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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARNSTEIN & LEHR LLP

ATTORNEYS AT LAW SINCE 1893

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Ann Sullivan, Paralegal
813.254.1400
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November 4, 2011

VIA FEDERAL EXPRESS

Florida Division of Corporations
2661 W. Executive Center Dr.
Clifton Building
Tallahassee, FL 32301

Re: University Medical Park Owners' Association, Inc.
Articles of Incorporation

Dear Sir or Madam:

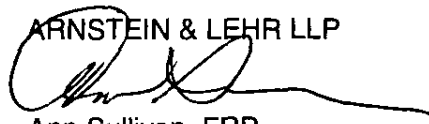
Enclosed please find the following:

1. Articles of Incorporation for the above entity;
2. Check in the amount of \$70.00 as the filing fees for the articles and registered agent.

Thank you for your cooperation in this matter.

Very truly yours,

ARNSTEIN & LEHR LLP



Ann Sullivan, FRP
Paralegal

:acs

Pursuant to Internal Revenue Service guidance, be advised that any federal tax advice contained in this written or electronic communication, including any attachments or enclosures, is not intended or written to be used and it cannot be used by any person or entity for the purpose of (i) avoiding any tax penalties that may be imposed by the Internal Revenue Service or any other U.S. Federal taxing authority or agency or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

CHICAGO HOFFMAN ESTATES SPRINGFIELD MILWAUKEE
FORT LAUDERDALE MIAMI TAMPA WEST PALM BEACH BOCA RATON CORAL GABLES

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ARTICLES OF INCORPORATION

OF

**UNIVERSITY MEDICAL PARK
OWNERS ASSOCIATION, INC.**

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

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TALLAHASSEE, FLORIDA
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ARTICLE I: NAME

The name of the corporation is **UNIVERSITY MEDICAL PARK OWNERS ASSOCIATION, INC.** (the "Commercial Association").

ARTICLE II: DEFINITIONS

Unless the context shall mean otherwise, the terms used herein and in the By-Laws shall have the same meaning, if any, as that ascribed to them in the Third Amended and Restated Declaration of Restrictive Covenants for University Medical Park, Hillsborough County, Florida, recorded in O.R. Book 9988, Page 706, as amended in O.R. Book 10526, Page 458, and O.R. Book 13462, Page 1641, Public Records of Hillsborough County, Florida, which contain provisions creating easements and/or assessments as modified (the "Declaration").

ARTICLE III: REGISTERED AGENT AND OFFICE

The name and address of the Registered Agent of the Commercial Association is:

Vanessa N. Cohn
Attorney at Law
Two Harbour Place
302 Knights Run Avenue
Suite 1100
Tampa, Florida 33602-5962

ARTICLE IV: PRINCIPAL OFFICE

The principal office of the Commercial Association shall be located at

PMB # 261
334 EAST LAKE RD.
PALM HARBOR, FL 34685

ARTICLE V: PURPOSE AND POWERS

The Commercial Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate as a corporation-not-for-profit pursuant to Chapter 617, Florida Statutes, and to provide for the maintenance, preservation and architectural control of all improvements on the Property and the Common Area, all within that certain tract of land described in the Declaration ("Property"), as such is supplemented from time to time, all for the mutual advantage and benefit of the Members of this Commercial Association, who shall be the Owners of the Units. For such purposes, the Commercial Association shall have and exercise the following authority and powers:

A. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Commercial Association as set forth in the Declaration, as the same may be emended from time to time as therein provided, as well as in the provisions of these Articles and the Bylaws.

B. To fix, levy, collect and by any lawful means enforce payment of all 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 the Commercial Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Commercial Association.

C. To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property or any improvements thereon in connection with the affairs of the Commercial Association.

D. To borrow money and to mortgage, pledge or hypothecate any and all of the Commercial Association's real or personal property as security for money borrowed or debts incurred.

E. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility.

F. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes.

G. To make, establish and amend reasonable rules and regulations governing the use of the Units and the Common Area.

H. To repair, replace, operate and manage the Common Area and other property as provided in the Declaration.

I. To employ personnel, agents or independent contractors to perform the services required for the proper operation of the Common Area.

J. To exercise architectural control over the Improvements pursuant to the rights granted to the Commercial Association in the Declaration.

K. To have and to exercise any and all powers, rights and privileges which a corporation organized under the law of the State of Florida may now or hereafter have or exercise.

All of the Commercial Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Commercial Association shall inure to the benefit of any individual Member or any other person. The Commercial Association may, however, reimburse its Members for actual expenses incurred for or on behalf of the Commercial Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Commercial Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal and state law. In addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

ARTICLE VI: MEMBERSHIP

A. Members. Every person or entity who is a record owner of a fee or undivided fee interest in any portion of University Medical Park shall be a Member of the Commercial Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a portion of University Medical Park, which is subject to assessment by the Commercial Association.

B. The transfer of the membership of any Owner shall be established by the recording in the public records of Hillsborough County of a deed or other instrument establishing a transfer of record title to any Units for which membership has already been established. Upon such recordation the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Commercial Association shall not be obligated to recognize such a transfer of membership until such time as the Commercial Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Unit. It shall be the responsibility and obligation of the former and new Owner of the Unit to provide such copy to the Commercial Association.

C. The interest of a Member in the funds and assets of the Commercial Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenant to the Unit owned by such Member.

ARTICLE VII: VOTING RIGHTS

The voting rights for each Member shall be as set forth in the Bylaws.

ARTICLE VIII: BOARD OF DIRECTORS

The affairs of this Commercial Association shall be managed by a Board of Directors. The number of Directors of the Commercial Association shall be not less than three (3).

The Initial Board of Directors of the Corporation shall be:

- A. Henry Ramseur
- B. Janet Duwelius SeverJan
- C. Greg Vanbebber

The Initial Board of Directors shall serve until the Board of Directors is elected at the first meeting of the Members.

ARTICLE IX: TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE X: DISSOLUTION

The Commercial Association may be dissolved with the assent given in writing and signed by not less than 100% of the Members. Upon dissolution of the Commercial Association, other than incident to a merger or consolidation, the assets of the Commercial Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Commercial Association as created, or for the general welfare of the residents of the county in which the Development is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, commercial association, trust or other organization to be devoted to similar purposes.

ARTICLE XI: OFFICERS

Subject to the discretion of the Board of Directors, the affairs of this Commercial Association shall be administered by its officers, as designated in the Bylaws of this Commercial Association. Said officers shall be elected the Board of Directors first after the Directors are elected at the first meeting of the Members and then annually. The Initial Officers of the Corporation until the first election shall be:

Henry Ramseur	President, and Secretary
Janet Duwelius Sever:	Vice President
Greg VanBebber:	Treasurer

ARTICLE XII: BYLAWS

The Bylaws of this Commercial Association shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

ARTICLE XIII: AMENDMENTS

Commercial Association shall have the right to amend or repeal any of the provisions contained in these Articles, or any amendments hereto, as provided in the Bylaws. Moreover, the consent of any mortgagees shall be required for any amendment to these Articles which impairs the rights, priorities, remedies or interest of such Mortgagees, and such consent shall be obtained in accordance with the terms and conditions, and subject to the time limitations, set forth in the Declaration. Amendments to these Articles need only be filed with the Secretary of State and do not need to be recorded in the public records of the County.

ARTICLE XIV: INDEMNIFICATION

Every Director and every Officer of the Commercial Association shall be indemnified by the Commercial Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Commercial Association, whether or not 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 the Director's or Officer's duty. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or Officer may be entitled.

The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Commercial Association to obtain and keep in force a policy of officers' and directors' liability insurance.

ARTICLE XV: INCORPORATOR

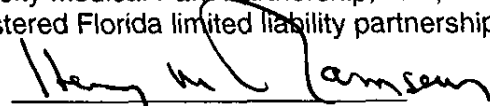
The name and address of the Incorporator of the corporation is:

University Medical Park Partnership, LLP
c/o KERRY BOROSH
PMB # 261
334 EAST LAKE RD.
PALM HARBOR, FL 34685

IN WITNESS WHEREOF, for the purpose of forming this Commercial Association under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 4 day of NOVEMBER, 2011.

University Medical Park Partnership, LLP,
a registered Florida limited liability partnership

By:


HENRY RAMSEUR
General Partner

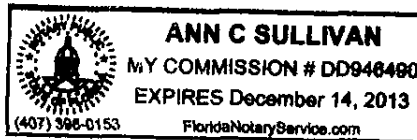
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was before me this 4 day of NOVEMBER 2011, by HENRY RAMSEUR as general partner of University Medical Park Partnership, LLP, a registered Florida limited liability partnership, who ✓ is personally known to me or _____ has presented _____ as identification.

Ann C. Sullivan
Notary Public


Print Name: ANN C. SULLIVAN

My commission expires: _____



**CERTIFICATE OR DESIGNATION OF PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named Registered Agent and designated to accept service of process for the above stated corporation, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 608.415, Florida Statutes.


Name: Vanessa N. Cohn
Date: 11-4-11

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TALLAHASSEE, FLORIDA