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ADAMS AND REESE LLP.

July 8, 2013

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Tallahassee, FL 32301

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Real Estate Paralegal

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vicki.melone@arlaw.com ✓

Re: Formation of Lakeside at Clearwater Center Association, Inc.
Clearwater (Belcher); Store#5670-00
Our File No.: 819583-817

Dear Sir or Madam:

Please find Articles of Incorporation of Lakeside at Clearwater Center Association, Inc., for filing with the Secretary of State along with C T Corporation System's Acceptance of Appointment as Registered Agent. Also enclosed please find our firm check in the amount of \$70.00 for the fees associated with filing the enclosed Articles of Incorporation and request for a file stamped duplicate copy (duplicate original enclosed) for the above named entity. Please provide the file-stamped duplicate original as promptly as possible in the enclosed Federal Express envelope to my attention.

Thank you for your attention to this matter.

Sincerely,



Vicki A.W. Melone

Florida Registered Paralegal

/vawm
Enclosures

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**ARTICLES OF INCORPORATION OF
LAKESIDE AT CLEARWATER CENTER ASSOCIATION, INC.**

I. NAME AND ADDRESS

The name of this corporation shall be Lakeside at Clearwater Center Association, Inc. (the "Association"). The address of the Association shall be 1414 W. Swann Ave., Suite 150, Tampa, Florida 33606, or such other address as the Association may hereafter select.

II. DEFINITIONS

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

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

B. "Association" shall mean Lakeside at Clearwater Center Association, Inc., a Florida non-profit corporation organized under the laws of the State of Florida.

C. "Board" shall mean the duly elected or appointed Board of Directors of the Association.

D. "By-Laws" shall mean the duly adopted By-Laws of the Association, together with all modifications and amendments thereto.

E. "Declaration" on "ECR" shall mean the Easements and Assessments with Covenants and Restrictions for Affecting Lands recorded by the Declarant in the Public Records of Pinellas 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.

F. "Developer" or "Declarant" shall mean Wal-Mart Stores East, LP, a Delaware limited partnership, its successors and assigns ("Wal-Mart"), and Nickel Plate Properties, Inc., a Florida corporation, 1414 W. Swann Ave., Suite 150, Tampa, FL 33606, unless the context indicates otherwise.

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

H. "District" shall mean the Southwest Florida Water Management District.

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

J. "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 Pinellas County, Florida.

K. "Parcel" shall mean any subdivided lot or parcel of land within the Property, whether improved or unimproved.

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

M. "Plat" shall mean any subdivision plat of all or any portion of the Property, which has been or shall be prepared by the Developer and recorded in the Public Records of Pinellas County, Florida, together with all alterations, additions or changes thereto or any replat of all or any portion of the **Exhibit A** Property by the Developer or any successor Developer.

N. "Property" shall mean the real property described in **Exhibit A**.

O. "Surface Water Management System Facilities" shall include, but are 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, underground lines or pipes, manholes, lakes, headwall, or similar facilities, including all lakes, retention areas, culverts and related appurtenances.

P. "Permanent Access Drives" shall mean those certain primary access drives serving the Lakeside at Clearwater Center.

III. PURPOSES

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

A. To perform all the functions, duties and obligations contemplated of the Association in the Declaration.

B. To operate the Association without profit for the benefit of its Members and Owners.

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

D. To perform all functions, duties, and obligations associated with the operation and maintenance of the Surface Water Management System Facilities. Operation and maintenance and re-inspection reporting shall be performed in accordance with the terms and conditions of the Environmental Resource Permit.

E. To perform all functions, duties, and obligations associated with the operation, maintenance, repair and replacement of the Permanent Access Drives and the Shopping Center Signage.

IV. GENERAL POWERS

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

A. To own and convey real and personal property or interests therein.

B. To hold funds for the benefit of the Members for purposes set forth in these Articles of Incorporation and in the By-Laws and Declaration.

C. To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized and to further the interests of the Owners.

D. To establish procedures and policies relating to the governance and operation of the Association and the Surface Water Management System Facilities, as permitted by the District, including all lakes, retention areas, culverts and related appurtenances, as well as establishing procedures and policies relating to wetland mitigation, maintenance, and monitoring.

E. 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 Association.

F. To delegate power or powers where such is deemed in the interest of the Association.

G. To operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the Surface Water Management System Facilities.

H. To enter into, make, perform or carry out contracts and agreements of every kind with any Person to provide for operation and maintenance of the Surface Water Management System Facilities.

I. To operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the Primary Access Roads.

J. To enter into, make, perform or carry out contracts and agreements of every kind with any Person to provide for operation and maintenance of the Primary Access Roads. In the event that Wal-Mart Stores East, LP assumes responsibility for managing the Association, Wal-Mart shall have the right to assign such management and operational obligations to an affiliated entity established by Wal-Mart for such purpose.

K. To fix regular or special assessments to be levied upon the Owners of Parcels and against such Parcels to defray the costs, fees, and capital and non-capital expenditures of the Association and to effectuate the objectives and purposes of the 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 of Incorporation, By-Laws, or Declaration, and to authorize the Board, at 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.

L. To (i) commence actions, suits or proceedings to restrain, prevent, terminate or enjoin any breach or threatened breach of the Declaration, the Articles of Incorporation or By-Laws of the Association, (ii) enforce, by mandatory injunction or otherwise, the provisions of the Declaration or the

Articles of Incorporation or By-Laws of the Association, and (iii) to collect any assessment charge or other amount due to the Association from any Owner of property in Lakeside at Clearwater Center or any person or entity claiming by or through such Owner.

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

N. To create reserves to provide for the deferred maintenance, renovation, rebuilding, reconstruction, replacement, improvement or alteration of any portion of the Surface Water Management System Facilities.

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

P. To separately charge any Owner of property within Lakeside at Clearwater Center when such separate charge is deemed appropriate by the Board and authorized by the Declaration.

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

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

S. 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 Association is organized.

T. To perform all functions, duties, and obligations associated with the operation and maintenance of the Surface Water Management System Facilities. Operation and maintenance and re-inspection reporting shall be performed in accordance with the terms and conditions of the Environmental Resource Permit.

V. TERM

A. The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar property owners' association or a public agency having a similar purpose.

VI. MEMBERS

A. Each Owner, including the Developer, of fee simple title to a Parcel within Lakeside at Clearwater Center shall automatically become a Member of the Association for so long as such ownership continues. Association membership shall be an interest which is appurtenant to fee simple title of a Parcel within the Property and shall not be divisible or transferable separate and apart from ownership of any such Parcel; provided, however, that in the event an 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 Owner and such Person may, upon written notice to the Association, enter into a written agreement pursuant to which the Owner assigns to such Person all or any part of the rights and privileges the Owner is entitled to exercise under these Articles of incorporation or under the Declaration of By-Laws, including the Owner's right to vote. Such assignment of the 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 Owner's rights and privileges relieve the Owner of any of the duties or obligations set forth herein or in the Declaration or By-Laws.

B. The voting rights of Members shall be set forth in the By-Laws.

C. The rights, duties, privileges and obligations of each Member of the Association shall be those set forth herein and in the Declaration and By-Laws, 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 By-Laws of the Association.

VII. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed and directed by a Board of Directors which shall include at least three (3) Directors; and not more than six (6) Directors. Only individuals may serve as Directors. The Board shall consist of an even number of Directors. The By-Laws 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, (iii) the manner in which Directors may be removed from office, and (iv) that each Member shall be entitled to one (1) vote for each acre of the Parcel which is owned by such Member computed as follows:

(1) for each partial acre of the Parcel, if any, which is included within a Parcel, fractional voting corresponding to the fraction of the acre owned by such Member shall be permitted; provided, however, that all such fractions shall be rounded off to the nearest one-tenth of an acre,

(2) in the event title to any Parcel is held in the name of more than one (1) Person, the Owners of such Parcel shall jointly determine the manner in which the vote for such Parcel is to be cast and in no event may the vote relating to any Parcel be split or divided among the persons owning such Parcel and, instead must be voted as a whole by such persons or entities,

(3) if the Owners of any Parcel cannot agree among themselves as to the manner in which their vote is to be cast on the issue submitted to the Members, then no vote shall be counted in respect to such Parcel in connection with such issue,

(4) in no event shall more than one (1) vote per acre included within a Parcel be cast regardless of the number of Persons which owns such Parcel, and

(5) in the event the Owners of any Parcel cannot agree among themselves as to the manner in which their vote is to be cast on the issues submitted to the Members, such Owners shall not be deemed Members "for purposes of determining a quorum or majority vote of the Members."

(The aforesaid rights shall collectively be referred to as the "Voting Rights").

B. The names and address of members of the initial Board who, subject to these Articles of Incorporation and the By-Laws of the Association, shall hold office for the first year of the existence of the Association, or until an election is held by the Members for the election of Directors, or until their successors are elected or appointed and have qualified in accordance with the By-Laws, are as follows:

- (1) Director/President:
Andrew Ingersoll
Nickel Plate Properties, Inc.
1414 W. Swann Ave., Suite 150
Tampa, FL 33606
- (2) Director/Vice President:
Romona West, Wal-Mart Director of Realty Manager
2001 S.E. Tenth Street
Bentonville, AR 72716-5525
- (3) Director/Secretary:
Barri Tulgetske, Wal-Mart Division Manager
2001 S.E. Tenth Street
Bentonville, AR 72716-5525
- (4) Director/Treasurer:
Karen Benson, Wal-Mart Realty Management
2001 S.E. Tenth Street
Bentonville, AR 72716-5525

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VIII. OFFICERS

The officers of the 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 By-Laws. The By-Laws 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.

IX. REGISTERED OFFICE AND REGISTERED AGENT

The name of the Association's registered agent is C T Corporation System and the street address of the corporation's registered office is c/o C T Corporation System, 1200 South Pine Island Road, Plantation, FL 33324. The Association shall keep the Department of State and 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.

(Signature of Registered Agent)

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X. CORPORATE EXISTENCE

The Association shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida; provided, however, if the Association is dissolved, the control or right of access to the easement areas containing the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility or, if such conveyance or dedication is not accepted, then the Association's rights, duties, and obligations with respect to the Surface Water Management System Facilities shall be conveyed to a non-profit corporation similar to the Association.

XI. BY-LAWS

A. The Board shall adopt By-Laws consistent with these Articles. The Association reserves to the Board the right to modify, amend, or rescind the By-Laws 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 Association by these Articles of Incorporation or the By-Laws shall be subject to and subordinate to the reservation set forth above in Paragraph XI.A.

XII. AMENDMENT TO ARTICLES OF INCORPORATION

A. These Articles may be altered, amended or rescinded only, and not otherwise, 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, as provided in the Declaration.

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

C. Any amendment to any provision of these Articles expressly pertaining to or affecting the Surface Water Management System Facilities, or the operation and maintenance of the Surface Water Management System Facilities, shall have either: (i) the prior written approval of the District; or (ii) District permit modification relating to such change or modification.

XIII. ENFORCEMENT

Notwithstanding any enforcement rights contained in the ECR by the Members, the District shall have the right to take necessary enforcement measures against the Association, including maintaining a civil action for injunctive and/or other relief, to compel the Association to correct any outstanding non-compliance of the Surface Water Management System Facilities.

IN WITNESS WHEREOF, these Articles of Incorporation are hereby executed on behalf of
Lakeside at Clearwater Center Association, Inc., this 20th day of May, 2013.

LAKESIDE AT CLEARWATER CENTER
ASSOCIATION, INC.

By: [Signature]
Andrew Ingersoll
Title: President/ Director/Incorporator
1414 W. Swann Avenue, Suite 150
Tampa, FL 33606

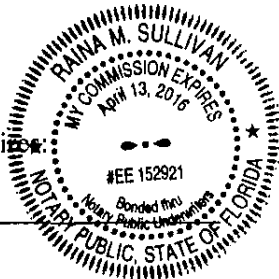
STATE OF FLORIDA)

SS.

COUNTY OF PINELLAS)

The foregoing instrument was acknowledge before me this 10th day of may, 2013,
by Andrew Ingersoll, President/Director of Lakeside at Clearwater Center Association, Inc., a Florida
non-profit corporation, on behalf of the Association.

My Commission Expires:



[Signature]
Signature of Notary Public, State of Florida
Raina M. Sullivan
Print Name of Notary Public

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EXHIBIT "A"

PARCEL 1:

THAT PART OF THE NW 1/4 OF THE NE 1/4 OF THE SE 1/4 OF SECTION 13, TOWNSHIP 29 SOUTH, RANGE 15 EAST, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE NORTH BOUNDARY OF SAID QUARTER SECTION LOCATED 475.6 FEET ALONG SAID BOUNDARY, FROM THE NORTHWEST CORNER OF SAID NE 1/4 OF SE 1/4; THENCE CONTINUING EAST ALONG SAID BOUNDARY, 195.07 FEET MORE OR LESS, TO THE NE CORNER OF NW 1/4 OF NE 1/4 OF SE 1/4; THENCE SOUTH ALONG THE EAST BOUNDARY OF THE NW 1/4 OF NE 1/4 OF SE 1/4, 667.98 FEET, MORE OR LESS TO THE SOUTH CORNER OF SAID NW 1/4 OF NE 1/4 OF SE 1/4; THENCE RUN WEST ALONG THE SOUTH BOUNDARY OF SAID NW 1/4 OF NE 1/4 OF SE 1/4, 206.1 FEET MORE OR LESS TO THE SOUTHEAST CORNER OF A TRACT CONVEYED TO C.D. WALKER AND WIFE, GRACE F. WALKER BY DEED RECORDED IN DEED BOOK 1016, PAGE 329, PUBLIC RECORD OF PINELLAS COUNTY, FLORIDA; AND THENCE NORTH ALONG THE EAST BOUNDARY OF SAID WALKER TRACT, 667.6 FEET, MORE OR LESS TO THE POINT OF BEGINNING.

PARCEL 2:

THE NORTHEAST QUARTER (NE 1/4) OF THE NORTHEAST QUARTER (NE 1/4) OF THE SOUTHEAST QUARTER (SE 1/4) AND THE SOUTH ONE-HALF (S 1/2) OF THE NORTHEAST QUARTER (NE 1/4) OF THE SOUTHEAST QUARTER (SE 1/4) OF SECTION 13, TOWNSHIP 29 SOUTH, RANGE 15 EAST, SUBJECT HOWEVER TO THE RIGHT OF WAY OF THE PUBLIC THOROUGHFARE KNOWN AS GULF-TO-BAY BOULEVARD OVER THE NORTH FIFTY (50) FEET OF SAID NORTH EAST (NE 1/4) AND THE SOUTH FIFTY (50) FEET OF SAID NORTHEAST QUARTER (NE 1/4) OF SAID SOUTHEAST QUARTER (SE 1/4) FOR RIGHT-OF-WAY OF DRUID ROAD (COUNTY ROAD NO. 28) AND THAT PART OF SAID NORTHEAST QUARTER (NE 1/4) OF SOUTHEAST QUARTER (SE 1/4) DESCRIBED IN O. R. BOOK 4564, PAGES 154, 155, AND 156, FOR RIGHT-OF-WAY OF BELCHER ROAD (COUNTY ROAD NO. 28), ALL LYING AND BEING IN PINELLAS COUNTY, FLORIDA.

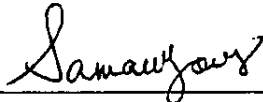
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

RE: Lakeside at Clearwater Center Association, Inc.

Having been named as registered agent to accept service of process in the accompanying Articles of Incorporation for the above-referenced corporation at the place designated in the Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: May 22, 2013

C T CORPORATION SYSTEM

By 

Samantha Jones
Assistant Secretary

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