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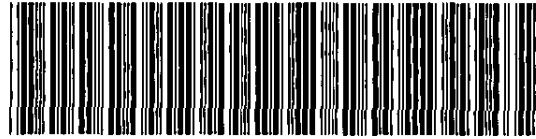
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Inc.

1. Commercial Boulevard Shoppes Property Owners'  
(CORPORATE NAME AND DOCUMENT #) Association, Inc

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

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**SPECIAL INSTRUCTIONS:**

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**ARTICLES OF INCORPORATION  
OF  
COMMERCIAL BOULEVARD SHOPPES PROPERTY OWNERS' ASSOCIATION, INC.**

a corporation not for profit

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, a resident of Florida, and of full age, for the purpose of forming a corporation not for profit does hereby certify:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation is Commercial Boulevard Shoppes Property Owners' Association, Inc., a corporation not for profit organized under Chapter 617 of the Florida Statutes (the "Association").

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office of the Association is located at 5858 Central Avenue, St. Petersburg, Florida 33707, which shall be the initial registered office of the Association.

**ARTICLE III**  
**REGISTERED AGENT**

Gregory S. Sembler, whose address is 5858 Central Avenue, St. Petersburg, Florida 33707, is hereby appointed the initial registered agent of the Association. The registered agent of the Association shall maintain (i) a copy of the Broward County Environmental Protection Department ("EPD") Permit No. 06-00680-S-02 (the "Water Management Permit") in connection with the Surface Water Management System, as defined and described in the Declaration of Restrictions and Easements recorded in O.R. Book 43994, Page 1771, of the Official Records of Broward County, Florida, as amended by First Amendment to Declaration of Restrictions and Easements recorded in O.R. Book 45496, Page 557, of the Official Records of Broward County, Florida, as the same may be further amended from time to time as therein provided (the "Declaration"), and (ii) copies of all further permitting actions related to the Water Management Permit, for the benefit of the Association.

**ARTICLE IV**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for the proper administration, maintenance, operation, management, repair, replacement, monitoring and care of (i) the property owned by or which is the responsibility of the Association, and (ii) the Surface Water Management System. In connection therewith, the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth herein, in the Bylaws of the Association and/or in the Declaration.

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association and as otherwise provided in the Declaration.

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(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 in connection with the affairs and obligations of the Association.

(d) To borrow money, and mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

(f) To have and to exercise any and all powers, rights and privileges which a corporation organized under Florida law, including Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

(g) To levy and collect adequate assessments against Members of the Association for the costs of (1) administering and operating the Association, (2) administering, operating, maintaining, managing, repairing, replacing, monitoring and making additions to the Surface Water Management System pursuant to the terms of the Declaration, and (3) administering, operating, maintaining, managing, repairing, replacing, monitoring, preserving and reporting on any other property owned by or which is the responsibility of the Association as may be necessary.

(h) To administer, operate, maintain, manage, repair, replace and monitor the Surface Water Management System in a manner consistent with the Water Management Permit and the requirements thereof and applicable rules of EPD (or any other governmental or quasi-governmental entity having jurisdiction of the Surface Water Management System) (the "Water Management District"), and to assist in the enforcement of the restrictions and covenants which relate to the Surface Water Management System. The Water Management District has the right to take enforcement action, including a civil action for an injunction and penalties against the Association to compel it to correct any outstanding problems with the Surface Water Management System under the responsibility or control of the Association.

(i) To administer, operate, maintain, manage, repair, replace and monitor any other property of the Association in accordance with any and all applicable governmental rules, permits and approvals.

(j) To adopt, establish and publish rules and regulations governing the use of and operation of the Surface Water Management System and any other property owned by or which is the responsibility of the Association, and to establish penalties for any infraction thereof.

(k) To sue and be sued in the name of the Association.

(l) To contract with others to do and perform any of the functions and obligations of the Association, including services necessary to operate and maintain the Surface Water Management System.

(m) To use and expend the proceeds of assessments in connection with performance of the Association's obligations as set forth herein, in the Bylaws of the Association or in the Declaration and otherwise in a manner consistent with the purposes for which this Association is formed.

(n) To purchase and maintain one or more hazard and/or liability insurance policies pursuant to the terms of the Declaration.

(o) To do and perform any obligations imposed upon the Association by the Declaration and to enforce by any legal means the provisions of these Articles, the Bylaws of the Association and the

Declaration, and to take such other action as may be necessary for the purposes for which the Association is formed.

#### **ARTICLE V** **MEMBERSHIP**

Every person or entity who is, from time to time, a record owner of a fee interest in any Parcel (as defined and described in the Declaration) which is subject to the Declaration shall be a Member of the Association. The foregoing shall not 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 any Parcel. Except as specifically set forth in Article VI below with respect to the appointment of Directors, each Member shall be entitled to a number of votes equal to such Member's Pro-Rata Share, as defined in the Declaration (i.e., if a Member's Pro-Rata Share is 10%, such Member shall have 10 votes). In cases where there is more than one person or entity holding fee simple title to a Parcel they shall collectively constitute one Member of the Association, and that Member's votes shall be cast as such fee simple title holders mutually agree or, absent such agreement, in the manner approved by the person(s) and/or entity(ies) holding fee simple title to a majority of the total square footage of such Parcel.

#### **ARTICLE VI** **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a board of not less than three (3) Directors, who need not be Members of the Association (the "Board"). Each Member of the Association shall have the right (but not the obligation, except as specifically set forth in the last sentence of this paragraph) to appoint (not elect) one (1) Director to the Board of Directors of the Association. The number of Directors appointed to the Board shall vary depending on the number of Members of the Association at any given time who wish to appoint a Director, provided, however, the number of Directors shall not be decreased to less than three (3) and, if for any reason the same person/entity owns more than one Parcel, for purposes of appointing Directors, such person/entity shall be considered a separate Member of the Association with respect to each Parcel owned. After the appointment of the initial directors: (i) each Member, upon becoming a Member, shall be entitled to appoint one (1) Director to the Board; and (ii) the number of Directors shall be equal to the number of Members of the Association who elect to appoint a Director, but in no event less than three. In all matters before the Board, each Director shall be entitled to the number of votes, or fractions thereof, allocated to the Member responsible for the appointment of such Director pursuant to Article V above. Notwithstanding the foregoing, in the event that at any time there are less than three (3) Parcels, the owner of the Shopping Center Parcel (as defined in the Declaration) shall be entitled to appoint at least two (2) Directors (who shall collectively be entitled to the number of votes, or fractions thereof, allocated to the owner of the Shopping Center Parcel) so that there shall be at least three (3) Directors as required above. Further notwithstanding the foregoing, in the event that at any time a Member does not wish to appoint a Director and as a result thereof the Board would have fewer than three (3) Directors, then the owner of the Shopping Center Parcel (as defined in the Declaration) shall have the right and the obligation to appoint as many Directors as may be necessary to fill a minimum of three (3) Board positions.

The names and addresses of the persons who are to act in the capacity of initial directors until the election of their successors are:

Josh Beyer  
SEMBLER  
5858 Central Avenue  
St. Petersburg, FL 33707

Whitney Rosser  
SEMBLER  
5858 Central Avenue  
St. Petersburg, FL 33707

AND  
Mary Lou Fogarty  
SEMBLER  
5858 Central Avenue  
St. Petersburg, FL 33707

The manner in which the directors are appointed is as stated in the Declaration and the Bylaws of the Association.

#### **ARTICLE VII** **DISSOLUTION**

The Association may be dissolved upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of Members holding not less than eighty percent (80%) of the total votes of the Association. Upon dissolution of the Association (other than incident to a merger or consolidation), the assets, rights and responsibilities of the Association (including responsibility for the operation and maintenance of the Surface Water Management System) shall be transferred to and accepted by an appropriate agency of local government, and which is approved by the Water Management District; or (ii) if not accepted by such government agency as set forth in (i) above, then to a similar non-profit corporation, association, trust, or other organization which is approved by the Water Management District, to be used for purposes similar to those for which this Association was created. Notwithstanding the above, the Association may not be dissolved unless all responsibilities of the Association are assumed by a responsible entity as set forth above.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by a responsible entity which would comply with all applicable requirements set forth in Title 40E, Florida Administrative Code, and be approved by the Water Management District, prior to such termination, dissolution, or liquidation.

#### **ARTICLE VIII** **DURATION**

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

#### **ARTICLE IX** **AMENDMENTS**

The Association shall have the right to amend these Articles of Incorporation at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of Members holding not less than eighty percent (80%) of the total votes of the Association. Amendments may be proposed by resolution approved by a majority of the Board; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the Members or Directors, without approval in writing by all Members and the joinder of all record owners of mortgages upon the Tracts. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same. Any amendment that affects the Surface Water Management System shall be subject to prior approval from the Water Management District.

**ARTICLE X**  
**BYLAWS**

The Bylaws of the Association shall be adopted by the Board at the first meeting of directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

**ARTICLE XI**  
**INCORPORATOR**

The name and address of the incorporator is:

SEMBLER FAMILY PARTNERSHIP #41, LTD.  
5858 Central Avenue  
St. Petersburg, Florida 33707

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 this 11<sup>th</sup> day of December, 2012.

"Incorporator"

Witnesses:

SEMBLER FAMILY PARTNERSHIP #41, LTD., a Florida limited partnership

By: Sembler Retail II, Inc. a Florida corporation, its General Partner

Monica Bedd  
Print Name: Monica Bedd  
Michelle M. McIntosh  
Print Name: MICHELLE M. MCINTOSH  
SEAN DAVIS

By: Gregory S. Sembler  
Name: Gregory S. Sembler  
Title: President

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of December, 2012, by Gregory S. Sembler, President of Sembler Retail II, Inc. a Florida corporation, General Partner of SEMBLER FAMILY PARTNERSHIP #41, LTD., a Florida limited partnership, on behalf of the partnership. He is personally known to me.

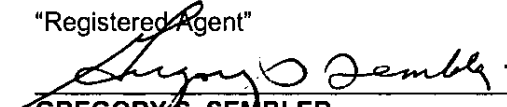
Michelle M. McIntosh  
Notary Public  
Print Name: MICHELLE M. MCINTOSH  
My Commission Expires: 8/29/15



**CONSENT OF REGISTERED AGENT**

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agents and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

"Registered Agent"

  
\_\_\_\_\_  
GREGORY S. SEMBLER

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