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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION  
THE WEST ROAD COMMERCIAL SUBDIVISION PROPERTY OWNER'**

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**ARTICLES OF INCORPORATION  
OF**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**THE WEST ROAD COMMERCIAL SUBDIVISION PROPERTY  
OWNER'S ASSOCIATION, INC.**

We, the undersigned, wishing to form a corporation, not-for-profit, under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE I  
Name and Location**

The name of the corporation shall be THE WEST ROAD COMMERCIAL SUBDIVISION PROPERTY OWNER'S ASSOCIATION, INC., (hereinafter "The Association"). The principal office shall be at 3460 Big Eagle Drive, Ocoee, Florida 34761.

**ARTICLE II  
Purpose of the Association**

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which this corporation is organized are:

1. To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 40-095-123947-1 requirements and applicable District rules, and to assist in the enforcement of the provisions of the Reciprocal Easement Agreement With Covenants and Restrictions by and between South Apopka Citrus Fruit Company and Walgreen Co. recorded in the Public Records of Orange County, Florida (the "Declaration") that relate to the Surface Water or Stormwater Management System, as defined in the Declaration; and
2. To maintain, operate and monitor the Lift Station, as defined in the Declaration, which includes, but is not limited to, any repairs or construction of the Lift Station as may be required by any governmental agency having jurisdiction over the property where the Lift Station is located and to assist in the enforcement of the provisions of the Declaration that relate to the Lift Station.
3. To collect and pay all real estate taxes and/or assessments associated with the Lift Station and the Surface Water or Stormwater Management System, if any.
4. To carry out any responsibilities of the Association required in the Declaration, as amended from time-to-time, including but not limited to the maintenance of any easement area that is located within any future tracts.

### **ARTICLE III**

#### **Powers of the Association**

The Association shall levy and collect adequate assessments, annual or special, against members of the Association to (i) pay for the costs of maintenance, repair and operation of the Surface Water or Stormwater Management System, the Lift Station and any easement areas located within any future tracts; (ii) collect any taxes and assessments associated therewith in accordance with the By-Laws and the Declaration, as same may be modified from time-to-time; and (iii) carry out any other responsibilities of the Association required under the Declaration, as amended from time-to-time.

### **ARTICLE IV**

#### **Members**

The Members of the Association shall consist of all of the record owners of the West Road Commercial Subdivision, which is described in **Exhibit "A."**

1. Change of membership in the Association shall be established by recording in the Public Records of Orange County, Florida, a deed or other instrument establishing a record title to a property within the Property described in **Exhibit "A,"** and by delivering a certified copy to the Association, of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

2. 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 his property.

3. The owner of each Parcel, as defined in the Declaration, shall be entitled to at least one vote as a member of the Association. In the event there is more than one person or entity that owns a Parcel, only one vote shall be cast for each Parcel.

### **ARTICLE V**

#### **Board of Directors and Officers**

The affairs of the Association shall be managed by a Board of Directors, a president and vice president (who shall at all times be members of the Board of Directors) and a secretary and treasurer. The officers shall be elected at the first meeting of the board of directors following each annual meeting of members. Directors shall be elected according to the Bylaws.

The names of the officers who are to serve until the first election are:

**Thomas Milton West**  
**Robert M. Silverman**  
**Thomas Scott West**

**President and Treasurer**  
**Vice President**  
**Vice President and Secretary**

The number of persons constituting the first Board of Directors shall be three (3), and their names and addresses are as follows:

**Thomas Milton West**  
**Robert M. Silverman**  
**Thomas Scott West**

3460 Big Eagle Drive, Ocoee, Florida 34761  
104 Wilnot Road, #1420, Deerfield, IL 60015  
3460 Big Eagle Drive, Ocoee, Florida 34761

The President shall serve as Chairman of the Board of Directors.

#### **ARTICLE VI** **Incorporators**

The name and address of the incorporator of these Articles of Incorporation is:

**Thomas Milton West**

3460 Big Eagle Drive, Ocoee, Florida 34761

#### **ARTICLE VII** **By-Laws**

The first By-Laws of the Association shall be adopted by the Board of Directors at its first regular meeting following approval by the Secretary of State of Florida of these Articles of Incorporation, and may be altered, amended or rescinded in the manner provided by the By-Laws.

#### **ARTICLE VIII** **Amendment to Articles of Incorporation**

These Articles of Incorporation may be amended in whole or in part by the Board of Directors, subject, however, to approval by the membership by a vote of two-thirds of the total membership votes of this corporation, which votes are cast at any regular meeting or a special meeting called for that purpose, as provided by the By-Laws.

**ARTICLE IX**  
**Existence and Duration**

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

**ARTICLE X**  
**Dissolution**

In the event of termination, dissolution or final liquidation of the Association (i) the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved in writing by the St Johns River Water Management District prior to such termination, dissolution or liquidation; and (ii) the responsibility for the operation and maintenance of the Lift Station shall be the responsibility of the individual Parcel owners as set forth in the Declaration.

**ARTICLE XI**  
**No Conflict with REA**

In the event that any language or provision in these Articles of Incorporation, or appurtenant by-laws conflict with the Declaration, the Declaration will govern.

**ARTICLE XII**  
**Registered Agent & Office**

The initial registered office of the corporation shall be. The initial Registered Agent at said address shall be.

**Swann & Hadley, P.A., 1031 W. Morse Blvd., Suite 350, Winter Park, FL 32789**

The undersigned hereby accepts the position as registered agent.

Swann & Hadley, P.A.

Print Name: PAUL V. HADLEY, III

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TALLAHASSEE, FLORIDA

**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the laws of the State of Florida:

The undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 20<sup>th</sup> day of December, 2010.



**Thomas Milton West**  
Incorporator

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**EXHIBIT "A"****PARCEL A - REMAINDER**

COMMENCE AT THE CENTER OF SECTION 6, TOWNSHIP 22 SOUTH, RANGE 28 EAST, ORANGE COUNTY, FLORIDA AND RUN S00°48'40"W ALONG THE NORTH / SOUTH CENTER SECTION LINE OF SAID SECTION 6 A DISTANCE OF 5.79 FEET FOR A POINT OF BEGINNING; THENCE CONTINUE S00°48'40"W ALONG SAID NORTH / SOUTH CENTER SECTION LINE A DISTANCE OF 382.38 FEET TO THE NORTHERLY LINE OF THAT CERTAIN LIMITED ACCESS RIGHT OF WAY PARCEL DESCRIBED IN OFFICIAL RECORDS BOOK 5452, PAGE 2625, OF THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA; THENCE RUN WESTERLY, SOUTHERLY AND EASTERLY ALONG SAID LIMITED ACCESS RIGHT OF WAY PARCEL THE FOLLOWING EIGHT COURSES: S86°18'40"W 228.75 FEET; THENCE S21°31'35"W 69.18 FEET; THENCE S20°52'40"E 47.14 FEET; THENCE S04°22'21"E 70.63 FEET; THENCE S41°23'15"E 42.15 FEET; THENCE S58°38'25"E 65.83 FEET; THENCE S60°04'40"E 72.63 FEET; THENCE S20°56'43"E 28.07 FEET TO THE APPROXIMATE CENTER OF STATENS BRANCH; THENCE RUN WESTERLY ALONG THE CENTER OF STATEN BRANCH DESCRIBED BY THE FOLLOWING MEANDER LINE; S82°31'40"W 145.23 FEET; THENCE N67°54'05"W 82.55 FEET; THENCE N41°24'12"W 66.41 FEET; THENCE N61°27'23"W 29.10 FEET; THENCE S82°49'51"W 93.06 FEET; THENCE N55°35'18"W 68.17 FEET; THENCE N66°07'11"W 112.14 FEET; THENCE N74°23'48"W 85.47 FEET; THENCE S77°40'09"W 23.28 FEET; THENCE S57°47'54"W 45.92 FEET TO A POINT ON THE EASTERLY RIGHT OF WAY LINE OF OCOEE - APOPKA ROAD AS SHOWN ON ORLANDO - ORANGE COUNTY EXPRESSWAY AUTHORITY RIGHT OF WAY MAP, PROJECT NUMBER 75320-6460-602-603; BEING A NON-TANGENT POINT ON A CURVE CONCAVE SOUTHEASTERLY HAVING A RADIUS OF 2231.83 FEET AND A CENTRAL ANGLE OF 06°01'55"; THENCE FROM A RADIAL BEARING OF N70°59'41"W RUN NORTHEASTERLY ALONG THE ARC OF SAID CURVE AND SAID EASTERLY RIGHT OF WAY LINE A DISTANCE OF 234.96 FEET TO A POINT; THENCE RUN RADially S64°57'46"E 20.00 FEET TO A POINT ON A CURVE CONCAVE SOUTHEASTERLY HAVING A RADIUS OF 2211.83 FEET AND A CENTRAL ANGLE OF 03°15'45"; THENCE RUN NORTHEASTERLY ALONG THE ARC OF SAID CURVE AND SAID EASTERLY RIGHT OF WAY LINE 125.94 FEET TO THE POINT OF TANGENCY; THENCE CONTINUE ALONG SAID EASTERLY RIGHT OF WAY LINE AND A NORTHERLY PROJECTION THEREOF N28°17'59"E 239.68 FEET; THENCE LEAVING SAID EASTERLY RIGHT OF WAY LINE RUN S61°29'41"E 288.24 FEET; THENCE N28°17'59"E 194.77 FEET; THENCE S88°29'02"E 142.93 FEET TO THE POINT OF BEGINNING.

**PARCEL B - WALGREENS**

BEGIN AT THE CENTER OF SECTION 6, TOWNSHIP 22 SOUTH, RANGE 28 EAST, ORANGE COUNTY, FLORIDA AND RUN S00°48'40"W ALONG THE NORTH / SOUTH CENTER SECTION LINE OF SAID SECTION 6 A DISTANCE OF 5.79 FEET; THENCE LEAVING SAID NORTH / SOUTH CENTER SECTION LINE RUN N88°29'02"W 142.93 FEET; THENCE S28°17'59"W 194.77 FEET; THENCE N61°29'41"W 288.24 FEET TO A NORTHERLY PROJECTION OF THE EASTERLY RIGHT OF WAY LINE OF OCOEE - APOPKA ROAD AS SHOWN ON ORLANDO - ORANGE COUNTY EXPRESSWAY AUTHORITY RIGHT OF WAY MAP, PROJECT NUMBER 75320-6460-602-603; THENCE RUN N28°17'59"E 8.53 FEET TO THE EAST / WEST CENTER SECTION LINE OF SAID SECTION 6; THENCE RUN S86°38'32"W ALONG SAID EAST / WEST CENTER SECTION LINE A DISTANCE OF

23.50 FEET TO A SOUTHERLY PROJECTION OF THE EASTERLY RIGHT OF WAY LINE OF SAID OCOEE - APOPKA ROAD; THENCE RUN  $N28^{\circ}17'59''E$  ALONG SAID PROJECTION AND THE EASTERLY RIGHT OF WAY LINE OF OCOEE - APOPKA ROAD A DISTANCE OF 198.42 FEET TO THE SOUTH RIGHT OF WAY LINE OF WEST ROAD AS SHOWN ON AFORESAID ORLANDO - ORANGE COUNTY EXPRESSWAY AUTHORITY RIGHT OF WAY MAP, PROJECT NUMBER 75320-6460-602-603; THENCE RUN EASTERLY ALONG SAID SOUTH RIGHT OF WAY LINE OF WEST ROAD THE FOLLOWING FIVE COURSES:  $N66^{\circ}47'07''E$  58.56 FEET; THENCE  $S74^{\circ}43'06''E$  252.14 FEET TO THE POINT OF CURVATURE OF A CURVE CONCAVE NORTHEASTERLY HAVING A RADIUS OF 2033.50 FEET AND A CENTRAL ANGLE OF  $02^{\circ}59'29''$ ; THENCE RUN EASTERLY ALONG THE ARC OF SAID CURVE 106.17 FEET TO A POINT; THENCE RUN  $S07^{\circ}26'06''W$  18.12 FEET; THENCE  $N80^{\circ}14'05''E$  17.26 FEET TO THE AFOREMENTIONED NORTH / SOUTH CENTER SECTION LINE OF SECTION 6; THENCE RUN  $S00^{\circ}48'40''W$  ALONG SAID NORTH / SOUTH CENTER SECTION LINE A DISTANCE OF 61.19 FEET TO THE POINT OF BEGINNING.

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