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Highland Office Center Property Owners Association,

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May 25, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP

SUBJECT: HIGHLAND OFFICE CENTER PROPERTY OWNERS ASSOCIATION, INC.
REF: W11000028811

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Jessica A Fason
Regulatory Specialist II

FAX Aud. #: H11000138418
Letter Number: 011A00012942

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ARTICLES OF INCORPORATION
OF
HIGHLAND OFFICE CENTER PROPERTY OWNERS ASSOCIATION, INC.
A NOT FOR PROFIT CORPORATION

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I - NAME

The name of this corporation is HIGHLAND OFFICE CENTER PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II: DEFINITIONS

The following terms shall have the following definitions:

Section 1 "Association" shall mean Highland Office Center Property Owners Association, Inc., a Florida not for profit corporation, established to operate, manage and control the Property in accordance with the Declaration.

Section 2 "Articles" shall mean these Articles of Incorporation of the Association.

Section 3 "Bylaws" shall mean these bylaws of the Association.

Section 4 "Common Areas" shall mean the areas outside each Lot within the Property.

Section 5 "Common Expenses" shall mean the costs and expenses attributable to the maintenance, repair and replacement of the Common Areas and the cost of maintenance, repair, replacement, electricity, and customary, and usual utilities for the Common Areas. No other expenses shall be considered Common Expenses and all other expenses shall be the cost of the Owner of a Lot as such cost is incurred for the operation, maintenance, repair and replacement of the improvements located on the Owner's Lot.

Section 6 "Declaration" shall mean the Declaration of Covenants, Conditions and Restrictions of Highland Office Center.

Section 7 "Owner" shall mean the fee simple owner of a Parcel.

Section 8 "Lot" shall mean the separate land owned by an Owner.

Section 9 "Property" shall mean the real property set forth and described on Exhibit "A".

Section 10 "Utilities" shall mean water, sanitary or storm sewer, electricity, telephone, cable, gas, and all other services necessary or required to service the Owner's Lot and the business operating thereon.

ARTICLE III - PRINCIPAL OFFICE

The initial principal office of this Association shall be located at 34911 US Highway 19 North, Suite 600, Palm Harbor, Florida 34684, which office may be changed from time to time by action of the Board of Directors.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Association shall be STEVEN A. WILLIAMSON of JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP, 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE V - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the Lot Owners within that certain real property, herein called the "Property", described in that certain Declaration of Covenants, Conditions and Restrictions for the HIGHLAND OFFICE CENTER, now or hereafter recorded among the Public Records of Pinellas County, Florida, and any amendments or modifications thereof, herein called the "Declaration", relating to the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

The purpose of the Association shall be to operate, maintain and repair the Common Area, and any improvements thereon, including, but not limited to any Surface Water Management System ("SWMS"), defined as, lakes, retention areas, culverts and/or related appurtenances which may be located within the Property.

For the foregoing purposes, this Association is empowered to:

(1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;

(2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;

(3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(4) borrow money, and upon two-thirds (2/3) vote of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) dedicate, sell, or transfer all or any part of this Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;

(6) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Property, and the providing of utility and other services thereto;

(7) participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a two-thirds (2/3) vote of each class of members;

(8) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(9) contract for the maintenance and management of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(10) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration;

(11) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise; and

(12) In the event the Property has on site wetland mitigation as defined in the regulations which requires monitoring and maintenance, the Association shall include in its budget an appropriate allocation of funds for monitoring and maintenance of the wetland mitigation area(s) each year until the Southwest Florida Water Management District ("SWFMD") determines that the area(s) is successful in accordance with the Environmental Resource Permit.

(13) The purpose of the Association, shall be to operate, maintain and repair the Common Area, and any improvements thereon, including, but not limited to, parking lots, landscaping and any Surface Water Management System Facilities ("SWMS") defined as, 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, and/or related appurtenances which may be located within the Property.

ARTICLE VI - MEMBERSHIP AND VOTING RIGHTS

A. This Association shall be a membership corporation, without certificates of shares of stock.

B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

C. The share of an Owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such Owner's or member's Lot.

D. Every person or entity who is a record owner of any Lot is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the Lot.

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ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which shall consist of three (3) directors, and thereafter shall consist of not less than three (3) or more than five (5) directors. The initial Directors are not required to be members of the Association; however, subsequently elected Directors shall be members of the Association. The names and addresses of the persons, who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

NAME	ADDRESS
William LaGamba	34911 US Highway 19 North, Suite 600 Palm Harbor, Florida 34684
George Kantaras	1430 Gulf Boulevard Clearwater, Florida 34657
Jamie Rios	34911 US Highway 19 North, Suite 600 Palm Harbor, Florida 34684

The initial Board of Directors herein designated shall serve until the first annual membership meeting thereafter, at which time the members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one year, and until their successors have been duly elected and qualified.

ARTICLE VIII - OFFICERS

The Association shall be administered by a President, Vice-President, Secretary and Treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME	OFFICE	ADDRESS
William LaGamba	President	34911 US Highway 19 North, Suite 600 Palm Harbor, Florida 34684
George Kantara	Secretary/Treasurer	1430 Gulf Boulevard Clearwater, Florida 34657
Jamie Rios	Vice-President	34911 US Highway 19 North, Suite 600 Palm Harbor, Florida 34684

ARTICLE IX – INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is as follows:

NAME	ADDRESS
Steven A. Williamsón	911 Chestnut Street Clearwater, Florida 33756

ARTICLE X - DISSOLUTION

The Association shall exist in perpetuity. Provided, this Association may be dissolved with the assent given in writing and signed by the members entitled to cast not less than two-thirds (2/3) of the votes of each class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets, including the surface water management system, of this Association shall be dedicated to an appropriate public body or 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 organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE XI - BYLAWS

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

ARTICLE XII - AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended, from time to time, as follows:

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

(2) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than one-third (1/3) of the voting members of the Association.

(3) Except as elsewhere provided, an amendment shall be adopted if approved by not less than two-thirds (2/3) of the vote of the voting members duly qualified to vote.

B. No amendment shall make any change in the qualifications for membership nor the voting rights or property rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon Lots.

C. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Pinellas County, Florida.

ARTICLE XIII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII - INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 2nd day of June, 2011.

STEVEN A. WILLIAMSON
Incorporator

11 JUN -3 AM 9:20

CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR
SERVICE OF PROCESS WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, HIGHLAND OFFICE CENTER PROPERTY OWNERS ASSOCIATION, INC., desiring to incorporate under the laws of the State of Florida, hereby designates Steven A. Williamson, located at 911 Chestnut Street, Clearwater, Florida 33756 as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation; at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Dated this 2nd day of June, 2011.

STEVEN A. WILLIAMSON
Registered Agent

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