amend reasonable regulations respecting the use and appearance of the property in the Condominium, including the units.

(h) To enforce by legal means the provisions of the Condominium Act (Chapter 718, Florida Statutes), the Declarations of Condominium, these Articles, the Bylaws of the Association and the regulations for the use of the property in the Condominium.

(i) To operate and manage the Condominium within the purpose and intent of the Declaration of Condominium, and the Condominium Act and to contract for the management of the Condominium Community. The Association shall, however, retain at all times the powers and duties granted it by the Condominium Act and the Association shall not delegate any powers or duties reserved to the Association by the Condominium Act.

(j) To contract for the management or operation of portions of the common elements and Association-owned property susceptible to separate management or operation, and to grant leases of those portions for this purpose, subject to the provisions of the Condominium Act.

(k) To employ personnel to perform the services required for proper operation of the Condominium, and to pay the costs thereof as a common expense of the Association.

(l) To borrow money for appropriate purposes and to assign the Association's collection and lien rights in connection with any loan.

3.3 Purchase of units. The Association shall have the power to purchase a condominium unit of the condominiums, provided that such purchase shall be first receive the affirmative approval of not less a majority of the votes cast by the voting members of the Association, except that no membership approval shall be required to purchase units at foreclosure sales of liens for unpaid assessments for common expenses or to acquire title to units in lieu of a foreclosure of liens for assessments for common expenses.

3.4 Condominium property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in

accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

3.5 Distribution of income. The Association shall make no distribution of income to its members, directors or officers.

3.6 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium, these Articles and the Bylaws.

ARTICLE 4 MEMBERS

4.1 Membership. The members of the Association shall consist of all of the record owners of condominium units in Winter Garden Executive Centre, a Condominium. After termination of the Condominium, the membership shall also consist of those who are members at the time of the termination and their successors and assigns.

4.2 Evidence. After the transfer or change in the ownership of a unit, the change of membership in the Association shall be established by recording in the public records of the County, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership, and delivery to the Association of a copy of the recorded instruments. The owner receiving title of the unit by instrument of transfer will be a member of the Association and the membership of the prior owner will be terminated. In the case of a unit which is owned by more than one person, all owners of the unit shall hold the membership jointly, which membership shall be considered as one membership.

4.3 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit for which that share is held.

4.4 Voting. A member of the Association shall be entitled to one (1) proportionate vote for each unit owned by the member. The manner of exercising voting rights shall be determined by the Bylaws of the Association. The relative voting proportions are as set forth in Exhibit "C" to the Declaration of Condominium.

ARTICLE 5 DIRECTORS

5.1 Number and qualification. The affairs of the Association shall be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, except that following turnover by the Developer, in the absence of a determination, the board shall consist of five (5) directors. Directors shall be members of the Association or corporate officers, managers, general partners or trustees of members that are not natural persons.

5.2 Duties and powers. All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and the Bylaws shall be exercised exclusively by the board of directors, its agents,

contractors or employees, subject only to approval by unit owners when that is specifically required by law or by the Declaration of Condominium, these Articles or the Bylaws.

5.3 Election; removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

5.4 Term of first directors. The first board of directors of the Association shall serve and be administered in accordance with the following guidelines and procedures:

When unit owners other than the Developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the Developer shall be entitled to elect no less than one-third of the members of the Board of Directors of the Association. Unit owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors of the Association:

- (a) Three years after 50 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers;
- (b) Three months after 90 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers;
- (c) When all the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business;
- (d) When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or
- (e) Seven years after recordation of the Declaration of Condominium.

Notwithstanding the foregoing, Developer is entitled to elect at least one member of the board of directors as long as Developer holds for sale in the ordinary course of business at least one unit. Developer and members of the Association other than Developer, shall have the rights and responsibilities granted by section 718.301, Florida Statutes, as it exists on the date of the recording of the Declaration of Condominium. Notwithstanding any provision herein to the contrary, Developer may at any time relinquish its right to appoint directors and cause its representatives to resign as directors. Following the time the Developer relinquishes control of the association, the Developer may exercise the right to vote any Developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration.

5.5 First Directors. The name and addresses of the members of the first board of directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Casey O. Herlihy

1420 Lake Whitney Drive

Shannon O. Segall	Windermere, FL 34786 8803 Diamond Cove Circle. Orlando, FL 32836
Christine Herlihy	1420 Lake Whitney Drive Windermere, FL 34786

**ARTICLE 6
OFFICERS**

The officers of the Association, their qualifications and duties shall be as described in the bylaws. The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President	Casey O. Herlihy	1420 Lake Whitney Drive Windermere, FL 34786
Vice- President	Shannon O. Segall	8803 Diamond Cove Circle. Orlando, FL 32836
Secretary	Christine Herlihy	1420 Lake Whitney Drive Windermere, FL 34786
Treasurer	Christine Herlihy	1420 Lake Whitney Drive Windermere, FL 34786

**ARTICLE 7
INDEMNIFICATION**

Every director and officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which such person may be a party or in which such person may become involved by reason of that person being or having been a director or officer of the Association or by reason of that person serving or having served the Association at its request, whether or not that person is a director or officer or is serving at the time the expenses are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of that person's duties, the indemnification shall apply only when the board of directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled. The Association shall have the right, as a common expense, to purchase the necessary insurance in order to provide coverage for the indemnification set forth above.

**ARTICLE 8
BYLAWS**

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded by the directors and members in the manner provided by the Bylaws.

**ARTICLE 9
AMENDMENTS**

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

9.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

9.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by the board of directors or by the members of the Association. Directors and members not present in person or by proxy at any meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be by not less than a majority of the total votes of the voting members of the Association. The forgoing shall not be construed to prevent such amendments to be considered and approved by a written consent without a meeting, if conducted according to applicable law.

9.3 Limitation. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. So long as the Developer retains ownership of any property in the condominium, no amendment be passed which, in the sole discretion, of the Developer, adversely affects the Developer's rights to market its units without the Developer's written consent.

9.4 Recording. A copy of each amendment shall be filed with, accepted and certified by the Secretary of the State of Florida and be recorded in the public records of the County.

**ARTICLE 10
TERM**

The term of the Association shall be perpetual.

**ARTICLE 11
OFFICE**

The Association shall initially have an office at c/o Community Management Professionals, Inc. 5401 Kirkman Road, Suite 450, Orlando, FL 32819.

**ARTICLE 12
SUBSCRIBERS**

The names and addresses of the Subscribers to these Articles of Incorporation is as follows:

Casey O. Herlihy

1420 Lake Whitney Drive
Windermere, FL 34786

**ARTICLE 13
EFFECTIVE DATE**

This Corporation shall be effective from the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of FEBRUARY, 2008.



Casey O. Herlihy, Subscriber

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is: WINTER GARDEN EXECUTIVE CENTRE CONDOMINIUM ASSOCIATION, INC. The name and address of the registered agent and office is:

Casey O. Herlihy, President
213 South Dillard Street, Unit 330
Winter Garden, FL 34787

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

DATED: 2/4, 2008




Casey O. Herlihy, President

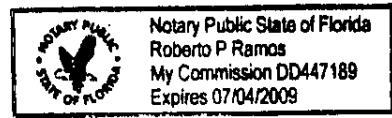
The State of Florida)
County of Orange)

I certify that on this date before me, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Casey O. Herlihy, known to me to be the person described herein or having produced a Florida driver's license as identification that he is the person described herein and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

Executed and sealed by me at Winter, Florida on this 4 day of Feb,
2008. Garden



Notary Public
in and for the State of Florida



(Printed)

My commission expires:
[Seal]

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA