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**FLORIDA PROFIT/NON PROFIT CORPORATION
METROCENTER ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION
OF
METROCENTER ASSOCIATION, INC.

I. NAME AND ADDRESS

The name of this corporation shall be METROCENTER ASSOCIATION, INC. (sometimes hereinafter referred to as the "Sub-Association"). The address of the Sub-Association shall be 201 South Orange Avenue, Suite 600, Orlando, Florida 32801, or such other address as the Sub-Association may hereafter select.

II. DEFINITIONS

When used herein, the following terms shall have the meanings set forth below:

A. "Articles" shall mean these Articles of Incorporation of the Sub-Association, together with all modifications and amendments thereto.

B. "Board" shall mean the duly elected or appointed Board of Directors of the Sub-Association.

C. "Bylaws" shall mean the duly adopted Bylaws of the Sub-Association, together with all modifications and amendments thereto.

D. "Declaration" shall mean the Declaration of Easements, Covenants, Conditions, and Restrictions for MetroCenter which has been or shall be recorded by the Declarant in the public records of Orange County, Florida, and all of the conditions, covenants, restrictions, easements, reservations, assessments, liens, standards and criteria set forth therein or adopted pursuant to the Declaration, together with all modifications and amendments thereto.

E. "Declarant" shall mean Highwoods Realty Limited Partnership, a North Carolina limited partnership organized under the laws of North Carolina, its successors and assigns, unless the context indicates otherwise.

F. "Director" shall mean a duly elected or appointed member of the Board.

G. "Member" shall mean any person or entity meeting the criteria and qualifications necessary to become a member of the Sub-Association, as set forth herein and in the Bylaws.

H. "MetroCenter" shall mean all or any portion of the Property.

I. "Parcel" shall mean any of the Lots identified on the legal description attached as Exhibit "A" to the Declaration.

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METROCENTER ASSOCIATION, INC.****PAGE 2**

J. "Person" shall mean any individual, profit or nonprofit corporation, partnership, limited partnership, association, estate, trust, or other entity. It shall not include any governmental agencies.

K. "Property" shall mean the "Property" described in Exhibit A attached to the Declaration.

L. "Sub-Association" shall mean METROCENTER ASSOCIATION, INC., a not for profit corporation organized under the laws of the State of Florida.

M. "Sub-Association Common Areas" shall mean those portions of the Property, together with any improvements now or hereafter situated thereon, which are from time to time designated by the Declaration or the Declarant to be for the common use and enjoyment of all or certain designated owners of real property in MetroCenter and any portion of or interest in the Property (as hereinafter defined) which is transferred, conveyed, dedicated, leased, subleased or licensed to the Sub-Association by the Declarant, or which the Sub-Association is entitled to utilize pursuant to an agreement with the Declarant.

N. "Sub-Association Owner" shall mean the record owner, and if there is more than one (1) record owner, then all such record owners collectively, of fee simple title to any Parcel as disclosed by the Public Records maintained by the Clerk of the Circuit Court of Orange County, Florida.

III. PURPOSES

The general nature, objects and purposes for which the Sub-Association has been organized are as follows:

A. To provide an entity for the furtherance of the interests of Sub-Association Owners of property within MetroCenter.

B. To own, lease, operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the Sub-Association Common Areas in or benefitting MetroCenter or any portion thereof, and to procure and maintain insurance which the Board determines is necessary or appropriate relating to such Sub-Association Common Areas, and to pay all taxes, assessments and utility charges relating thereto.

C. To provide or provide for such services which the Sub-Association may periodically determine are necessary or desirable to further the interests of the Sub-Association Owners of property within MetroCenter, together with the capital improvements, equipment and personnel pertaining to the providing of such services.

D. To provide, purchase, lease, acquire, replace, improve, maintain and repair such private and public real property, buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the furtherance of the interests

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**ARTICLES OF INCORPORATION OF
METROCENTER ASSOCIATION, INC.****PAGE 3**

and convenience of the Members of the Sub-Association, as the Board in its discretion determines necessary, appropriate, and convenient.

E. To perform all the functions, duties and obligations contemplated of the Sub-Association in the Declaration.

F. To operate the Sub-Association without profit for the benefit of its Members and MetroCenter.

G. To do, perform or provide any other acts, services or matters whatsoever that are not in conflict with these Articles or the Bylaws and that may be allowed by Chapter 617, Florida Statutes or any successor statute thereto.

IV. GENERAL POWERS

The general powers that the Sub-Association shall have are as follows:

A. To hold funds for the benefit of the Members for purposes set forth in these Articles and in the Bylaws and Declaration.

B. To promulgate and enforce rules, regulations, Bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Sub-Association is organized and to further the interests of the Sub-Association Owners and other Persons, including, without limitation, the promulgation and enforcement of rules and regulations.

C. To establish procedures and policies relating to the governance and operation of the Sub-Association and the Sub-Association Common Areas.

D. To enter into contracts with such Persons as the Board deems necessary or appropriate to provide for the administration, operation, and/or management of the Sub-Association.

E. To delegate power or powers where such is deemed in the interest of the Sub-Association.

F. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, any interest in real or personal property, except to the extent restricted hereby.

G. To own, operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve, and alter the Sub-Association Common Areas.

H. To enter into, make, perform, or carry out contracts and agreements of every kind with any Person.

I. To fix regular or special dues, charges, fees and assessments to be levied upon the Sub-Association Owners of Parcels or other parcels of property in MetroCenter and against such

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Parcels or other property to defray the costs, fees, and capital and non-capital expenditures of the Sub-Association and to effectuate the objectives and purposes of the Sub-Association, and to fix fines and other charges for the nonpayment of such dues, charges, fees or assessments or for the violation of the Articles, Bylaws, or Declaration, and to authorize the Board, in its discretion, to enter into, perform and carry out contracts or agreements with such Persons as are selected by the Board from time to time to provide for the collection of such dues, charges, fees and assessments.

J. To (i) commence actions, suits or proceedings to restrain, prevent, terminate or enjoin any breach or threatened breach of the Declaration, the Articles or Bylaws of the Sub-Association; (ii) enforce, by mandatory injunction or otherwise, the provisions of the Declaration or the Articles or Bylaws of the Sub-Association, and (iii) to collect any assessment, fee, dues, fine, charge or other amount due to the Sub-Association from any owner of property in MetroCenter or any person or entity claiming by or through such owner.

K. To enter into agreements with Persons to provide the following services on behalf of the Sub-Association: legal, accounting, engineering, managerial, appraisal, architectural, landscape design and such other services as the Board deems necessary or desirable.

L. To create reserves to provide for the deferred maintenance, renovation, rebuilding, reconstruction, replacement, improvement, or alteration of any portion of the Sub-Association Common Areas.

M. To enter upon any Parcel for the purpose of ascertaining whether the Sub-Association Owner thereof is in compliance with the Declaration, these Articles, and the Bylaws and to undertake such actions as the Sub-Association in its discretion determines is necessary or appropriate to insure full, complete, and continuing compliance with the Declaration, these Articles and the Bylaws.

N. To separately charge any Sub-Association Owner of property within MetroCenter for services rendered by the Sub-Association to any such Sub-Association Owner or those claiming by or through any such Sub-Association Owner and to separately charge any user of Sub-Association property when such separate charge is deemed appropriate by the Board.

O. To pay taxes, assessments, utilities and other charges, if any, levied or assessed on or against property owned, leased, or maintained by the Sub-Association.

P. To operate and maintain any Sub-Association facilities, if any, including 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.

Q. To contract for services to provide for operation and maintenance of the surface water management system facilities if the Sub-Association contemplates employing a maintenance company.

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R. To require all Sub-Association Owners to be Members.

S. Exist in perpetuity, however if the Sub-Association is dissolved, the control or right of access to the property containing the surface water management system facilities, if any controlled by the Sub-Association, shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, that the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Sub-Association.

T. To do any and all acts necessary or expedient for carrying on or accomplishing any and all of the purposes for which the Sub-Association has been formed and for effectuating all of the powers and objectives set forth in these Articles and in the Declaration which are not forbidden by the laws of the State of Florida.

U. To have, in general, all powers conferred upon a not for profit corporation by the laws of the State of Florida, except, as prohibited herein, which are necessary or convenient to accomplish any of the objects and purposes for which the Sub-Association is organized.

V. MEMBERS

A. Each Sub-Association Owner, including the Declarant, of fee simple title to a Parcel within MetroCenter shall automatically become a Member of the Sub-Association for so long as such ownership continues. Sub-Association membership shall be an interest which is appurtenant to fee simple title of a Parcel within Metrocenter and shall not be divisible or transferable separate and apart from ownership of any such Parcel; provided, however, that in the event an Sub-Association Owner of a Parcel executes a ground lease relating to such Parcel with any other Person for an initial term of twenty (20) years or more, the Sub-Association Owner and such Person may, upon written notice to the Sub-Association, enter into a written agreement pursuant to which the Sub-Association Owner assigns to such Person all or any part of the rights and privileges the Sub-Association Owner is entitled to exercise under these Articles or under the Declaration or Bylaws, including the Sub-Association Owner's right to vote. Such assignment of the Sub-Association Owner's rights and privileges shall automatically terminate upon the termination of the lease with such Person. In no event shall the assignment of all or any part of the Sub-Association Owner's rights privileges relieve the Sub-Association Owner of any of the duties or obligations set forth herein or in the Declaration or Bylaws.

B. The voting rights of Members are set forth in the Declaration.

C. The Bylaws or Declaration may include terms and provisions which permit the Board, in its discretion, to suspend or terminate certain of the rights, interests, and privileges of Members under the circumstances described therein.

D. The rights, duties, privileges and obligations of each Member of the Sub-Association shall be those set forth herein and in the Declaration and Bylaws, and all such rights, duties, privileges and obligations shall be exercised in accordance with the terms, provisions, covenants, restrictions and conditions set forth herein and in the Declaration and Bylaws of the Sub-Association.

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**ARTICLES OF INCORPORATION OF
METROCENTER ASSOCIATION, INC.****PAGE 6****VI. BOARD OF DIRECTORS**

The affairs of the Sub-Association shall be managed and directed by a Board of Directors which shall include at least three (3) Directors. Only individuals may serve as Directors. The Bylaws shall provide (i) the manner in which Directors are to be appointed or elected, (ii) the manner in which vacancies on the Board are to be filled, and (iii) the manner in which Directors may be removed from office.

VII. OFFICERS

The officers of the Sub-Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create. One (1) person may concurrently hold two (2) or more offices. Officers shall be elected by a majority vote of the Board in accordance with the procedures set forth in the Bylaws. The Bylaws shall provide the manner in which (i) the duties of each officer are to be determined, (ii) officers are to be appointed or elected, (iii) vacancies in any position are to be filled, and (iv) the manner in which officers may be removed from office.

VIII. REGISTERED OFFICE AND REGISTERED AGENT

The name of the Sub-Association's initial registered agent is CT Corporation System, and the street address of the Sub-Association's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324. The Sub-Association shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

IX. CORPORATE EXISTENCE

The Sub-Association shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

X. BYLAWS

A. The Board shall adopt Bylaws consistent with these Articles. The Sub-Association reserves to the Board the right to modify, amend, or rescind the Bylaws from time to time in whole or in part only by a majority vote of the Directors present at any duly called and convened meeting of the Board at which a quorum is present.

B. All rights, interests, and privileges conferred upon any Member of the Sub-Association by these Articles or the Bylaws shall be subject to and subordinate to the reservation set forth above in the paragraph above.

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XI. AMENDMENT TO ARTICLES

A. These Articles may be altered and amended by the Declarant in accordance with the Declaration without the need of the consent of the Directors or Members. In addition, these Articles may be altered, amended, or rescinded after a majority of the Directors present at a duly called and convened meeting has adopted a resolution approving the proposed alteration, amendment, or rescission, and the proposed alteration, amendment, or rescission is submitted to a vote of the Members at either an annual or special meeting and is approved by a majority of the Members present at the duly called and convened meeting at which a Quorum of the Members is present.

B. The rights, interests, and privileges conferred upon any Member of the Sub-Association by these Articles are subject to the right of the Sub-Association to alter, amend, or rescind these Articles.

XII. INCORPORATOR

The name and street address of the incorporator are:

W. Lawrence Smith
101 E Kennedy Boulevard, Suite 3700
Tampa, Florida 33602

DATED this 25th day of January 2013.


W. Lawrence Smith, Incorporator

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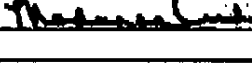
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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for MetroCenter Association, Inc., I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: 
Name: _____
Title: _____

Madonna Cuddihy
Special Assistant Secretary

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