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Winter Garden Commerce Center Owners Association, Inc

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
WINTER GARDEN COMMERCE CENTER OWNERS ASSOCIATION, INC.**

A Florida Corporation Not For Profit

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida. Capitalized terms in these Articles shall have the meaning ascribed to such terms in the Declaration (defined below) unless a different meaning is given to such terms in these Articles.

**ARTICLE I
NAME**

The name of this corporation is **WINTER GARDEN COMMERCE CENTER OWNERS ASSOCIATION, INC.**, a Florida corporation not for profit, (hereinafter called the "Association").

**ARTICLE II
OFFICE AND REGISTERED AGENT**

This Association's principal office is 132 W. Plant Street, Winter Garden, Florida 34787, and its registered agent and office is James R. Pratt, c/o Graham, Builder, Jones, Pratt & Marks, LLP, 369 N. New York Avenue, Third Floor, Winter Park, Florida 32789. Both this Association's principal office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III
PURPOSE**

This Association does not contemplate pecuniary gain or profit to its Members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and Lots within that certain tract of property (hereinafter called the "Property") in Orange County, Florida, being more particularly described in the Declaration (defined below), and any other property brought within the jurisdiction of the Association pursuant to the Declaration.

**ARTICLE IV
POWERS**

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Easements, Covenants, Conditions, and Restrictions for Winter Garden Commerce Center (hereinafter called the "Declaration") applicable to the Property and recorded or to be recorded in the Public Records of Orange County, Florida and as

the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full, including, without limitation, the power to sue and be sued.

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs, subject to any limitations set forth in the Declaration and the By-Laws of the Association.

(c) Service and Maintenance Contracts. Enter into contracts with third parties to provide operation and maintenance services to the Association and the Common Area.

(d) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or Assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of Assessments in the exercise of its powers and duties hereunder.

(e) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property.

(f) Borrowing. Borrow money and, with the approval of two-thirds of each class of Members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(g) Dedications. With the affirmative vote of seventy-five percent (75%) of the Members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the Members (by vote) determine.

(h) Mergers. With the approval of two-thirds (2/3) of the Members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(i) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and any Association property consistent with the rights and duties established by the Declaration and these Articles.

(j) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

(k) Enforcement. Enforce by legal means the obligations of the Members of the corporation, the provisions of the Declaration, and the provisions of a dedication or conveyance of the Association property to the corporation with respect to the use and maintenance thereof.

(l) Drainage System. Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the requirements of the St. Johns River Water Management District permit issued by the District and with applicable District rules, and assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system. The Association shall levy and collect adequate Assessments against Members of the Association for the costs of maintenance and operation of the surface water or stormwater management system

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a Member of this Association, including contract sellers, but excluding persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

ARTICLE VI VOTING RIGHTS

Each Member shall be entitled to ten (10) votes for each full acre of land owned within a Lot in the Development, and a proportionate whole number of votes for every fraction of an acre owned within a Lot (rounded to the nearest tenth of an acre). No person or entity holding title merely as security for the performance or payment of any obligation shall be a Member of the Association unless such person or entity shall have obtained record title by foreclosure or by deed in lieu of foreclosure, in which it hold the interests required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, they may exercise only the total of the votes for that Lot, and the votes for such Lot shall be exercised as set forth in the Bylaws. Notwithstanding anything herein to the contrary, so long as Developer holds any Lot of any size for sale in the ordinary course of Developer's business, Developer shall be entitled to appoint one member of the Board of Directors of the Association. Such right shall be in addition to the Developer's right to cast its votes for the election of other Board members. When reference is made herein, or in the Declaration, Bylaws or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the permitted votes of the Members (per Lot) and not of the individual Members themselves.

ARTICLE VII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three (3) Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be an odd number of three (3) or more but not to exceed five (5). The Directors named below (Initial Directors) shall serve until this Association's first annual meeting, the date for which shall be set by the Initial Directors. The term of office for all Directors, with the exception of the Initial Directors, is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each Member may cast as

many votes for each vacancy as such Member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association Members. Other provisions pertaining to the nomination, election, voting and the noticing and scheduling of meetings for the election of Directors are set forth in this Association's Bylaws.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Rohland A. June, II
132 W. Plant Street
Winter Garden, Florida 34787

Robert W. Holston
132 W. Plant Street
Winter Garden, Florida 34787

Scott Holder
132 W. Plant Street
Winter Garden, Florida 34787

Section 3. Every Director shall be indemnified by this Association against all expenses and liabilities, including attorney fees (at all trial and appellate levels) reasonably incurred by, asserted against, or imposed upon him in connection with any proceeding, litigation, or settlement in which he may become involved by reason of his being or having been a Director of this Association, or arising in connection with the performance of his duties as a Director. The foregoing provisions for indemnification shall apply whether or not he is a Director at the time such expenses are incurred. Notwithstanding the above, in instances where a Director admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, or of any involving criminal liability, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director may be entitled whether by statute or common law.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is:

James R. Pratt
369 N. New York Avenue, Third Floor
Winter Park, Florida 32789

ARTICLE IX DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any Member or other private individual. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Storm Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XI BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of seventy-five percent (75%) the Members, except as to those provisions for amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such amendments.

ARTICLE XII AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two-thirds (2/3) of all Lot Owners, except as to those provisions also contained in the By-Laws, or that are provided for in the Declaration, in which case the voting requirements for amendments as set forth in the Declaration shall prevail over the voting requirements for amendments as set forth in the Articles and Bylaws with respect to such common provisions, and the voting requirements for amendments as set forth in these Articles shall prevail over the Bylaws with respect to the common provisions.

**ARTICLE XIII
INTERPRETATION**

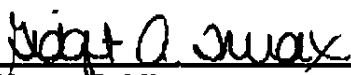
Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 12 day of August, 2008.


James R. Pratt
Incorporator

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 12th day of August, 2008, by James R. Pratt, as the incorporator of Winter Garden Commerce Center Owners Association, Inc. He is personally known to me or has produced _____ as identification.


Notary Public

Print Name: _____

My Commission No.: _____

My Commission Expires: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING
THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

WINTER GARDEN COMMERCE CENTER OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 132 W. Plant Street, Winter Garden, Florida 34787, has named James R. Pratt, c/o Graham, Builder, Jones, Pratt & Marks, LLP, 369 North New York Avenue, Third Floor, Winter Park, Florida 32789, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including, without limitation, the duties and obligations imposed by Section 6107.0503, Florida Statutes, relative to the proper and complete performance of my duties.


James R. Pratt

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