

N95000001748

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
A PARTNERSHIP (INCLUDING PROFESSIONAL ASSOCIATIONS)

20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 421-3200
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April 5, 1995

RECEIVED
SECRETARY OF STATE
CORPORATIONS
APR 10 2 24 PM '95
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***122.50 ***122.50

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation/Weatherking Retail Center
Property Owners' Association, Inc.

Dear Sir/Madam:

Enclosed herewith please find Articles of Incorporation of
Weatherking Retail Center Property Owners' Association, Inc. which
I request you file with the Secretary of State at your earliest
convenience.

I have enclosed this firm's check made payable to the order of
the Secretary of State in the amount of \$122.50.

After the Articles have been filed, please send me a certified
copy of same in the stamped, self-addressed envelope enclosed for
your convenience.

Should you have any questions, please call me. Thanking you
for your assistance and anticipated cooperation in this matter, I
am

Very truly yours,

Beverly B. Smith

Beverly B. Smith
Legal Assistant to
James G. Willard

bbs
Enclosure

AMSTERDAM OFFICE
EUROPA BOULEVARD 54
1054 AD AMSTERDAM
THE NETHERLANDS
TELEPHONE 011 31 20 661 0969
FACSIMILE 011 31 20 662 1475

KEY LARGO OFFICE
OCEAN REEF CLUB
11 OCEAN REEF DRIVE
SUITE A206
OCEAN REEF PLAZA
KEY LARGO, FLORIDA 33037
TELEPHONE (305) 872 2991

LONDON OFFICE
46 NOTTINGHAM STREET
LONDON W1V 6UJ ENGLAND
TELEPHONE 011 44 21 493 4640
FACSIMILE 011 44 21 493 4739

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH RINE AVENUE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 456 6300
BROWARD (305) 467 8841
FACSIMILE (305) 381 9992

WEST PALM BEACH OFFICE
ONE CLEARLAKE CENTRE SUITE 500
270 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P.O. BOX 1555
WEST PALM BEACH, FLORIDA 33402-3555
TELEPHONE (407) 535 8500
FACSIMILE (407) 650 8530

ARTICLES OF INCORPORATION
OF
WEATHERKING RETAIL CENTER PROPERTY OWNERS' ASSOCIATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 27. AM 10:24

The undersigned incorporator, being a natural person and competent to contract, subscribes to these Articles of Incorporation to form a corporation not for profit under Chapter 617 of the Florida Statutes, the Florida Not for Profit Corporation Act. All capitalized terms used herein shall have the same meanings set forth for them in the Weatherking Retail Center Declaration of Easements, Covenants and Restrictions executed on even date herewith, to be recorded in the Public Records of Orange County, Florida, as amended from time to time (the "Declaration").

ARTICLE I

Name. The name of this corporation is:

WEATHERKING RETAIL CENTER PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE II

Term of Existence. This corporation shall have perpetual existence.

ARTICLE III

Purposes. This corporation is organized for the following purposes which are not for pecuniary profit: (i) to acquire, construct and maintain and care for the Common Areas and improvements thereon; (ii) to promote the health, safety and welfare of the occupants of the property subject to the Declaration; and (iii) to have such additional purposes and exercise such additional powers as are conferred upon the Association by the Declaration and by law.

ARTICLE IV

Membership. Every person or entity who is a record owner of a fee simple interest or undivided fee simple interest in any Lot (inclusive of any contract seller), shall be a Member of the corporation; provided, that any such person or entity holding such interest merely as security for the performance of an obligation shall not be Member. Membership shall be appurtenant to the Lot giving rise to such Membership and shall not be assigned, transferred, pledged, hypothecated, conveyed or alienated in any way except upon the transfer of title to said Lot and then only to the transferee of title to such Lot. Any attempt to make a prohibited transfer shall be void. Any transfer of title to a Lot

shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

Classes of Membership. The members deriving their membership from the ownership of Lot 1 shall be Class 1 Members, the members deriving their membership from the ownership of Lot 2 shall be Class 2 Members and the members deriving their membership from the ownership of Lot 3 shall be the Class 3 Members. All members shall have the voting rights set forth herein and in the Bylaws.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial principal office of the corporation is 4340 West Hillsborough Avenue, Tampa, Florida 33614, and the name of the initial Registered Agent of the Association at that address is Robert E. Schmidt, Jr.

ARTICLE VI

Number of Directors. This corporation shall have three (3) Directors initially. The Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by the Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude Directors from serving in the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII

Initial Board of Directors. The names and street addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Lot 1 Director: James E. Istas	7075 Flying Cloud Drive Eden Prairie, Minnesota 55344
Lot 2 Director: Robert E. Schmidt, Jr.	4340 W. Hillsborough Ave. Tampa, Florida 33614
Lot 3 Director: Robert E. Schmidt, III	3301 So. 100th Street Milwaukee, WI 53227

Appointment and Election of Directors. The method of the appointment and election of directors is as stated in the Bylaws of the Corporation.

ARTICLE VIII

Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Robert E. Schmidt, Jr.	4340 W. Hillsborough Ave. Tampa, Florida 33614

ARTICLE IX

Dividends, Income or Profit. A dividend may not be paid, and any part of the income or profit of the corporation may not be distributed to the corporation's members, directors or officers.

Dissolution. If this corporation is dissolved under Section 617.1402 of the Florida Statutes, as amended, or otherwise then after the claims of creditors of the corporation have been satisfied out of the assets of the corporation, the remaining assets shall be dedicated to a public body or conveyed to a not-for-profit corporation as defined in Section 617.01401(5) of the Florida Statutes, as amended, in the sole discretion of the Board of Directors of the corporation.

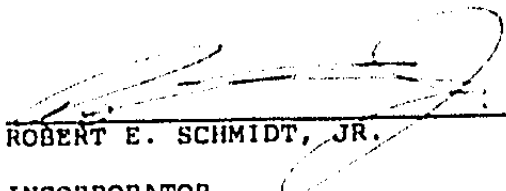
ARTICLE X

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by Section 617.1002 of the Florida Statutes, as amended, except that the affirmative vote of the votes held by the Class 1 Member and Class 2 Member shall be required to adopt an amendment.

ARTICLE XI

Bylaws. The Bylaws may be adopted, altered or repealed by the affirmative vote of the votes held by the Class 1 Member and Class 2 Member.

IN WITNESS WHEREOF, the undersigned does set its hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 31st day of March, 1995.

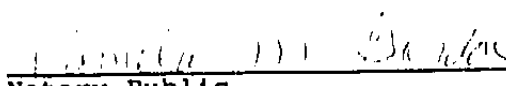

ROBERT E. SCHMIDT, JR.

INCORPORATOR

STATE OF Florida)
COUNTY OF Dade) S.S.

BEFORE ME personally appeared ROBERT E. SCHMIDT, JR. to me personally known or who produced a current Florida driver's license as identification and who stated he is the incorporator described herein and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 24 day of August, 1995.


Notary Public

My Commission Expires:



PAMELA M. GORDON
MY COMMISSION EXPIRES
August 20, 1995
BONDED THRU NOTARY PUBLIC UNDERWRITERS

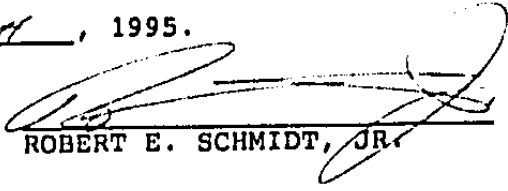
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE BY REGISTERED AGENT

95 APR -7 AM 10:24

HAVING BEEN NAMED THE REGISTERED AGENT FOR THE WEATHERKING RETAIL CENTER PROPERTY OWNERS' ASSOCIATION, INC., IN ARTICLE V OF THE ARTICLES OF INCORPORATION, THE UNDERSIGNED, ROBERT E. SCHMIDT, JR., ACCEPTS SUCH APPOINTMENT AND BEING FAMILIAR WITH THE OBLIGATIONS OF THAT POSITION ACCEPTS SUCH OBLIGATIONS AND AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES AS SUCH REGISTERED AGENT.

DATED THIS 21st DAY OF MARCH, 1995.


ROBERT E. SCHMIDT, JR.

ORLANDO 81630.2 - SMW