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FLORIDA PROFIT/NON PROFIT CORPORATION

POINCIANA COMMERCENTER I OWNERS ASSOCIATION, INC.

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PREPARED BY/RETURN TO:

OSWALD & OSWALD, P.L.
222 S. Westmonte Drive, Suite 210
Altamonte Springs, Florida 32714
Attn: Douglas W. Oswald, Esq.

**ARTICLES OF INCORPORATION
OF
POINCIANA COMMERCENTER I OWNERS ASSOCIATION, INC.
(a Florida non-profit corporation)**

The undersigned subscriber and director hereby files the Articles of Incorporation of Poinciana Commercenter I Owners Association, Inc., a Florida non-profit corporation, pursuant to F.S. 617.013.

ARTICLE I

The name of the Corporation shall be Poinciana Commercenter I Owners Association, Inc. The mailing and principal address of the Corporation is 2200 Lucien Way, Suite 350, Maitland, Florida 32751.

ARTICLE II

The purpose for which the Corporation is organized is to establish, maintain and operate any common areas of certain property located in Osceola County, Florida, (collectively, the "Property"), not for profit but solely for the mutual advantages of the members, to present a unified effort to the members in protecting the value of the property of the members of the Corporation, and to engage in such other activities with respect to Corporation, and to engage in such other activities with respect to the Property as the Corporation deems appropriate. Without limiting the generality of the foregoing, the Corporation may:

1. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Poinciana Commercenter (the "Declaration"), applicable to the Property and recorded or to be recorded in the Office of the Clerk of the Court, Osceola 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 at length;

2. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, to pay all expenses in connection therewith and all office and other expenses in connection therewith and all office and other expenses incident to the business of the Association;

3. 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;

4. Dedicate, sell or transfer all or any part of the common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by at least seventy-five percent (75%) of each class of members, agreeing to such dedication, sale or transfer;

5. Participate in mergers and consolidations with other non-profit organizations organized for the same purposes, provided that such merger, consolidation or annexation shall have the assent of at least seventy-five percent (75%) of each class of members as set forth in the Declaration.

7. Have and exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III

The members of the Corporation shall be limited to owners of "Units" (as defined in the Declaration) of the Property. Every person or entity who is a record owner of a fee or undivided fee interest in any Unit or portion thereof which is subject to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to 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 Unit which is subject to assessment by the Association.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The name of the initial registered agent and the street address of the initial registered office are Oswald & Oswald, P.L.; Attn: Douglas W. Oswald, Esq., 222 S. Westmonte Drive, Suite 210, Altamonte Springs, Florida 32714.

ARTICLE VI

The names and addresses of the subscriber hereto is Patrick T. Callaway, 2200 Lucien Way, Suite 350, Maitland, Florida 32751.

ARTICLE VII

The affairs of the Corporation shall be managed by a Board of Directors of not less than three (3) nor more than seven (7) persons. The Board of Directors shall be elected by the members of the Corporation and shall be elected annually. The Board of Directors shall elect or appoint a President, Vice President, Secretary, Treasurer, and Assistant Secretary at the first

meeting of the Board of Directors following each annual meeting of the members. The duties of the officers shall be prescribed by the Bylaws of the Corporation.

ARTICLE VIII

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. Any two (2) or more offices may be held by the same person except the offices of President and Secretary shall not be held by the same individual. Officers shall be elected by the Board of Directors of the Association for one (1) year terms in accordance with the terms and procedures set forth in the Bylaws. The name of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors to be held in the year 2009 and until their successors are duly elected and qualified are:

President	George D. Livingston, Jr.
Vice President	Richard A. Asta
Secretary	Patrick T. Callaway
Treasurer	Richard A. Asta

ARTICLE IX

The Bylaws of the Association shall be adopted by the Board of Directors. Thereafter, the Bylaws may be amended, all a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE X

The names and addresses of the persons constituting the First Board of Directors and who will serve until the first election are: George D. Livingston, Jr., Richard A. Asta, and Patrick T. Callaway, all having an address of 2200 Lucien Way, Suite 350, Maitland, Florida 32751.

ARTICLE XI

Amendments to the Articles of Incorporation may be proposed by any member and adopted by a seventy-five percent (75%) or greater vote thereof.

ARTICLE XII

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of each class of members. Upon dissolution of the Association, other of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such

dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, the undersigned has subscribed his name respectively to the Articles of Incorporation of Poinciana Commercenter I Owners Association, Inc., a Florida non-profit corporation, on this 9th day of February, 2009.

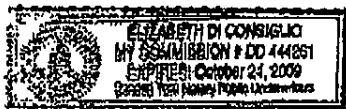

Patrick T. Callaway

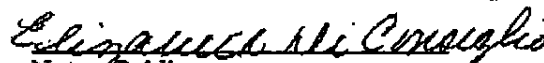
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of February, 2009, by Patrick T. Callaway as the sole subscriber of Poinciana Commercenter I Owners Association, Inc., a Florida non-profit corporation.

Personally Known ☒ or Produced Identification _____

Type of Identification Produced _____




Notary Public

(Print, type or stamp commissioned name of Notary Public)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated 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 relative to the proper and complete performance of my duties.

Oswald & Oswald, P.L.



Douglas W. Oswald, Registered Agent

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TALLAHASSEE, FLORIDA

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