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FLORIDA PROFIT/NON PROFIT CORPORATION

1941 Property Owners Association, Inc.

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
1941 PROPERTY OWNERS ASSOCIATION, INC.**

FILED
2010 FEB -9 A 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned incorporator has executed, adopted and caused to be delivered for filing these Articles of Incorporation (hereinafter called the "Articles") for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is 1941 PROPERTY OWNERS ASSOCIATION, INC. (hereinafter called the "Association").

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal place of business and the mailing address of the Association is located at 3300 Publix Corporate Parkway, Lakeland, Florida, 33811.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 3300 Publix Corporate Parkway, Lakeland, Polk County, Florida, and the name of the initial registered agent to accept service of process within the State of Florida at that address is John A. Attaway, Jr.

ARTICLE IV

DEFINITIONS

Unless otherwise provided herein to the contrary, all capitalized terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Restrictions, Covenants and Conditions and Grant of Easements recorded at Official Records Book 17327, page 211, in the public records of Hillsborough County, Florida, as amended (hereinafter called the "Declaration").

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida and as specifically set

forth in Section 617.0302 Florida Statutes, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Association's bylaws (hereinafter called the "Bylaws"), or the Declaration. The Association shall have the power and duty to do any and all lawful things that may be authorized, assigned, required or permitted to be done by the Declaration, these Articles or the Bylaws, and to do and perform any and all acts that may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, operation and improvement of the Property, Common Area and the Surface Water Management System Facilities. Said powers of the Association include, but are not limited to the following specific powers and duties:

1. The power to own and convey property;
2. The power to operate and maintain the Surface Water Management System Facilities, including, but not limited to, 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;
3. The power to establish rules and regulations;
4. The power to assess Members and enforce assessments;
5. The power to sue and be sued;
6. The power to contract for services to provide for operation and maintenance of the Surface Water Management System Facilities, if the Association contemplates employing a maintenance company, and to provide for necessary or periodic inspections by a Florida registered professional engineer as required under the permit associated with the Surface Water Management System Facilities;
7. The power to require all the Tract Owners to be Members;
8. To 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; and
9. The power to take any other action necessary for the purposes for which the Association is organized.

ARTICLE VI

MEMBERSHIP

Section 1. Members. Each and every person or entity who is a record Owner of any Tract automatically shall be a Member of the Association, provided, however, that any person or entity who holds a leasehold interest in a Tract, or an interest in a Tract merely as security for the

performance of any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Tract giving rise to such membership, and shall not be transferred except upon the transfer of title to said Tract and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a Tract shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

Section 2. Classes of Voting Members. The Association shall have one (1) class of voting memberships. The Members shall be all the Owners from time to time of the Parcels.

Section 3. Voting Rights. Members shall hold and be entitled to cast ten (10) votes in the aggregate. Votes shall be allocated among the Members in the following manner: the Owner of Outparcel A receives one (1) vote, the Owner of Outparcel B receives one (1) vote, the Owner of Outparcel C receives one (1) vote and the Owner of the Shopping Center Tract receives seven (7) votes.

Section 4. Multiple Owners. If joint or multiple Owners are unable to agree among themselves as to how their vote is to be cast, none of the votes for that Parcel shall be counted. If any Owner casts votes on behalf of a Parcel, it shall be conclusively presumed that Owner was acting with the authority and consent of all other Owners of that Parcel.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed and administered by a Board of Directors consisting of three (3) directors. The number of directors may be changed by amendment to the Bylaws of the Association. The names and addresses of persons who are to serve as the first directors are:

<u>NAME</u>	<u>ADDRESS</u>	<u>EMAIL</u>
John Frazier	3300 Publix Corporate Parkway Lakeland, Florida 33811	john.frazier@publix.com
Jeff Chamberlain	3300 Publix Corporate Parkway Lakeland, Florida 33811	jeff.chamberlain@publix.com
William W. Rayburn	3300 Publix Corporate Parkway Lakeland, Florida 33811	woody.rayburn@publix.com

The appointment and election of directors shall occur as provided in the Bylaws.

ARTICLE VIII

OFFICERS

The officers of the Association, shall be a president, vice president, secretary and treasurer and may include such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors and they shall serve at the pleasure of the Board of Directors or as otherwise provided for in the Bylaws. The names of the persons who shall serve as the first officers are as follows:

	<u>NAME</u>	<u>ADDRESS</u>	<u>EMAIL</u>
President:	John Frazier	3300 Publix Corporate Parkway, Lakeland, Florida 33811	john.frazier@ publix.com
Vice President:	Jeff Chamberlain	3300 Publix Corporate Parkway, Lakeland, Florida 33811	jeff.chamberlain@ publix.com
Secretary:	William W. Rayburn	3300 Publix Corporate Parkway, Lakeland, Florida 33811	woody.rayburn@ publix.com
Treasurer:	William W. Rayburn	3300 Publix Corporate Parkway, Lakeland, Florida 33811	woody.rayburn@ publix.com

ARTICLE IX

DURATION

The Association shall commence to exist upon the filing of these Articles with the Florida Department of State, and the Association shall thereafter exist in perpetuity. In the event the Association is dissolved, the Association shall ensure that the maintenance of the Surface Water Management System Facilities and the right of access to any portion of the Property containing portions of the Surface Water Management System Facilities is delegated, transferred or assigned to an appropriate agency of local government. If such delegation, transfer or assignment is not accepted by such agency, then the Surface Water Management System Facilities shall be dedicated to a similar not-for-profit corporation.

ARTICLE X

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

Section 1. Notice. Notice of a proposed amendment shall be included in the notice of

any meeting at which the proposed amendment is to be considered and shall be otherwise given pursuant to applicable Florida law. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes. Subject to the terms of Articles XIII, any amendment to these Articles shall require the assent of a majority of the votes of the entire membership.

Section 3. Recording. A copy of each amendment shall be filed with the secretary of State pursuant to the provisions of applicable Florida law.

Section 4. Limitations. No amendment shall be made that is in conflict with the Declaration. No amendment shall be made which affects any of the rights and privileges provided to the Declarant in the Declaration without the written consent of the Declarant.

ARTICLE XI

BYLAWS

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

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall defend, indemnify and hold harmless every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, or committee member of the Association, whether or not the Association would have the power to indemnify him or her under this Article. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XIII

INCONSISTENCY

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of Incorporation, the terms and provisions of the Declaration shall prevail.

ARTICLE XIV

INCORPORATOR

The name and street address of the sole incorporator to these Articles of Incorporation is as follows:

Robert McFadden

Holland & Knight LLP
200 South Orange Avenue, Suite 2600
Orlando, Florida 32801

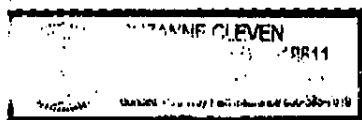
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation on Jan. 22, 2010.




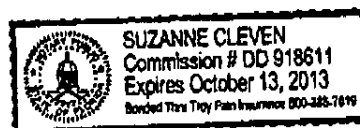
Name: ROBERT MCFADDEN
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me on January 25, 2010, by Robert McFadden, who ☒ is personally known to me or ☐ has produced _____ as identification.




NOTARY PUBLIC
Print Name: _____
My Commission Expires: _____



**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

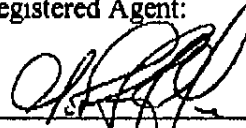
Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

1941 PROPERTY OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 3300 Publix Corporate Parkway, Lakeland, Polk County, Florida, has named John A. Attaway, Jr, located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

Registered Agent:



Name: John A. Attaway, Jr.

Dated: February 4, 2010

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TALLAHASSEE, FLORIDA