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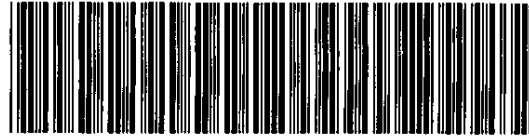
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ADAMS AND REESE LLP

May 9, 2014

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Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Attorneys at Law

Alabama
Florida
Louisiana
Mississippi
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Tennessee
Texas
Washington, DC

Vicki A.W. Melone
Real Estate Paralegal
Direct: 813.227.5525
E-Fax: 813.227.5625
vicki.melone@arlaw.com

Re: Formation of Greenhouse Shoppes Property Owners Association, Inc.
Tampa (Himes); Store#5654
Our File No.: 819583-896

Dear Sir or Madam:

Please find Articles of Incorporation of Greenhouse Shoppes Property Owners Association, Inc., for filing with the Secretary of State along with Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process May be Served as Registered Agent. Also enclosed please find our firm check in the amount of \$78.75 for the fees associated with filing the enclosed Articles of Incorporation and request for certified copy (duplicate original enclosed) for the above named entity. Please provide the certified copy 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

FILED
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DIVISION OF CORPORATIONS
14 MAY 12 PM 12:03

**ARTICLES OF INCORPORATION
FOR
GREENHOUSE SHOPPES PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the corporation shall be GREENHOUSE SHOPPES PROPERTY OWNERS ASSOCIATION, INC., and shall at times be referred to as the "Association" herein.

**ARTICLE 2
INITIAL REGISTERED OFFICE; ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of the Association shall be at 340 Royal Poinciana Way, Suite 316, Palm Beach, Florida 33480, and the initial registered agent at that address shall be TSO Agent Services, LLC, a Florida limited liability company. The Association shall have the privilege from time to time of locating or relocating its registered office at other places within the State of Florida designated by votes or written approvals of a majority of the Board.

**ARTICLE 3
PURPOSE**

The primary objects and purposes of the Association are (i) to provide an entity to own, manage, operate, maintain, repair and reconstruct certain "Surface Water Management System" facilities for Greenhouse Shoppes, a retail shopping center located at the intersection of Hillsborough and Himes Avenues in Tampa, Hillsborough County, Florida (the "Shopping Center") which System shall include, but not be 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 as described in that certain Amended and Restated Easements with Covenants and Restrictions Affecting Land ("ECR") and that certain Property Owners Association Supplement to ECR ("POA Agreement"), both having Effective Dates as of their recordation in the public records of Hillsborough County, Florida, by and between Wal-Mart Stores East, L.P., a Delaware limited partnership ("Wal-Mart"), and Abaco-Greenhouse, Inc., a Florida corporation ("Developer"), affecting Shopping Center real property, and (ii) to perform such other duties, functions and responsibilities of the Association as may be set forth in said ECR and POA Agreement, as the same may be lawfully amended and/or further supplemented from time to time.

All of the 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 Association may inure to the benefit of any individual Member or any other person. The Association may however, reimburse its Members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association, to the extent permitted by Section 528 of the Code or other applicable provisions of the Code and federal and state law.

ARTICLE 4 DEFINITIONS

These Articles of Incorporation shall at times be referred to as the "Articles" herein, the Bylaws of the Association as the "Bylaws," and Chapter 617, Florida Statutes (entitled "Corporations Not for Profit"), as the "Act." Other capitalized terms used but not defined in these Articles shall have the respective meanings ascribed to them by the ECR or the POA Agreement.

ARTICLE 5 POWERS

5.1 The powers of the Association shall be all powers of a corporation not for profit pursuant to the Act Chapter 617, Florida Statutes, and the laws of the State of Florida including, without limitation, the following specific powers and duties:

(a) To own, protect, maintain, repair, operate, maintain, repair and reconstruct the Surface Water Management System facilities as may be required by any applicable environmental resource permit issued with respect to the Shopping Center by the Southwest Florida Water Management District ("SWFWMD");

(b) To acquire, own, hold, improve, maintain, repair, replace, reconstruct, convey, sell, lease, transfer and otherwise dispose of property of any kind or nature, including, without limitation, the grant or conveyance of an easement interest in said property;

(c) To promulgate or establish rules and regulations ("Association Rules") relating to the use, operation, maintenance and repair of the Surface Water Management System facilities for the Shopping Center in a manner consistent with the ECR, the POA Agreement, these Articles, the Bylaws, and any applicable governmental regulations, laws and permits;

(d) To enforce by legal means the ECR, the POA Agreement, these Articles, the Bylaws and the Association Rules;

(e) To levy, collect and enforce assessments as provided in the ECR and/or the POA Agreement to defray the costs, expenses and losses of the Association in exercising its powers and performing its duties as required hereunder or under the ECR and/or the POA Agreement;

(f) To sue and be sued;

(g) To enter contracts for services to provide for the operation, management and/or maintenance of the Surface Water Management System facilities for the Shopping Center and any other property of the Association, and/or other property and facilities for which the Association has assumed responsibility for management or maintenance, and (except as may be proscribed or limited by the ECR, the POA Agreement or applicable law) to delegate functions of the Association in connection therewith;

(h) To contract for and maintain such policy or policies of insurance as may be required by the ECR, the POA Agreement or applicable law, or as the Board deems necessary or desirable;

(i) To reconstruct Surface Water Management System facilities after casualty in a manner consistent with the ECR and the POA Agreement; and

(j) To exercise such other power or authority to do and perform every act or thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein or as may be permitted by applicable law, and otherwise consistent with or as contemplated by the ECR, the POA Agreement, these Articles, or the Bylaws.

- 5.2 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of these Articles and of the ECR, the POA Agreement, the Bylaws, and the applicable laws of the State of Florida.

ARTICLE 6 MEMBERS

- 6.1 Membership. The Members of the Association shall consist of all of the record title Owners of real property within the Shopping Center at any given time, such membership to be appurtenant to and inseparable from ownership of such real property, each such Owner's membership in the Association being mandatory and automatic during the period of ownership of real property within the Shopping Center.
- 6.2 Assignment. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the real property within the Shopping Center for which such share is held.
- 6.3 Voting. Voting shall be governed by the ECR, the POA Agreement and the Bylaws, subject to Articles 12 and 13 hereof.

ARTICLE 7 INCORPORATOR

The name and address of the Incorporator of this Association is: Marilyn Mullen Healy, Esquire, Adams and Reese LLP, 101 East Kennedy Blvd., Suite 4000, Tampa, FL 33602.

ARTICLE 8 TERM OF EXISTENCE

- 8.1 Existence of the Association shall commence with the filing of these Articles with the Florida Secretary of State.
- 8.2 Once commenced, the existence of the Association shall be perpetual unless (subject to Section 8.4 below) terminated, dissolved or liquidated.
- 8.3 The Association may only be terminated by the approval of the Members holding two-thirds (2/3) of the votes, voting in person or by proxy at duly called meeting at which a

quorum is present, or by the written approval of Members holding two-thirds (2/3) of all the votes.

- 8.4 In the event of termination, dissolution or final liquidation of the Association, all of the Association's interest in, and responsibility for the operation and maintenance of, the Surface Water Management System facilities for the Shopping Center must be conveyed, transferred or dedicated to and accepted by an appropriate governmental unit, public utility or a non-profit entity similar to the Association, with such conveyance, transfer or dedication to be approved by SWFWMD (or any successor agency[ies] exercising jurisdiction, similar to that of SWFWMD as of the adoption of these Bylaws, over facilities like the Surface Water Management System for the Shopping Center) prior to such termination, dissolution or liquidation. At the time of such conveyance, transfer or dedication, the Association's interest in the Surface Water Management System facilities for the Shopping Center shall be dedicated or conveyed to the transferee.

ARTICLE 9 OFFICERS

- 9.1 Officers of the Association, and the duties and qualifications of such officers, may be provided for in the Bylaws. Such officers shall administer the affairs of the Association, serve at the pleasure of the Board, and be elected, appointed and removed by the Board as may be provided in the Bylaws or, if not provided therein, then pursuant to the Act.
- 9.2 Alternatively, the Board may designate from time to time one or more directors to perform such acts and functions as might otherwise be performed by elected or appointed corporate officers.

ARTICLE 10 DIRECTORS

- 10.1 Number and Qualification. The property, business and affairs of the Association shall be managed by the Board of Directors, consisting of not less than three (3) and not more than five (5) directors. Directors need not be Members of the Association.
- 10.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the ECR, the POA Agreement, these Articles and the Bylaws shall be cumulative (subject to Article 12 below), and shall be exercised exclusively by the Board or its corporate officers, agents, contractors or employees.
- 10.3 Election and Removal.
- (a) Election of Directors. Directors shall be elected by the vote of Members holding a majority of the total voting rights of all Members.
- (b) Removal of Directors. Directors may be removed, and vacancies on the Board shall be filled, in the manner provided by the Bylaws or, if not provided therein, then pursuant to the Act.
- 10.4 Initial Board of Directors. The initial Board of Directors shall be comprised of three (3) directors, whose names and addresses are:

- (1) Director/President:
Craig A. Mueller
340 Royal Poinciana Way, Suite 316
Palm Beach, FL 33480
- (2) Director/Secretary:
Barri Tulgetske, Wal-Mart Division Manager
2001 S.E. Tenth Street
Bentonville, AR 72716-5525
- (3) Director/Treasurer:
Quick Mack, Wal-Mart Realty Management
2001 S.E. Tenth Street
Bentonville, AR 72716-5525

ARTICLE 11 BYLAWS

The first Bylaws of the Association shall be adopted by the Board, and may be amended by a supermajority vote of two thirds (2/3) of the whole Board, or, failing the achievement of such a supermajority in any instance that an amendment is proposed and voted upon by the Board, in accordance with the pertinent provisions of the Act; provided, however that, unless the Board obtains the unanimous consent of the Members, neither the Bylaws nor any amendment thereof shall contain any provision which is inconsistent with the ECR or the POA Agreement.

ARTICLE 12 AMENDMENTS; RESOLUTION OF CONFLICTS

Amendments to these Articles shall be proposed and adopted in accordance with the pertinent provisions of the Act. For purposes of these Articles, in the event of conflict, these Articles shall control over the ECR and the Bylaws, and the ECR shall control over the Bylaws; provided, however, unless the Board obtains the unanimous consent of the Members, neither these Articles, nor any amendment thereto, shall contain any provision which is inconsistent with the ECR or the POA Agreement.

ARTICLE 13 MEETINGS

Meetings of the Members or the Board may be noticed in any manner permitted by the Act. Any actions that may be taken at such meetings may be taken by any alternative manner or means permitted by the Act. Accordingly, except as otherwise provided by the Act:

(a) any action which may be taken at any meeting of the Members may be taken without a meeting, without prior notice and without a vote if the action is taken by the Members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all Members entitled to vote on such action were present and voted;

(b) any action which may be taken at any meetings of the Board may be taken without a meeting, without prior notice and without a vote if the action is taken by the directors entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all directors entitled to vote on such action were present and voted; and,


(c) any or all Members may participate in any meeting of the Members, and any or all directors may participate in any meeting of the Board, through the use of any means of communication by which all participants may simultaneously hear each other during the meeting.

ARTICLE 14 PRINCIPAL AND MAILING ADDRESSES

14.1 The principal and mailing address of the Association shall at all times be within the State of Florida.

14.2 The initial principal and mailing address of the Association is: Abaco-Greenhouse, Inc., c/o Sterling Retail Services, Inc., 340 Royal Poinciana Way, Suite 316, Palm Beach, Florida 33480 Attn: Craig A. Mueller.

IN WITNESS WHEREOF, the Incorporator has signed these Articles as of the day and year set forth below.


Marilyn Mullen Healy - Incorporator

Dated this 3rd day of May, 2014

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

In compliance with the laws of Florida, the following is submitted:

That, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Palm Beach, State of Florida, the Association named in the said Articles has named TSO Agent Services, LLC, a Florida limited liability company, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Registered Agent:

TSO AGENT SERVICES, INC., a Florida
limited liability company

By: 

Name: Craig Mueller

Title: Manager

DATED this 30 day of April, 2014