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FLORIDA PROFIT/NON PROFIT CORPORATION

Auburndale Commons Property Owners Association, Inc.

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**ARTICLES OF INCORPORATION OF
AUBURNDALE COMMONS PROPERTY OWNERS ASSOCIATION, INC.**

I. NAME AND ADDRESS

The name of this corporation shall be AUBURNDALE COMMONS PROPERTY OWNERS ASSOCIATION, INC. (sometimes hereinafter referred to as the "Association"). The address of the Association shall be 1320 E. 9th Avenue, Tampa, FL 33605, or such other address as the Association may hereafter select.

II. DEFINITIONS

When used herein, the following terms shall have the meanings set forth below:

A. "Articles" shall mean the Articles of Incorporation of the Association, together with all modifications and amendments thereto.

B. "Association" shall mean AUBURNDALE COMMONS PROPERTY OWNERS ASSOCIATION, INC., a not for profit corporation organized under the laws of the State of Florida.

C. "Board" shall mean the duly elected or appointed Board of Directors of the Association.

D. "By-Laws" shall mean the duly adopted By-Laws of the Association, together with all modifications and amendments thereto.

E. "Common Property" shall mean those portions of the Property intended for the nonexclusive common use by the Owners and, to the extent provided for herein, their Permittees, including any portions of the Property which are transferred, conveyed, dedicated, leased or licensed to the Association for such purpose. The Common Property includes, without limitation, the Surface Water Management System, conservation areas including natural bodies of water and wetlands, the entrance road and other streets and roadways as developed from time to time within the Property, utility lines and equipment (including sanitary sewage lines and master lift stations), lighting fixtures and equipment and landscape areas at entryways, within roadway medians and within buffers, or other purposes.

F. "Declaration" shall mean the Declaration of Covenants, Restrictions and Easements encumbering the Property, which shall be recorded by the Declarant in the public records of Polk County, Florida, together with all modifications and amendments thereto.

G. "Developer" or "Declarant" shall mean GENTANO ENTERPRISES INC., a Florida corporation, and its successors and assigns, unless the context indicates otherwise.

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H. "Director" shall mean a duly elected or appointed member of the Board.

I. "Property" shall mean the real property described in Exhibit "A" attached to the Declaration.

J. "Member" shall mean any person or entity meeting the criteria and qualifications necessary to become a member of the Association, as set forth herein and in the By-Laws.

K. "Owner" shall mean the record owner, and if there is more than one (1) record owner, then all such record owners collectively, of fee simple title to any Parcel.

L. "Parcel" shall mean each platted lot within the Property.

M. "Permittees" shall have the meaning ascribed in the Declaration.

N. "Person" shall mean any individual, profit or nonprofit corporation, partnership, limited partnership, association, estate, trust or other form of legal entity having legal capacity.

O. "Quorum of the Members" shall mean a meeting of the Members at which Members entitled to vote at least fifty percent (50%) of the total number of eligible votes in the Association are in attendance or represented at such meeting by a duly authorized representative of the Member or by proxy.

III. PURPOSES

The general nature, objects and purposes for which the Association has been organized are as follows:

A. To provide an entity for the furtherance of the interests of the Members and the Property.

B. To own, lease, operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the Common Property, and to procure and maintain insurance which the Board determines is necessary or appropriate relating to such Common Property, and to pay all taxes, assessments and utility charges relating thereto.

C. To provide or provide for such services which the Association may periodically determine are necessary or desirable to further the interests of the Members and the Property, together with the capital improvements, equipment and personnel pertaining to the providing of such services.

D. To provide, purchase, lease, acquire, replace, improve, maintain and repair such private and public real property, buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the furtherance of the interests

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and convenience of the Members, as the Board in its discretion determines necessary, appropriate, and convenient.

E. To perform all the functions, duties and obligations contemplated of the Association in the Declaration.

F. To operate the Association without profit for the benefit of its Members.

G. To do, perform or provide any other acts, services or matters whatsoever that are not in conflict with these Articles or the By-Laws and that may be allowed by Chapter 617, Florida Statutes or any successor statute thereto.

IV. GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To hold funds for the benefit of the Members for purposes set forth in these Articles and in the By-Laws and Declaration.

B. To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized and to further the interests of the Members and their Permittees, including, without limitation, the promulgation and enforcement of rules and regulations limiting or regulating the hours of use, the entry and exit points and the speed of all types of vehicles traveling upon the private streets, roadways, alleys and other paved areas within the Property.

C. To establish procedures and policies relating to the governance and operation of the Association and the Common Property.

D. To enter into contracts with such Persons as the Board deems necessary or appropriate to provide for the administration, operation and/or management of the Association.

E. To delegate power or powers where such is deemed in the interest of the Association.

F. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, any interest in real or personal property, except to the extent restricted hereby.

G. To own, operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the Common Property.

H. To enter into, make, perform or carry out contracts and agreements of every kind with any Person.

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I. To fix regular or special dues, charges, fees and assessments to be levied upon the Owners of Parcels and against such Parcels in accordance with the Declaration to defray the costs, fees, and capital and non-capital expenditures of the Association and to effectuate the objectives and purposes of the Association, and to fix fines and other charges for the nonpayment of such dues, charges, fees or assessments or for the violation of the Articles, By-Laws, or Declaration, and to authorize the Board, in its discretion, to enter into, perform and carry out contracts or agreements with such Persons as are selected by the Board from time to time to provide for the collection of such dues, charges, fees and assessments.

J. To (i) commence actions, suits or proceedings to restrain, prevent, terminate or enjoin any breach or threatened breach of the Declaration, the Articles or By-Laws of the Association, (ii) enforce, by mandatory injunction or otherwise, the provisions of the Declaration or the Articles or By-Laws of the Association, and (iii) to collect any assessment, fee, dues, fine, charge or other amount due to the Association from any owner or any person or entity claiming by or through such owner.

K. To enter into agreements with Persons to provide the following services on behalf of the Association: legal, accounting, engineering, managerial, appraisal, architectural, landscape design and such other services as the Board deems necessary or desirable.

L. To create reserves to provide for the deferred maintenance, renovation, rebuilding, reconstruction, replacement, improvement or alteration of any portion of the Common Property.

M. To enter upon any Parcel for the purpose of ascertaining whether the Owner thereof is in compliance with the Declaration, these Articles and the By-Laws and to undertake such actions as the Association in its discretion determines is necessary or appropriate to insure full, complete and continuing compliance with the Declaration, these Articles and the By-Laws.

N. To separately charge any Owner for services rendered by the Association to any such Owner or those claiming by or through any such Owner and to separately charge any user of Association property when such separate charge is deemed appropriate by the Board.

O. To pay taxes, assessments, utilities and other charges, if any, levied or assessed on or against property owned, leased or maintained by the Association.

P. To 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.

Q. To contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company.

R. To require all Owners to be Members.

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S. Exist in perpetuity, however 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, that the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

T. To do and perform all acts and obligations described as "Owner's Responsibilities" in the Development of Regional Impact and related Development Order governing the development of the Property, including the preparation and filing of any requisite annual reports.

U. To do any and all acts necessary or expedient for carrying on or accomplishing any and all of the purposes for which the Association has been formed and for effectuating all of the powers and objectives set forth in these Articles and in the Declaration which are not forbidden by the laws of the State of Florida.

V. To have, in general, all powers conferred upon a not for profit corporation by the laws of the State of Florida, except, as prohibited herein, which are necessary or convenient to accomplish any of the objects and purposes for which the Association is organized.

V. MEMBERS

A. Each Owner, including the Developer, of fee simple title to a Parcel shall automatically become a Member of the Association for so long as such ownership continues. Association membership shall be an interest which is appurtenant to fee simple title of a Parcel and shall not be divisible or transferable separate and apart from ownership of any such Parcel; provided, however, that in the event a copy or memorandum of a lease is recorded which provides that the Person holding the leasehold estate as tenant thereunder shall be treated as the Owner under the Declaration, such Person shall be deemed the Owner of the Parcel for purposes of the Declaration, and accordingly a member of the Association. In no event shall the assignment of all or any part of the Owner's rights and privileges relieve the Owner of any of the duties or obligations set forth herein or in the Declaration or By-Laws.

B. The voting rights of Members shall be set forth in the By-Laws.

C. The By-Laws or Declaration may include terms and provisions which permit the Board, in its discretion, to suspend or terminate certain of the rights, interests and privileges of Members under the circumstances described therein.

D. The rights, duties, privileges and obligations of each Member of the Association shall be those set forth herein and in the Declaration and By-Laws, and all such rights, duties, privileges and obligations shall be subject to the terms and provisions of the Declaration and By-Laws.

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VI. BOARD OF DIRECTORS

The affairs of the Association shall be managed and directed by a Board of Directors which shall include at least three (3) Directors. Only individuals may serve as Directors. The initial Board shall consist of three (3) Directors appointed by the Developer. The By-Laws shall provide (i) the manner in which Directors are to be appointed or elected, (ii) the manner in which vacancies on the Board are to be filled, (iii) the manner in which Directors may be removed from office.

VII. OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. One (1) person may concurrently hold two (2) or more offices. Officers shall be elected by a majority vote of the Board in accordance with the procedures set forth in the By-Laws. The By-Laws shall provide the manner in which (i) the duties of each officer are to be determined, (ii) officers are to be appointed or elected, (iii) vacancies in any position are to be filled, and (iv) the manner in which officers may be removed from office.

VIII. REGISTERED OFFICE AND REGISTERED AGENT

The name of the Association's initial registered agent is Jonathan P. Jennewein, Esq., and the street address of the corporation's initial registered office is 101 E. Kennedy Blvd., Suite 3700, Tampa, FL 33602. The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

IX. CORPORATE EXISTENCE

The Association shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

X. BY-LAWS

A. The Board shall adopt By-Laws consistent with these Articles. The Association reserves to the Board the right to modify, amend or rescind the By-Laws from time to time in whole or in part only by a majority vote of the Directors present at any duly called and convened meeting of the Board at which a quorum is present.

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B. All rights, interests and privileges conferred upon any Member of the Association by these Articles or the By-Laws shall be subject to and subordinate to the reservation set forth above in the paragraph above.

XI. AMENDMENT TO ARTICLES

A. In addition, these Articles may be altered, amended or rescinded after a majority of the Directors present at a duly called and convened meeting has adopted a resolution approving the proposed alteration, amendment or rescission, and the proposed alteration, amendment or rescission is submitted to a vote of the Members at either an annual or special meeting and is approved by a majority of the Members present at the duly called and convened meeting at which a Quorum of the Members is present.

B. The rights, interests and privileges conferred upon any Member of the Association by these Articles are subject to the right of the Association to alter, amend or rescind these Articles.

XII. INCORPORATOR

The name and residence address of the incorporator was:

<u>Name</u>	<u>Address</u>
Francis D. Capitano	1320 E. 9 th Avenue Tampa, FL 33605

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: June 9, 2008



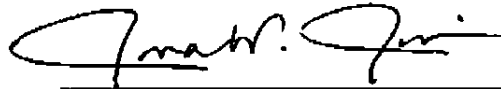
Francis D. Capitano, as incorporator

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above state corporation, I hereby accept appointment as its 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.



Jonathan P. Jennewein, Esq.

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