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Florida Professional Center Condominium Association,

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**ARTICLES OF INCORPORATION FOR
FLORIDA PROFESSIONAL CENTER CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator hereby files these Articles of Incorporation for the purpose of forming a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, as amended (the "Corporation").

ARTICLE 1

NAME

The name of the Corporation shall be FLORIDA PROFESSIONAL CENTER CONDOMINIUM ASSOCIATION, INC. The corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," the Declaration of Condominium for Florida Professional Center Condominium, a Landsite Condominium as the "Declaration" and the Bylaws of the Association as the "Bylaws."

ARTICLE 2

PURPOSE

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act", a condominium will be created upon certain lands in Polk County, Florida (the "Property"), to be known as Florida Professional Center Condominium, a Landsite Condominium (the "Condominium") according to a Declaration to be recorded in the Public Records of Polk County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the Bylaws and the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in the Corporation's capacity as a condominium association.

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration, the Bylaws and as provided by Florida Statutes unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address of the Corporation is 1111 Kane Concourse, Suite 401F, Bay Harbor Islands, Florida 33454.

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ARTICLE V**POWERS AND DUTIES**

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

5.01 **General.** The Corporation shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles and the Declaration, all the powers conferred by the Condominium Act upon a condominium association and all the powers set forth in the Declaration which are lawful.

5.02 **Enumeration.** This Association shall have all of the powers and duties set forth in the appropriate Florida Statutes except as limited by these Articles and the Bylaws, and all of the powers and duties reasonably necessary to operate the Association and manage the Condominium as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect Assessments and other charges against Owners and to use the proceeds thereof in the exercise of its powers and duties;

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property;

(c) To maintain, repair, replace and operate the Common Elements;

(d) To purchase insurance upon the Property and insurance for the protection of the Corporation and the Association, its officers, directors and Owners. To reconstruct improvements upon the Property after casualty and to further improve the Property;

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Property and for the health, comfort, safety and welfare of the Owners;

(f) To enforce by legal means the provisions of Florida Statutes as they may apply, these Articles, the Bylaws, and the rules and regulations for the use of the Property, subject, however to the limitation regarding assessing Building Sites owned by the Declarant for fees and expenses relating in any way to claims or potential claims against the Declarant as set forth herein and/or in the Bylaws;

(g) To contract for the management and maintenance of the Property and to authorize a management agent (who may be an affiliate of the Declarant) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records,

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enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by these Articles, the Bylaws and Florida Statutes, including, but not limited to, the making of Assessments, the promulgation of rules and the execution of contracts on behalf of the Association. The Association shall have and does hereby retain the right to manage and maintain the landscaping and irrigation on all Building Sites within the Association;

(h) To employ personnel to perform the services required for the proper operation of the Association; and

(i) To promulgate and enforce architectural standards by rule, regulation, or bylaw as well as by issuance of an Architectural Standards Manual, and, to enforce, by any and all legal means available, any and all rights of use as well as any and all covenants and restrictions running with the land relative to the use and development of Building Sites in the Condominium. The Board of Directors is hereby given full authority to create an Architectural Review Board, whether pursuant to the Bylaws or these Articles, for the purpose of bringing full force and effect to this paragraph and the Declaration.

5.03 Association Property. All funds and the title to all property acquired by the Association and its proceeds shall be held for the benefit and use of the Owners in accordance with the provisions of the Declaration, these Articles and the Bylaws.

5.04 Distribution of Income, Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another nonprofit corporation or a public agency.

5.05 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Bylaws and appropriate Florida Statutes.

5.06 Southwest Florida River Water Management Compliance. The Association has 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;

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- (d) Assess members and enforce assessments;
- (e) Sue and be sued;
- (f) Contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company;
- (g) Require all the lot owners, parcel owners, or unit owners to be members;
- (h) 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, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association;
- (i) Take any other action necessary for the purposes for which the Association is organized.

ARTICLE VI

MEMBERS

6.01 Membership. Membership in the Association may only be issued or transferred to the record title owner(s) of Building Sites in FLORIDA PROFESSIONAL CENTER CONDOMINIUM, A LANDSITE CONDOMINIUM. Each Owner of a Building Site shall be a member. Any member may own more than one Building Site.

6.02 Assignment. The rights, titles, duties and responsibilities of a member in the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Building Site for which that membership is held.

6.03 Voting. On all matters upon which the membership shall be entitled to vote, voting rights shall be exercised as provided in the Declaration.

6.04 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE VII

TERM OF EXISTENCE

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

ARTICLE VIII**INCORPORATOR**

The name and address of the incorporator to these Articles are as follows:

NAME	ADDRESS
Pointe JME Haines City II, LLC	1111 Kane Concourse (Suite 401F)
a Florida limited liability company	Bay Harbor Islands, Florida 33154

ARTICLE IX**OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office or officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Alan Sakowitz
	1111 Kane Concourse (Suite 401F)
	Bay Harbor Islands, Florida 33154
Vice President:	Joseph M. Esposito
	111 6 th Street N.W.
	Winter Haven, Florida 33881
Secretary/Treasurer:	Maurice Egozi
	1111 Kane Concourse (Suite 401F)
	Bay Harbor Islands, Florida 33154

ARTICLE X

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DIRECTORS

10.01 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided in the Bylaws, but which shall consist of not less than three (3) directors.

10.02 Duties and Powers. All of the duties and powers of the Association and these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Owners when such approval is specifically required.

10.03 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

NAME	ADDRESS
Joseph M. Esposito	111 6 th Street N.W. Winter Haven, Florida 33881
Alan Sakowitz	1111 Kane Concourse (Suite 401F) Bay Harbor Islands, Florida 33154
Maurice Egozi	1111 Kane Concourse (Suite 401F) Bay Harbor Islands, Florida 33154

ARTICLE XI**BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

ARTICLE XII**AMENDMENTS**

Amendments to the Articles of Incorporation require the approval of at least two-thirds (2/3) of the voting interests in the Corporation.

ARTICLE XIII

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DISSOLUTION

The Corporation may be dissolved as provided by Florida law. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes, in accordance with applicable law.

ARTICLE XIV**REGISTERED AGENT**

The name and street address of the initial registered office and the initial registered agent are as follows: Alan Sakowitz, 1111 Kane Concourse (Suite 401F), Bay Harbor Islands, Florida 33154.

IN EXECUTION HEREOF, the undersigned has executed this document as incorporator to these Articles of Incorporation of FLORIDA PROFESSIONAL CENTER CONDOMINIUM ASSOCIATION, INC., a corporation not for profit organized pursuant to Chapter 617 of the Florida Statutes, as amended, as of this 8th day of August, 2008.

POINTE JME HAINES CITY II, LLC, a

Florida limited liability company

By:  _____Printed Name: Alan SakowitzTitle: President

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ACCEPTANCE OF APPOINTMENTBY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article XIV of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0503, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED this 8th day of August, 2008.


ALAN SAKOWITZ

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