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EP 7/15/08



VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

July 10, 2008

Ladies and Gentlemen:

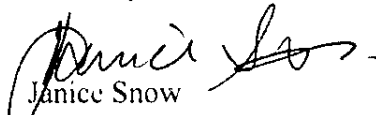
Re: Wilderness Commons Property Owner's Association, Inc., a Florida not-for profit corporation

Please find attached an original executed copy of the Articles of Incorporation for Wilderness Commons Commercial Center, Inc. along with a copy for certification. Please proceed to file the Articles of Incorporation in the public records of the Secretary of State.

Please also find enclosed check #2073 in the amount of \$87.50, which represents (i) the filing fee, (ii) the certified copy fee and (iii) the certificate of status fee. Please return the certified copy and certificate of status to Janice Snow, One Urban Centre, 4830 W. Kennedy Blvd., Suite 250, Tampa, Florida 33606 as soon as possible.

Of course, please do not hesitate to contact me should you have any questions. You can reach me at the above address or office phone (813) 286-3808 or e-mail janice.snow@lindellproperties.com

Sincerely,


Janice Snow
V.P. Sales and Marketing
Lindell Properties

**ARTICLES OF INCORPORATION
OF
WILDERNESS COMMONS PROPERTY OWNER'S ASSOCIATION, INC.**

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(A Corporation Not for Profit)

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, a resident of Florida, and of full age, for the purpose of forming a corporation not-for-profit does hereby certify:

ARTICLE I - NAME OF THE CORPORATION

The name of the corporation is Wilderness Commons Property Owner's Association, Inc., a corporation not-for-profit organized under Chapter 617 of the Florida Statutes (the "**Association**").

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of the Association is located at One Urban Center, 4830 W. Kennedy Boulevard, Suite 250, Tampa, Florida 33609, which shall be the initial registered office of the Association.

ARTICLE III - REGISTERED AGENT

Ronald N. Weisser, whose address is One Urban Center, 4830 W. Kennedy Boulevard, Suite 250, Tampa, Florida 33609 is hereby appointed the initial registered agent of the Association.

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 organized and for which it is to be operated are to provide for the maintenance, operation, repair, preservation and care of the property of the Association, which is situated on or within the real property (the "**Property**") described in the Master Declaration of Covenants, Conditions, Restrictions and Easements to be recorded in the public records of Pasco County, Florida (the "**Declaration**") and as the same may be amended from time-to-time as therein provided, including, but not limited to, the Drainage System described in the Declaration. In connection therewith, the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration.

(b) To fix, levy, collect and enforce payment by any lawful means, all charges and assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(c) To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) To borrow money, and with the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provide that any such merger or consolidation shall have the consent of the members holding not less than two-thirds (2/3) of the total votes of the Association.

(f) To have and to exercise any and all powers, rights and privileges which a corporation organized under Florida law, including Chapter 617, Florida Statutes by law may now or hereafter have or exercise.

(g) To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Drainage System, including, but not limited to work within the retention areas, drainage structures and drainage easements.

(h) To operate, maintain and manage the Drainage System, including all lakes, retention areas, culverts, and related appurtenances, in a manner consistent with the Southwest Florida Water Management District permit(s) pertaining to the Property, requirements and applicable Southwest Florida Water Management District rules, and assist in the enforcement of the restrictions and covenants which relate to the Drainage System.

(i) To operate, maintain and manage any other systems, facilities or utilities within the property in accordance with all applicable laws.

(j) To adopt and publish rules and regulation governing the use of and operation of the Drainage System, and to establish penalties for any infraction thereof.

(k) To sue and be sued in the name of the Association.

(l) To purchase insurance upon the Property and all properties the Association shall hold and insurance for the protection of the Association and its members.

(m) To improve the Property further and, after casualty, to reconstruct improvements.

(n) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws of the Association and the rules and regulations for the use of the Property.

(o) To contract for the maintenance, repair, replacement and operation of any and all of the Property and to delegate to a management contractor or contractors all powers and duties of this Association.

(p) To contract for the management, operation and upkeep of any and all Property held or controlled by the Association.

(q) To enter into contracts or agreements for the maintenance of accounting and bookkeeping records and for the use of data processing facilities or services, so as to carry out the

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Association's responsibilities and to comply with the requirements of the law of the State of Florida with regard to maintenance of records.

- (r) To select depositories for the Association funds.
- (s) To enter into such other contracts or agreements reasonably necessary or convenient for the proper exercise of the rights, powers, duties and functions of the Association.
- (t) To employ all personnel reasonably necessary to perform the services required for proper exercise of the rights, powers, duties and functions of the Association.
- (u) To exercise any and all common law and statutory powers, although not specifically recited above, of a corporation not for profit, and of an Association within the meaning of Chapter 617, Florida Statutes, reasonably necessary or convenient to carry out and perform the purpose for which the Association is organized and its enumerated powers.
- (v) To enact and enforce rules and regulations concerning the use and enjoyment of Common Areas (defined in the Declaration) and of the Property owned by the Association, including but not limited to rules and regulations pertaining to use of the parking facilities (including the designation of certain spaces for the benefit of particular Parcels).
- (w) All powers of the Association conferred by the Declaration and Bylaws are incorporated into these Articles by reference.

ARTICLE V – MEMBERSHIP/VOTING

Every person or entity who is, from time-to-time, a record owner of a fee or undivided fee interest in any Parcel (as defined and described in the Declaration) which is subject to the Declaration, including contract sellers, shall be a member of the Association. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to assessment by the Association. The Members shall be entitled to Vote as described in the Declaration.

The Association shall have two (2) classes of voting membership:

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- (a) Class A. Class A Members shall be all Owners of Parcels, with the exception of Declarant while Declarant is a Class B Member. The total number of Class A shares shall be one hundred (100) and each Owner shall be entitled to vote the number of Class A shares as equals such Owner's Proportionate Share. For example, if an Owner's Proportionate Share is eleven percent (11%), such Owner has eleven (11) of the total Class A shares. When more than one person holds an interest in any Parcel, other than as security for the performance of an obligation, all such persons shall be Members, but the vote for such Parcel shall be exercised as they, between themselves, determine, by written designation to the Association. However, the vote appurtenant to any Parcel shall be suspended in the event that, and for as long as, more than one Member holding an interest in that Parcel thereon lawfully seeks to exercise it.
- (b) Class B. Class B Member shall be the Declarant, who shall be entitled to the number of votes equal to the number of votes held by all Class A Members, plus one. The Class B membership shall cease upon the occurrence of the earlier of the following events ("Turnover"):
- (i) When Declarant no longer own a Parcel within the Property; or
- (ii) Such earlier date as Declarant, in its sole discretion, may determine.

Upon the occurrence of the Turnover, Declarant shall assign all its rights hereunder to the Association and shall forward to the Association all books and records relating to the Development.

Corporations, partnerships, and other entities must notify the Association in writing of the natural person who is authorized to exercise the Member's votes from time to time. All votes shall be exercised or cast in the manner provided by this Declaration and the Bylaws. If Turnover occurs pursuant to (b)(ii) above, Declarant will automatically become a Class A Member with respect to the Parcels (or portions thereof) which it continues own, if any, and shall have all rights and obligations of a Class A Member.

ARTICLE VI – BOARD OF DIRECTORS

The affairs and business of this Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) nor more than five (5) persons; provided, at all times there may only be an odd number of Directors on the Board. The initial number of directors shall be three (3) and may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

<u>Name</u>	<u>Address</u>
Ronald N. Weisser	4830 W. Kennedy Blvd, Suite 250 Tampa, Florida 33609
Jack Weisser	4830 W. Kennedy Blvd, Suite 250 Tampa, Florida 33609
Janice Snow	4830 W. Kennedy Blvd, Suite 250 Tampa, Florida 33609

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The manner in which the directors are appointed is as stated in the Bylaws.

ARTICLE VII - OFFICERS

The officers of the Association shall consist of a president, one or more vice-presidents, a secretary, a treasurer, and any assistants to such officers as the Board of Directors may deem appropriate from time-to-time. The same person may hold two offices. The names of the officers who are to serve until the first election are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Ronald N. Weisser	President	4830 W. Kennedy Blvd, Suite 250 Tampa, Florida 33609
Jack Weisser	Vice President	4830 W. Kennedy Blvd, Suite 250 Tampa, Florida 33609
Janice Snow	Secretary/Treasurer	4830 W. Kennedy Blvd, Suite 250 Tampa, Florida 33609

ARTICLE VIII - INDEMNIFICATION OF OFFICERS DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including fees for appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office, other than proceedings or claims resulting from willful misconduct or bad faith. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers or directors or arising out of their status as such.

ARTICLE IX - DISSOLUTION

The Association may be dissolved upon the affirmative vote (in-person or by proxy) or written consent of any combination thereof, of members holdings not less than two-thirds (2/3) of the total votes of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to any non-profit corporation, association, trust or other organization to be used for purposes similar to those for which this Association was created.

In the event of a termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Drainage System must be transferred to and accepted by an entity which would comply with the Florida Administrative Code, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE X - DURATION

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The existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State, Tallahassee, Florida. The Association shall exist perpetually.

ARTICLE XI - BYLAWS

The Bylaws of the Association are to be made or approved by the Board of Directors initially and thereafter may be amended, altered, modified, or rescinded by the action or approval of the members of the Association, except that any such change of the Bylaws shall not affect the rights or interests of the Declarant (as such term is defined in the Declaration), or its successors or assigns, without the written consent of Declarant. The manner of altering, modifying, amending or rescinding the Bylaws shall be provided for in the Bylaws.

ARTICLE XII - AMENDMENTS

The Association shall have the right to amend these Articles of Incorporation at any time upon the affirmative vote (in-person or by proxy) or written consent or any combination thereof, of members holdings not less than two-thirds (2/3) of the total votes of the Association. Amendments to these Articles of Incorporation shall be proposed by a resolution adopted by a majority vote of the Board of Directors; provided, however, that no amendment shall make changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and joinder of all record owners of mortgages upon the Parcels. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same, or which in any way would eliminate, modify, prejudice, abridge or otherwise adversely affect any rights, benefits, privileges or priorities granted or reserved to the Declarant under these Articles, the Bylaws or the Declaration.

ARTICLE XIII - ADDITIONAL PROVISIONS

No officer, director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declaration of Condominium. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its members, directors, or officers. Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

ARTICLE XIV - SEVERABILITY

Should any paragraph, sentence, phrase, portion or provision of these articles or of the Bylaws or rules and regulations be held invalid, it shall not affect the validity of the remaining instruments.

ARTICLE XV - DRAINAGE SYSTEM

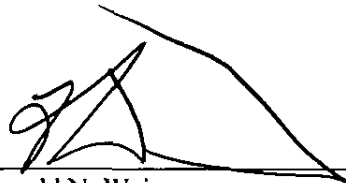
It is the intention that the Association shall have perpetual existence; however, if the Association elects to dissolve, it will only do so after the maintenance of the property consisting of the Drainage System has become the responsibility of an appropriate agency of local government, and if not accepted, then when the Drainage System has been dedicated to a similar nonprofit corporation.

ARTICLE XVI – INCORPORATOR

The name and address of the incorporator is:

Ronald N. Weisser
One Urban Center
4830 W. Kennedy Blvd., Suite 250
Tampa, Florida 33609

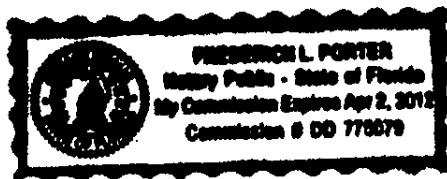
IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 11th day of JULY, 2008.

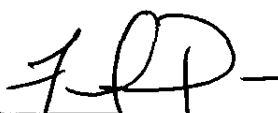


Ronald N. Weisser

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing was acknowledged before me this 11 day of July, 2008, by RONALD N. WEISSER, who is personally known to me or produced Florida driver's license as identification.





NOTARY PUBLIC
Name: FREDERICK L. PORTER
Serial No. _____
My Commission expires: _____

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as agent for service of process within the State of Florida upon Wilderness Commons Property Owner's Association, Inc., at the place designed in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent for the Corporation.



Ronald N. Weisser,
Registered Agent

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