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FLORIDA PROFIT/NON PROFIT CORPORATION

HAINES CITY SCENIC HIGHWAY INDUSTRIAL PARK OWNERS

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ARTICLES OF INCORPORATION

OF

**HAINES CITY SCENIC HIGHWAY INDUSTRIAL PARK OWNERS
ASSOCIATION, INC.**

(A Florida Not for Profit Corporation)

The Undersigned, acting as incorporator, hereby files these Articles of Incorporation with the Secretary of State of the State of Florida, for the purpose of forming a not for profit corporation in accordance with the Florida Not for Profit Corporation Act, Chapter 617 of the Florida Statutes (the "Act") as follows:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation shall be HAINES CITY SCENIC HIGHWAY INDUSTRIAL PARK OWNERS ASSOCIATION, INC. (the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the corporation is located at 5313 Johns Road, Suite 201, Tampa, Florida 33634. The mailing address of the corporation is located at 5313 Johns Road, Suite 201, Tampa, Florida 33634.

**ARTICLE III
PURPOSE**

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

1. The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation or the Act.
2. The Association shall have all the powers and duties as set forth in the Act, these Articles of Incorporation, the By-laws of Haines City Scenic Highway Industrial Park Owners Association, Inc., as amended from time to time (the "By-laws") and the Declaration of Covenants, Conditions and Restrictions and Grant of Easements for Haines City Scenic Highway Industrial Park, Haines City, Florida as amended from time to time (the "Declaration"). In the event of a conflict between the powers of the Association as is set forth in these Articles of Incorporation, the Act, the Bylaws or the Declaration, the Act shall govern.
3. The Association shall also have the power to do the following:
 - a. Own and convey property;
 - b. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures,

- retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- c. Establish rules and regulations;
 - d. Assess members and enforce assessments;
 - e. Contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company;
 - f. Require all the lot owners, parcel owners or unit owners to be members; and
 - g. Exist in perpetuity; however, the articles of incorporation shall provide that if the association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the association.

ARTICLE IV INITIAL REGISTERED AGENT

The initial registered agent shall be:

Corporation Service Company
1201 Hayes Street
Tallahassee, Florida 32301

ARTICLE V BOARD OF DIRECTORS OF THE CORPORATION

The affairs of the corporation shall be managed by the Board of Directors, whose number and election shall be as set forth in the Bylaws.

ARTICLE VI INCORPORATOR

The incorporator for the Association is:

Matthew Kim-Miller
c/o Barack Ferrazzano Kirschbaum & Nagelberg LLP
200 W. Madison Street, Suite 3900
Chicago, Illinois 60606

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of April, 2008.


Name: Matthew Kim-Miller

ACCEPTANCE BY REGISTERED AGENT

Corporation Service Company, having been named as registered agent and to accept service of process for the above stated corporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. It further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligation of its position as registered agent.


Corporation Service Company, Registered Agent

By:

Its:

Amanda Roath
Assistant Vice President

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