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## FLORIDA PROFIT/NON PROFIT CORPORATION

METROWEST CENTER CONDOMINIUM ASSOCIATION, INC.

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**METROWEST CENTER CONDOMINIUM ASSOCIATION, INC.**  
(a corporation not-for-profit)

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

All terms used in these Articles of Incorporation of Metrowest Center Condominium Association, Inc. (the "Articles") will have the same meaning as the identical terms used in the Declaration of Condominium of Metrowest Center Condominium (the "Declaration"), unless the context otherwise requires.

**ARTICLE I**

Name

The name of the corporation will be Metrowest Center Condominium Association, Inc. For convenience this corporation will be referred to as the "Association."

**ARTICLE II**

Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a portion of a condominium to be known as Metrowest Center Condominium (the "Condominium") in accordance with the Declaration, and for any other lawful purpose.

2. The Association will have no capital stock and will make no distribution of income or profit to its members, directors or officers.

**ARTICLE III**

Powers

1. The Association will have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.

2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.

3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration.

**ARTICLE IV**

Members

The qualifications of members, the manner of their admission to the Association, and voting by members will be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner will be entitled to vote in accordance with the Bylaws.

2. Changes in membership in the Association will be established by the recording in the Public Records of Orange County, Florida, of a deed or other instrument establishing a change of record title to a Unit and the delivery to the Association of a copy of such recorded instrument. The new Owner

designated by such instrument will thereby become a member of the Association. The membership of the prior Owner will be thereby terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit.

#### ARTICLE V

##### Directors

1. The affairs of the Association will be managed by a board of directors of consisting of three (3) members.

2. Directors of the Association must be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

#### ARTICLE VI

##### Indemnification

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification herein will apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE VII

##### Bylaws

The Bylaws will be adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

#### ARTICLE VIII

##### Amendments

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.

2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof will require the affirmative action of three-fifths (3/5) of the entire membership of the Board, and no meeting of the members nor any approval thereof is required.

3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the Board or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of

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the other body. Except as otherwise provided herein, such approvals must be by not less than three-fifths (3/5) of the entire membership of the Board and by not less than a majority vote of the Owners of the Residential Units and a majority vote of the voting interests of the Owners of the Commercial Units at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.

4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Orange County, Florida.

5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; or as the Developer may deem appropriate, in its sole discretion, to carry out the purposes of the project and to expand or enhance the Condominium.

#### ARTICLE IX

##### Term

The term of the Association is the life of the Condominium. The Association will be terminated by the termination of the Condominium in accordance with the Declaration.

#### ARTICLE X

##### Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows: Suryakant Vyas, 320 West Sabal Palm Place, Suite 300, Longwood, Florida 32779.

#### ARTICLE XI

##### Registered Agent

The Association hereby appoints Suryakant Vyas as its Registered Agent to accept service of process within this state, with the Registered Office located at 320 West Sabal Palm Place, Suite 300, Longwood, Florida 32779.

#### ARTICLE XII

##### Principal Office

The address of the principal office and the mailing address of the Association shall be 320 West Sabal Palm Place, Suite 300, Longwood, Florida 32779 or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 71S.

IN WITNESS WHEREOF the incorporator has hereto affixed the incorporator's signature this 5 day of August, 2009.

By: [Signature]  
Suryakant Vyas, Incorporator

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 608.415 OR 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE  
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is: Metrowest Center Condominium Association, Inc  
320 West Sabal Palm Place, Suite 300, Longwood,  
Florida 32779

The name and address of the registered agent and office is:

Suryakant Vyas  
(Name)  
320 West Sabal Palm Place, Suite 300  
(P. O. Box not acceptable)  
Longwood, Florida 32779  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered 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.*

ACV7  
(Signature)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FLORIDA 32314