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Robert E. Miller, P.A. FILED

Attorney and Counselor At Law

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA  
100 Douglas Avenue  
Suite 102  
Monticello Springs, Florida 32314

Telephone (907) 862-4566  
Facsimile (907) 862-7799

Robert E. Miller

Admitted to Massachusetts Bar

July 10, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: New Corporations

Dear Sir/Madam:

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-07/12/96--01006--017  
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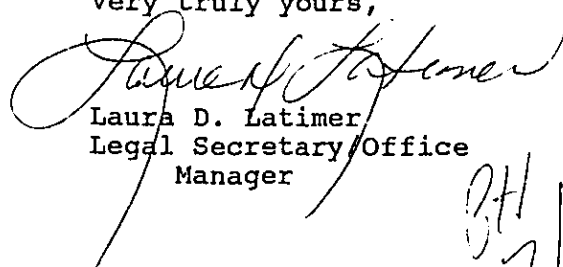
Enclosed please find the following for filling:

- 1) Trust Account check in the amount of \$122.50
- 2) Original and one (1) copy of Articles of Incorporation of Forest City Executive Center Owners Association, Inc. ( A Not for Profit Corp.)
- 3) Trust Account check in the amount of \$245.00
- 4) Original and one (1) copy of Articles of Incorporation of:
  - 1) The Suncoast Crusader, Inc.
  - 2) The Rustic Bread Company, Inc.
- 5) Check in the amount of \$122.50
- 6) Original and one (1) copy of Articles of Incorporation of: NewPoint Development Corporation
- 7) Self-addressed, stamped envelopes for all incorporations

Please file the enclosed and return a certified copy to this office in the provided envelope.

If you have any questions concerning the enclosed, or require any further information, please do not hesitate to contact this office.

Very truly yours,

  
Laura D. Latimer  
Legal Secretary/Office  
Manager

ldl/enc.

341/15/96

*Robert E. Miller P.A.*

*Attorney and Counselor At Law*

Robert E. Miller

Admitted to Massachusetts Bar

*990 Douglas Avenue*

*Suite 102*

*Monticello Springs, Florida 32714*

*Telephone (407) 862-4566*

*Facsimile (407) 862-7749*

July 12, 1996

Secretary of State  
409 E. Gaines Street  
Tallahassee, Florida 32314

ATTN: Pam Hall


RE: Forest City Executive Center  
New Corporation

Dear Pam:

Pursuant to our telephone conversation of even date, enclosed please find the new first page of the Articles of Incorporation for Forest City Executive Center Owners Association, Inc.

Please replace the first page of the Articles and file same. I appreciate your assistance in this matter. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Sincerely,



Laura D. Latimer  
Legal Secretary

ldl/enc.

ARTICLES OF INCORPORATION

OF

FOREST CITY EXECUTIVE CENTER OWNERS ASSOCIATION, INC.

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SEMINOLE COUNTY, FLORIDA

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

ARTICLE I  
Name

The name of the corporation shall be FOREST CITY EXECUTIVE CENTER OWNERS ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association" with its principal place of business located at Forest City Executive Center, 601 Hillview Drive, Suite 105, Altamonte Springs, Florida 32714. This corporation shall have perpetual existence.

ARTICLE II  
Purpose

The purpose for which the Association is organized is to provide an entity which will enforce the restrictions and provide for the perpetual maintenance and upkeep of the common property, utilities, services and facilities located at Forest City Executive Center, Seminole County, Florida.

ARTICLE III  
Powers

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation.

3.2 The Association shall have all of the powers and duties reasonably necessary to perform its purposes outlined in Article II above.

3.3 All funds and the titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the Members in accordance with these Articles of Incorporation and the Bylaws of the Association.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Bylaws.

#### ARTICLE IV Definitions

A. Association shall mean and refer to FOREST CITY EXECUTIVE CENTER.

B. Properties shall mean and refer to that certain real property described in the Declaration of Protective Covenants and Restrictions as recorded in Official Records Book 1988, Pages 257-275, Public Records of Seminole County, Florida, and such additions as may hereafter be brought within the jurisdiction of the Association.

C. Common Areas shall mean all real property owned by the Association for the common use and enjoyment of the owners, including any flood control areas.

D. Lot shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Areas.

E. Owner shall mean and refer to the recorded owner, whether one or more persons or entities, of the title to any lot which is part of the Properties including contract sellers, but excluding those having such interests merely as security for the performance of an obligation.

F. Declarant shall mean and refer to Bob Hattaway Investment Corporation, its successors and assigns, if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

G. Declaration shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties.

H. Members shall mean and refer to those persons entitled to membership as provided by the Declaration.

#### ARTICLE V Members

5.1 The Members of the Association shall consist of all of the record owners of a fee interest in any lot in Forest City Executive Center and their successors and assigns.

5.2 Membership shall be acquired by recording in the Public Records of Seminole County, Florida, a deed or other instrument establishing record title to a lot in Forest City Executive Center, the owner designated by such instrument thus becoming a Member of the Association, and the membership of the prior owner being thereby terminated, provided, however, any person who owns more than one lot shall remain a Member of the Association so long as he shall retain title to or a fee ownership interest in any lot.

5.3 A 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 his lot.

5.4 The Association shall have two classes of voting membership:

Class A - Class A members shall be every person or entity who is considered a member under Paragraph A, with the exception of the Developer, and each Class A member shall be entitled to one vote for each 5,000 square feet of real property within the subdivision owned by said Class A member, and shall also be entitled to the fractional vote which corresponds to the fractional portion of 5,000 square feet of real property owned by that member within the subdivision. For example, the Class A member who is the owner of 23,000 square feet of said real property shall be entitled to 4.6 votes so long as said owner is a Class A member in good standing.

Class B - The Class B member shall be the Developer, and the Class B member shall have sixteen (16) votes for each 5,000 square feet of real property within the subdivision owned by said member, and shall also be entitled to the fractional vote which corresponds to the fractional portion of 5,000 square feet of real property owned by the Developer within the subdivision. For example, so long as the Developer is the Class B member as set forth herein, if the Developer owns the same 23,000 square feet of real property in the subdivision, the Developer shall be entitled to 73.6 votes. If

the Developer is the owner of 23,300 square feet of real property in the subdivision, then the Developer shall be entitled to 74.56 votes.

The Class B member shall cease and become converted to Class A membership when the total votes outstanding in Class A membership exceeds the total votes outstanding in the Class B membership.

Notwithstanding anything to the contrary set forth herein, no tenant or lessees of a lot shall be entitled to any voting rights in the Association unless such voting rights have been specifically authorized by the fee owner of said lot, such that no more than one vote may be cast with respect to each 5,000 square feet of real property owned by a Class A member; but said tenant or lessee shall, under Paragraph A hereof, be a member of the Association. The real property subject to the provisions of this Declaration giving rise to voting rights shall include only the real property within the boundaries of the six (6) platted lots within the subdivision, said real property comprising a total of 311,877 square feet. No property located within the boundaries of any retention area or of Executive Park Drive shall give rise to, or effect, any voting rights hereunder. In the event any portions of Executive Park Drive may be included within the square footage of said lot or lots for purposes of voting rights provided for hereunder.

ARTICLE VI  
Subscribers

The name and address of the subscriber to these Articles of Incorporation is:

Robert T. Hattaway  
601 Hillview Drive  
Suite 105  
Altamonte Springs, Florida 32714

ARTICLE VII  
Directors

7.1 The affairs of the Association shall be managed by a Board of Directors who shall be Members of the Association, except as may be otherwise herein specifically provided. The first Board of Directors shall consist of three (3) directors, and any vacancies occurring in the said Board prior to the first regular election of directors shall be filled by the remaining directors. Until the first regular election of directors, the members of the Board need not be Members of the Association. At the first regular election of directors, there shall be elected three (3) members to the Board of Directors, who shall be Members of the Association, and the Board of Directors shall consist of said three (3) members plus one representative of the Declarant. Each of the three (3) members shall be elected for a staggered two (2) year term. The representative of the Declarant on the Board of Directors need not be a Member of the Association. Until the first election of directors is held, the first Board of Directors shall be appointed by the Declarant.

7.2 The general membership of the Association shall meet at a regular session once annually in Seminole County, Florida, at a location reasonably convenient to all of the Members and at a time selected by the Board of Directors for the purpose of electing directors of the Association.

7.3 The names and addresses of the members of the first Board of Directors and officers who shall hold office until their successors are elected had have qualified, or until removed, are as follows:

Robert T. Hattaway  
601 Hillview Drive  
Suite 105  
Altamonte Springs, Florida 32714

President

H.R. Pinto, Trustee  
Post Office Box 566  
Oneco, Florida 34264

Vice President

Robert E. Miller  
990 Douglas Avenue  
Suite 102  
Altamonte Springs, Florida 32714

Secretary

#### ARTICLE VIII Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been

a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such director or officer may be entitled.

ARTICLE IX  
Bylaws

The Bylaws of the Association shall be made and adopted by the Board of Directors and may be altered, amended or rescinded in the following manner. A resolution for the adoption of the proposed amendment of the Bylaws may be proposed by either the Board of Directors of the Association or by the Members of the Association. Members may propose such an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided for, the President or, in the event of his refusal or failure to act, the Board of Directors shall call a meeting of the membership to be held within sixty (60) days for the purpose of considering said amendment. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in

writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must either by:

(a) Not less than 66-2/3% of the entire membership of the Board of Directors and not less than 51% of the votes of the entire membership of the Association; or

(b) Not less than 66-2/3% of the votes of the entire membership of the Association; or

(c) In the alternative, an amendment may be made by an agreement signed and acknowledged by all lot owners in the manner required for the execution of a deed, and such amendment shall be effective when recorded in the Public Records of Seminole County, Florida.

Provided, however, that no amendment shall discriminate against any lot owner nor against any lot or class or group of lots unless the lot owner or class or group of lot owners so affected shall consent. No amendment shall be made that is in conflict with the Declaration of Covenants, Conditions and Restrictions or the Articles of Incorporation.

#### ARTICLE X Amendments

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

10.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the Members of the Association. Members may propose such an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President or, in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

(a) Not less than 66-2/3% of the entire membership of the Board of Directors and by not less than 51% of the votes of the entire membership of the Association; or

(b) Not less than 66-2/3% of the votes of the entire membership of the Association.

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members. No

amendment shall be made that is in conflict with the Declaration of Covenants, Conditions and Restrictions, nor shall any amendment make any change which would in any way affect any of the rights, privileges, power and/or portions herein provided in favor of or reserved to the Declarant, or any person who is a partner or limited partner of the Declarant, or any corporation having some or all of its directors, officers or stockholders in common with the Declarant, unless the Declarant shall join in the execution of such amendment.

10.4 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Seminole County, Florida.

#### ARTICLE XI

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 990 Douglas Avenue, Suite 102, Altamonte Springs, Florida, 32714. The name of the Registered Agent to accept service of process within this State on behalf of this corporation is Robert E. Miller and by his signature as subscriber hereto

indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this State.

IN WITNESS WHEREOF, the Subscriber has affixed his signature hereto this 10 day of July, 1996.

  
Robert T. Hattaway  
Subscriber

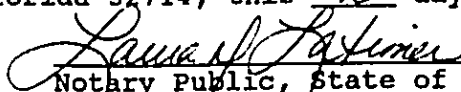
STATE OF FLORIDA  
COUNTY OF SEMINOLE

Before me personally appeared ROBERT T. HATTAWAY, who is personally known and/or who has produced identification, and who has taken an oath, and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

DCH 4300-778-36-405  
IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Altamonte Springs, Florida 32714, this 10 day of July, 1996.



LAURA DLATIMER  
My Commission CC515330  
Expires Jan 16, 2000

  
Notary Public, State of Florida  
at Large  
My Commission Expires: 1/16/2000

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FOREST CITY EXECUTIVE CENTER OWNERS ASSOCIATION, INC.


Pursuant to Section 48.091 and Chapter 607, Florida Statutes, FOREST CITY EXECUTIVE CENTER OWNERS ASSOCIATION, INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 990

Douglas Avenue, Altamonte Springs, Florida 32714, has named ROBERT  
E. MILLER located thereat as its registered agent to accept service  
of process within this state.

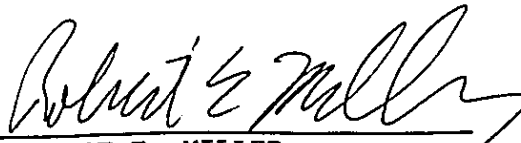
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SEC. CLERK OF STATE  
TALLAHASSEE, FLORIDA

  
By: Robert T. Hattaway  
Incorporator

Having been named as registered agent to accept service of  
process for the above-stated corporation, at the location  
designated herein, I hereby accept to act in this capacity, and  
agree to comply with the laws of Florida applicable thereto.

By:   
ROBERT E. MILLER  
Registered Agent