

N96000001647

ALOMA TITLE COMPANY

3300 University Blvd. #243
Winter Park FL 32782
Telephone (407) 871-5514
Facsimile (407) 870-0011

March 15, 1996

State of Florida
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

500001748275
-03/19/96--01015--010
***122.50 ***122.50

via Airborne Express

RE: Articles of Incorporation
Winter Park Commerce Center, A Condominium Association,
Inc.

Gentlemen:

Enclosed please find the above referenced Articles of
Incorporation along with a check for the required \$122.50.

Please process these as quickly as you possibly can as we
anticipate closings on the first units imminently.

Please telephone me should you require any thing else
are in a hurry for this. Please send us the certified copy
so that we can record with Condominium Documents in Orange
County.

Thank you for your kind assistance and good work.

Sincerely,

Mary Lou Rogers
Mary Lou Rogers
Aloma Title Company

96 MAR 21 AM 11:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-21-96

TB



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 21, 1998

MARY LOU ROGERS
3300 UNIVERSITY BLVD. STE 243
WINTER PARK, FL 32792

SUBJECT: WINTER PARK COMMERCE CENTER, A CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: W96000006129

We have received your document for WINTER PARK COMMERCE CENTER, A CONDOMINIUM ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent must sign accepting the designation.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 496A00013051

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT B

ARTICLES OF INCORPORATION OF

WINTER PARK COMMERCE CENTER, A CONDOMINIUM ASSOCIATION, INC.

We the undersigned, hereby act to form a corporation not for profit under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certifying the following:

ARTICLE I. NAME

The name of this non profit corporation shall be: Winter Park Commerce Center, A CONDOMINIUM ASSOCIATION, INC.

ARTICLE II. PURPOSE

This corporation not for profit is formed for any lawful purpose including the following: to be the "Association" as defined in The Condominium Act, Chapter 718, Florida Statutes, for the operation of a non-residential condominium known as the Winter Park Commerce Center, located in Orange County, Florida. This condominium is to be created pursuant to the provisions of The Condominium act and this corporation shall be the association to operate and administer the condominium and carry out the functions and duties of the association and condominium as set forth in the Declaration of condominium, and the exhibits attached thereto, which together establish the condominium.

ARTICLE III. MEMBERSHIP

Admission to and termination of membership in this corporation shall be governed by the Declaration of Condominium, and the exhibits attached thereto, that shall be filed among the Public Records of Orange County, Florida. In any event, all persons and officers and directors of corporations who are owners of condominium units within the Center, shall be members of this corporation. This membership shall automatically terminate when such person or corporation is no longer owner of a condominium unit.

ARTICLE IV. DURATION

This non-profit corporation shall have perpetual existence.

ARTICLE V. INCORPORATORS

The names and addresses of the subscribers to these Articles of Incorporation are:

B. G. Adkins	6976 Aloma Avenue	Winter Park, Florida	32793
Charles Brenner	6976 Aloma Ave	Winter Park, Florida	32792
Haynes Hubbs	P.O. Box 522	Camden, Tenn.	38320

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The affairs of the corporation shall be managed and governed by a board of directors composed of not less than three (3) nor more than five (5) persons. The directors, subsequent to the first board of directors, shall be elected at the annual meeting of the membership for a term of one (1) year, or until their successors shall be elected and shall qualify. Provisions for such election and provisions respecting the removal, disqualification and resignation of directors and for filling vacancies on the directorate shall be established by the By-Laws.

Section 2. The following persons shall constitute the first board of directors and shall serve until the first election of the board of directors at the first regular meeting of the membership.

B. G. Adkins
Charles Brenner
Haynes Hubbs
Linda Hubbs
James Hubbs

ARTICLE VII. CORPORATE OFFICERS

Section 1. The principal officers of the corporation shall be: president, vice-president, secretary, and treasurer who shall be elected from time to time in the manner set forth in the By-Laws adopted by the corporation. The office of secretary and treasurer may be combined.

Section 2. The names of the officers who are to serve until the first election of officers, pursuant to the terms of the Declaration of Condominium By-Laws, are as follows:

President	B. G. Adkins	6976 Aloma Avenue	Winter Park, Florida	32793
Sect/Tres.	Haynes Hubbs	P.O. Box 522	Camden, Tennessee	38320
Vice-President	Charles Brenner	6976 Aloma Ave.	Winter Park, FL	32792

ARTICLE VIII. BY-LAWS

The By-Laws of the corporation shall initially be made and adopted by its first board of directors.

Prior to the time the property described in Article II hereinabove has been submitted to condominium ownership by the filing of the Declaration of Condominium, said first board of directors shall have full power to amend, alter or rescind said By-Laws by a majority vote.

After the property described in Article II hereinabove has been submitted to condominium ownership by filing of the Declaration of Condominium, By-Laws may be amended, altered, supplemented or modified by the membership at the annual meeting, or at a duly convened special meeting of the membership, by vote, as follows:

A. If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by 2/3 of the total vote of the membership.

ARTICLE IX. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by any member or director and shall be adopted in the same manner as is provided for the amendment of the By-Laws as set forth in Article IX above. The amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, signed by the secretary or an assistant secretary, and executed and acknowledged by the President or Vice-President, has been filed with the Secretary of State and all filing fees paid.

ARTICLE X. CORPORATE POWERS

This corporation shall have all of the powers set forth in Florida Statute, all of the powers set forth in the Condominium Act of the State of Florida, and all powers granted to it by the Declaration of Condominium and exhibits annexed thereto.

ARTICLE XI. DIVIDENDS AND STOCKS

There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses. The Corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation may make distribution to its members as is permitted by the Court having jurisdiction thereof; and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

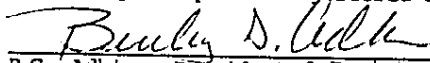
This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration of Condominium and By-Laws. The voting rights of the owners of parcels in said condominium property shall be as set forth in the Declaration of Condominium and/or By-Laws.


ARTICLE XII. REGISTERED OFFICE AND AGENT


The street address of the initial ^{Principal} registered office of this Corporation is 6976 Aloma Avenue, Winter Park, Florida 32792, and the name of the initial registered agent of this Corporation at that address is ^{same} J.G. Adkins.

IN WITNESS WHEREOF, the subscribers hereto have hereunto set their hands and seals this 15th day of March 19⁶⁶.

I hereby accept the registered agent designation


B.G. Adkins, President & Registered Agent


Charles Brenner, Vice President


Haynes Hubbs, Secretary/Treasurer

State of Tennessee

County of Benton

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Haynes Hubbs known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: driver's license.

Witness my hand and official seal in the County and State last aforesaid this 29th day of February, A.D. 1996.

Vicki Whitworth
Notary Signature

Vicki Whitworth
Printed Name of Notary

Notary Rubber Stamp seal:

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96 MAR 21 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida

County of Orange

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared B.G. Adkins and Charles Brenner known to me to be the person_s described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form_s of identification of the above-named person_s: driver's licenses

Witness my hand and official seal in the County and State last aforesaid this 15th day of March, A.D. 1996.

Mary Lou Rogers
Notary Signature

MARY LOU ROGERS
Printed Name of Notary

Notary Rubber Stamp seal:



MARY LOU ROGERS
My Commission GC524383
Expires Feb 23, 2000