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Adams and Reese LLP

Requester's Name

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Address

Tallahassee FL 878-2411

City/State/Zip

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Ulmerton Shoppes Association, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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NEW FILINGS

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

APPROVED
AND
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14 OCT -6 AM 8:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
ULMERTON SHOPPES ASSOCIATION, INC.**

I. NAME AND ADDRESS

The name of this corporation shall be Ulmerton Shoppes Association, Inc. (the "Association").

The address of the Association shall be c/o Wal-Mart Stores East, L.P., 2001 S.E. 10th Street, Bentonville, AR 72716-5525 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 Ulmerton Shoppes 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 at Official Records Book 18072, Pages 1392 to 1450 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"), BDG Ulmerton, LLC, a Florida limited liability company ("BDG") and Ulmerton Crossings, LLC, a Florida limited liability company ("UC"), their successors and assigns, 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.

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.

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, replacement, and ownership of the underlying real property of the "Multi-Tenant Monument Sign" identified on Exhibit K to the Declaration, referred to as Tract A on the plat of the property, and described more particularly on Exhibit B hereto.

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 and the "Multi-Tenant Monument Sign" identified on Exhibit K to the Declaration. Without limiting the generality of the foregoing sentence, the Owner of the Wal-Mart Tract shall erect the Multi-Tenant Monument Sign and the respective Owners of the Wal-Mart Tract (as defined in the Declaration and referred to on the plat of Property as Lot 3) and Commercial Tract 2 (as defined in the Declaration and referred to on the plat of the Property as Lot 2) shall install their respective panels on the Multi-Tenant Monument Sign. The Association shall be entitled to determine the allocation of square footage between Owners, and the placement of signage, on the Multi-Tenant Monument Sign. The Association shall maintain the Multi-Tenant Monument Sign and the Owners of the Wal-Mart Tract (also known as Lot 3) and Commercial Tract 2 (also known as Lot 2) shall each be responsible for its pro-rata share, based on the square footage allocated to such Owner on the Multi-Tenant Monument Sign, regardless of whether such Owner is actually using the square footage allocated to such Owner, of any assessments of the Association related to the operation, maintenance, repair, replacement, or ownership of the underlying real property of the

Multi-Tenant Monument Sign. No other sign(s) may be erected on the underlying real property of the Multi-Tenant Monument Sign identified on Exhibit K to the Declaration and described in more particularity on **Exhibit B** hereto without the approval of the Owners of both the Wal-Mart Tract (also known as Lot 3) and Commercial Tract 2 (also known as Lot 2) and any required approvals of the City of Largo. All other signage located on the Property shall be governed by the development order or orders approved by the City of Largo for the Property or any Parcel. No sign shall be located on the Property except signs advertising businesses conducted on or within the Property. No signs shall obstruct the ingress and egress shown on any exhibit to the Declaration. Signs located on the Property shall not contain images or words that are offensive to the ordinary reasonable person (whether cloaked in images, words, or phrases carrying double meanings).

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. 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.

J. To fix regular or special assessments (provided that the Association shall provide at least 15 days prior notice to the Owners of each Parcel of the imposition of any special assessment in an amount which exceeds \$10,000 with respect to any Parcel) to be levied upon the Owners of Parcels and against such Parcels in accordance with the Declaration and these Articles of Incorporation, 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, 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.

K. 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 Ulmerton Shoppes or any person or entity claiming by or through such Owner.

L. 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, consistent with the provisions of the ECR and these Articles of Incorporation.

M. 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.

N. 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 ensure full, complete and continuing compliance with the Declaration, these Articles of Incorporation and the By-Laws.

O. To separately charge any Owner of property within Ulmerton Shoppes when such separate charge is deemed appropriate by the Board and authorized by the Declaration.

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

Q. 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.

R. 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.

S. 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 Ulmerton Shoppes 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, which shall provide 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."

(6) Notwithstanding the voting allocations set forth above, or any other provision of these Articles, for so long as Wal-Mart (or an affiliate of Wal-Mart's) is the fee owner or lessee of the Wal-Mart Tract (also known as Lot 3), if Wal-Mart's relative proportional ownership of the aggregate square acreage in the Wal-Mart Tract (also known as Lot 3) and the other Parcels combined is fifty percent (50%) or less, Wal-Mart shall be entitled to cast fifty-one percent (51%) of the votes (or seventy-five percent (75%) in the case that a supermajority vote is required) in the Association and may delegate such right to a third-party management company or individual department or division within Wal-Mart. (The aforesaid rights shall be collectively be referred to as the "Voting Rights").

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)

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:
Romona West, Wal-Mart Director of Realty Manager
2001 S.E. Tenth Street
Bentonville, AR 72716-5525
- (2) Director/Vice President:
Carlos Yepes
Belleair Development Group
6654 78th Ave. N
Pinellas Park, FL 33781
- (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

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 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.

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
Ulmerton Shoppes Association, Inc., this 25 day of September, 2014.

ULMERTON SHOPPES ASSOCIATION, INC.

By: [Signature]
Quick Mack
Title: Incorporator
2001 S.E. Tenth Street
Bentonville, AR 72716-5525

STATE OF ARKANSAS)
COUNTY OF BENTON)

The foregoing agreement was executed and acknowledged before me this 25 day of September, 2014 by Quick Mack, Incorporator of ULMERTON SHOPPES ASSOCIATION, INC., who is ☒ is personally known to me or ☐ produced a driver's license as identification.

(SEAL)

Ronda Gail Carroll
Notary Public
My Commission Expires:

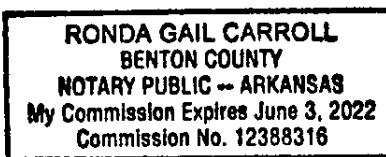


EXHIBIT "A"

COMMERCIAL TRACT 2 (also known as Lot 2)

ALL THAT CERTAIN PIECE, PARCEL OR TRACT OF LAND, SITUATE, LYING AND BEING A PORTION OF LOTS 1 AND 2 OF PINELLAS GROVES SUBDIVISION OF THE NORTHEAST ¼ OF SECTION 11, TOWNSHIP 30 SOUTH, RANGE 15 EAST, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 1, PAGE 55 OF THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS, TO WIT:

COMMENCING FOR REFERENCE AT THE NORTHEAST CORNER OF SAID SECTION 11, TOWNSHIP 30 SOUTH, RANGE 15 EAST THENCE, BEARING NORTH 88°40'43" WEST, ALONG THE NORTH BOUNDARY OF SAID SECTION 11 (THE CENTERLINE OF ULMERTON ROAD - STATE ROAD NO. 688) A DISTANCE OF 339.22 FEET TO A POINT; THENCE LEAVING THE NORTH LINE OF SECTION 11, BEARING SOUTH 01°19'17" WEST, A DISTANCE OF 100.00 FEET TO THE NORTHWEST CORNER OF LOT 1, EXXON 4-4861, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 108, PAGE 11 OF THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA; THENCE, BEARING SOUTH 00°04'19" WEST, ALONG THE WEST LINE OF SAID LOT 1, EXXON 4-4861 AND THE SOUTHERLY EXTENSION THEREOF; A DISTANCE OF 307.98 FEET TO THE POINT AND PLACE OF BEGINNING OF THE HEREIN DESCRIBED PARCEL;

THENCE, BEARING SOUTH 89°49'25" EAST, A DISTANCE OF 280.57 FEET TO A POINT ON THE WEST RIGHT OF WAY LINE OF STARKEY ROAD (C.R. 136);

THENCE, BEARING SOUTH 00°10'44" WEST, ALONG SAID WEST RIGHT OF WAY LINE, A DISTANCE OF 221.33 FEET TO A POINT;

THENCE, LEAVING SAID WEST RIGHT OF WAY LINE, BEARING NORTH 89°49'25" WEST, A DISTANCE OF 300.12 FEET TO A POINT;

THENCE, BEARING NORTH 00°10'35" EAST, A DISTANCE OF 221.33 FEET TO A POINT;

THENCE, BEARING SOUTH 89°49'25" EAST, A DISTANCE OF 19.56 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PREMISES CONTAIN AN AREA OF 66,429 SQUARE FEET OR 1.52 ACRES, MORE OR LESS. SUBJECT TO ALL EASEMENTS, CONDITIONS AND RESTRICTIONS AS CONTAINED WITHIN THE CHAIN OF TITLE.

AND

28874886.1
Wal-Mart/Largo Starkey
Store #4141

COMMERCIAL TRACT 4 (also known as Lot 4)

ALL THAT CERTAIN PIECE, PARCEL OR TRACT OF LAND, SITUATE, LYING AND BEING IN SECTION 11, TOWNSHIP 30 SOUTH, RANGE 15 EAST OF THE TALLAHASSEE BASE MERIDIAN, PINELLAS COUNTY, FLORIDA.

SAID LANDS BEING A PORTION OF LOTS 2 AND 3 OF PINELLAS GROVES SUBDIVISION OF THE NORTHEAST ¼ OF SECTION 11, TOWNSHIP 30 SOUTH, RANGE 15 EAST, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 1, PAGE 55 OF THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS, TO WIT:

COMMENCING FOR REFERENCE AT THE NORTHEAST CORNER OF SAID SECTION 11, TOWNSHIP 30 SOUTH, RANGE 15 EAST THENCE, BEARING NORTH 88°40'43" WEST, ALONG THE NORTH BOUNDARY OF SAID SECTION 11 (THE CENTERLINE OF ULMERTON ROAD - STATE ROAD NO. 688) A DISTANCE OF 864.14 FEET TO A POINT; THENCE, LEAVING SAID NORTH LINE OF SECTION 11, BEARING SOUTH 00°08'31" EAST, A DISTANCE OF 72.02 FEET TO A POINT ON THE SOUTH RIGHT OF WAY LINE OF ULMERTON ROAD - STATE ROAD NO. 688; THENCE, BEARING SOUTH 88°40'43" EAST, ALONG SAID SOUTH RIGHT OF WAY LINE, A DISTANCE OF 135.05 FEET TO THE POINT AND PLACE OF BEGINNING OF THE HEREIN DESCRIBED PARCEL;

THENCE, CONTINUE SOUTH 88°40'43" EAST ALONG SAID RIGHT OF WAY LINE, A DISTANCE OF 23.33 FEET TO A POINT; THENCE, BEARING SOUTH 00°08'22" EAST, ALONG SAID RIGHT OF WAY LINE, A DISTANCE OF 14.43 FEET TO A POINT; THENCE, BEARING SOUTH 88°40'43" EAST, ALONG SAID RIGHT OF WAY LINE, A DISTANCE OF 177.02 FEET TO A POINT; THENCE, LEAVING SAID RIGHT OF WAY LINE, BEARING SOUTH 00°10'35" WEST, A DISTANCE OF 152.29 FEET TO A POINT; THENCE, BEARING NORTH 89°49'25" WEST, A DISTANCE OF 27.00 FEET TO A POINT; THENCE, BEARING SOUTH 00°10'35" WEST, A DISTANCE OF 17.50 FEET TO A POINT; THENCE, BEARING NORTH 89°49'25" WEST, A DISTANCE OF 172.34 FEET TO A POINT; THENCE, BEARING NORTH 00°08'31" WEST, A DISTANCE OF 188.23 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PREMISES CONTAIN AN AREA OF 34,192 SQUARE FEET OR 0.78 ACRES, MORE OR LESS. SUBJECT TO ALL EASEMENTS, CONDITIONS AND RESTRICTIONS AS CONTAINED WITHIN THE CHAIN OF TITLE.

AND

OUTPARCEL TRACT (also known as Lot 1)

ALL THAT CERTAIN PIECE, PARCEL OR TRACT OF LAND, SITUATE, LYING AND BEING ALL OF LOT 1, EXXON 4-4861, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 108, PAGE 11 OF THE PUBLIC RECORDS OF PINELLAS COUNTY AND ALSO BEING A PORTION OF LOTS 1 AND 2 OF PINELLAS GROVES SUBDIVISION OF THE NORTHEAST ¼ OF SECTION 11, TOWNSHIP 30 SOUTH, RANGE 15 EAST, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 1, PAGE 55 OF THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS, TO WIT:

COMMENCING FOR REFERENCE AT THE NORTHEAST CORNER OF SAID SECTION 11, TOWNSHIP 30 SOUTH, RANGE 15 EAST THENCE, BEARING NORTH 88°40'43" WEST, ALONG THE NORTH BOUNDARY OF SAID SECTION 11 (THE CENTERLINE OF ULMERTON ROAD - STATE ROAD NO. 688) A DISTANCE OF 339.22 FEET TO A POINT; THENCE LEAVING THE NORTH LINE OF SECTION 11, BEARING SOUTH 01°19'17" WEST, A DISTANCE OF 100.00 FEET TO THE NORTHWEST CORNER OF LOT 1, EXXON 4-4861, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 108, PAGE 11 OF THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA AND THE POINT OF BEGINNING OF THE HEREIN DESCRIBED PARCEL;

THENCE, BEARING SOUTH 88°40'43" EAST, ALONG THE NORTH LINE OF SAID LOT 1, A DISTANCE OF 279.60 FEET TO A POINT ON THE WEST RIGHT OF WAY LINE OF STARKEY ROAD (C.R. 136);

SAID POINT BEING THE BEGINNING OF A NON TANGENT CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 50.00 FEET, A CENTRAL ANGLE OF 14°30'55", A CHORD LENGTH OF 12.63 FEET BEARING SOUTH 07°04'43" EAST;

THENCE, SOUTHERLY ALONG THE ARC OF SAID CURVE AND SAID WEST RIGHT OF WAY LINE, A DISTANCE OF 12.67 FEET TO A POINT;

THENCE, BEARING SOUTH 00°10'44" WEST, ALONG SAID WEST RIGHT OF WAY LINE, A DISTANCE OF 289.86 FEET TO A POINT;

THENCE, LEAVING SAID WEST RIGHT OF WAY LINE, BEARING NORTH 89°49'25" WEST, A DISTANCE OF 280.57 FEET TO A POINT;

THENCE, BEARING NORTH 00°04'19" EAST, A DISTANCE OF 307.98 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PREMISES CONTAIN AN AREA OF 85,703 SQUARE FEET OR 1.97 ACRES, MORE OR LESS. SUBJECT TO ALL EASEMENTS, CONDITIONS AND RESTRICTIONS AS CONTAINED WITHIN THE CHAIN OF TITLE.

AND

WALMART TRACT (also known as Lot 3)

ALL THAT CERTAIN PIECE, PARCEL OR TRACT OF LAND, SITUATE, LYING AND BEING IN SECTION 11, TOWNSHIP 30 SOUTH, RANGE 15 EAST OF THE TALLAHASSEE BASE MERIDIAN, PINELLAS COUNTY, FLORIDA.

SAID LANDS BEING A PORTION OF LOTS 1, 2 AND 3 OF PINELLAS GROVES SUBDIVISION OF THE NORTHEAST ¼ OF SECTION 11, TOWNSHIP 30 SOUTH, RANGE 15 EAST, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 1, PAGE 55 OF THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS, TO WIT:

COMMENCING FOR REFERENCE AT THE NORTHEAST CORNER OF SAID SECTION 11, TOWNSHIP 30 SOUTH, RANGE 15 EAST THENCE, BEARING NORTH 88°40'43" WEST, ALONG THE NORTH BOUNDARY OF SAID SECTION 11 (THE CENTERLINE OF ULMERTON ROAD - STATE ROAD NO. 688) A DISTANCE OF 339.22 FEET TO A POINT; THENCE LEAVING THE NORTH LINE OF SECTION 11, BEARING SOUTH 01°19'17" WEST, A DISTANCE OF 100.00 FEET TO THE NORTHWEST CORNER OF LOT 1, EXXON 4-4861, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 108, PAGE 11 OF THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA AND THE POINT OF BEGINNING OF THE HEREIN DESCRIBED PARCEL; THENCE, BEARING SOUTH 00°04'19" WEST, ALONG THE WEST LINE AND SOUTHERLY EXTENSION THEREOF OF SAID LOT 1, EXXON 4-4861, A DISTANCE OF 307.98 FEET TO A POINT; THENCE, BEARING NORTH 89°49'25" WEST, A DISTANCE OF 19.56 FEET TO A POINT; THENCE, BEARING SOUTH 00°10'35" WEST, A DISTANCE OF 221.33 FEET TO A POINT; THENCE, BEARING SOUTH 89°49'25" EAST, A DISTANCE OF 300.12 FEET TO A POINT ON THE WESTERLY RIGHT OF WAY LINE OF STARKEY ROAD (COUNTY ROAD NO. 136); THENCE, BEARING SOUTH 00°10'44" WEST ALONG SAID WESTERLY RIGHT OF WAY LINE OF STARKEY ROAD (COUNTY ROAD NO. 136), A DISTANCE OF 44.00 FEET TO A POINT ON THE SOUTH LINE OF AFORESAID LOT 1, OF PINELLAS GROVES SUBDIVISION; THENCE LEAVING SAID WESTERLY RIGHT OF WAY LINE BEARING NORTH 88°42'39" WEST, ALONG THE SOUTH LINE OF LOTS 1, 2 AND 3 OF PINELLAS GROVES SUBDIVISION, A DISTANCE OF 960.42 FEET TO THE SOUTHWEST CORNER OF SAID LOT 3, PINELLAS GROVES SUBDIVISION; THENCE, BEARING NORTH 00°08'31" WEST, ALONG THE WEST LINE OF SAID LOT 3, A DISTANCE OF 250.08 FEET TO A POINT; THENCE, LEAVING SAID WEST LINE, BEARING SOUTH 88°42'39" EAST, A DISTANCE OF 130.04 FEET TO A POINT; THENCE, BEARING NORTH 00°08'31" WEST, A DISTANCE OF 346.17 FEET TO A POINT ON THE SOUTH RIGHT OF WAY LINE OF ULMERTON ROAD - STATE ROAD NO. 688; THENCE, BEARING SOUTH 88°40'43" EAST, ALONG THE SOUTH RIGHT OF WAY LINE OF ULMERTON ROAD - STATE ROAD NO. 688, A DISTANCE OF 30.01 FEET TO A POINT; THENCE, LEAVING SAID RIGHT OF WAY LINE, BEARING SOUTH 00°08'31"

EAST, A DISTANCE OF 220.84 FEET TO A POINT; SAID POINT BEING THE BEGINNING OF A CURVE CONCAVE NORTHEASTERLY, HAVING A RADIUS OF 30.00 FEET, A CENTRAL ANGLE OF 88°32'12", A CHORD LENGTH OF 41.88 FEET BEARING SOUTH 44°24'37" EAST; THENCE, SOUTHEASTERLY ALONG THE ARC OF SAID CURVE, A DISTANCE OF 46.36 FEET TO A POINT; THENCE, BEARING SOUTH 88°40'43" EAST, A DISTANCE OF 105.80 FEET TO A POINT; THENCE, BEARING NORTH 00°08'31" WEST, A DISTANCE OF 61.85 FEET TO A POINT; THENCE, BEARING SOUTH 89°49'25" EAST, A DISTANCE OF 172.34 FEET TO A POINT; THENCE, BEARING NORTH 00°10'35" EAST, A DISTANCE OF 17.50 FEET TO A POINT; THENCE, BEARING SOUTH 89°49'25" EAST, A DISTANCE OF 27.00 FEET TO A POINT; THENCE, BEARING NORTH 00°10'35" EAST, A DISTANCE OF 152.29 FEET TO A POINT ON THE SOUTH RIGHT OF WAY LINE OF ULMERTON ROAD - STATE ROAD NO. 688; THENCE, BEARING SOUTH 88°40'43" EAST ALONG THE SOUTH RIGHT OF WAY LINE OF ULMERTON ROAD - STATE ROAD NO. 688, A DISTANCE OF 60.99 FEET TO A POINT; THENCE, LEAVING SAID SOUTH RIGHT OF WAY LINE, BEARING SOUTH 01°19'17" WEST, A DISTANCE OF 13.57 FEET TO A POINT; THENCE, BEARING SOUTH 88°40'43" EAST, A DISTANCE OF 126.32 FEET TO THE POINT OF BEGINNING.

THE ABOVE DESCRIBED PREMISES CONTAIN AN AREA OF 293,514 SQUARE FEET OR 6.74 ACRES, MORE OR LESS. SUBJECT TO ALL EASEMENTS, CONDITIONS AND RESTRICTIONS AS CONTAINED WITHIN THE CHAIN OF TITLE.

EXHIBIT "B"

LEGAL DESCRIPTION OF PARCEL OWNED BY THE ASSOCIATION (also known as Tract A):

A PART OF LOT 2 OF PINELLAS GROVES SUBDIVISION OF THE NORTHEAST 1/4 OF SECTION 11, TOWNSHIP 30 SOUTH, RANGE 15 EAST, PINELLAS COUNTY, FLORIDA, AS RECORDED IN PLAT BOOK 1, PAGE 55, OF THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF SAID SECTION 11, THENCE N88°40'43"W, A DISTANCE OF 465.54 FEET, ALONG THE NORTH LINE OF SAID SECTION 11 (ALSO BEING THE CENTERLINE OF ULMERTON ROAD - STATE ROAD NO. 688); THENCE DEPARTING SAID NORTH LINE, S01°19'17"W, 86.42 FEET TO A POINT ON THE EXISTING SOUTH RIGHT-OF-WAY LINE OF STATE ROAD 688 (ULMERTON ROAD) AS PER FLORIDA DEPARTMENT OF TRANSPORTATION SECTION 15120-2502 RIGHT OF WAY MAP; THENCE N88°40'43"W, ALONG SAID SOUTH RIGHT-OF-WAY LINE, A DISTANCE OF 30.98 FEET FOR A POINT OF BEGINNING; THENCE DEPARTING SAID SOUTH RIGHT-OF-WAY LINE, S00°10'35"W, A DISTANCE OF 30.01 FEET; THENCE N88°40'43"W, A DISTANCE OF 30.01 FEET; THENCE N00°10'35"E, A DISTANCE OF 30.01 FEET TO A POINT ON THE AFOREMENTIONED SOUTH RIGHT-OF-WAY LINE; THENCE S88°40'43"E, ALONG SAID SOUTH RIGHT-OF-WAY LINE, A DISTANCE OF 30.01 FEET TO THE POINT OF BEGINNING.

CONTAINING 900 SQUARE FEET, MORE OR LESS.

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

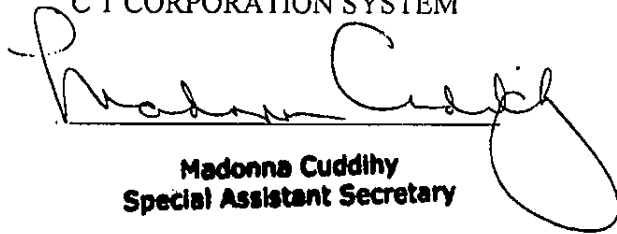
The undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is Ulmerton Shoppes Association, Inc.
2. The name and address of the registered agent and office is:

C T Corporation System
1200 South Pine Island Road, Plantation, Florida 33324

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered 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.

C T CORPORATION SYSTEM


Madonna Cuddihy
Special Assistant Secretary

Date: August 6, 2014

APPROVE
AND
FILED

14 OCT -6 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA