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ACCOUNT NO. : 072100000032

REFERENCE : 592011 82207A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 6, 1997

ORDER TIME : 11:30 AM

ORDER NO. : 592011-005

CUSTOMER NO: 82207A

CUSTOMER: Tammy L. Zappa, Secretary
MARY E. VAN WINKLE, PA

Suite 202
3844 Bee Ridge Road
Sarasota, FL 34233

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DOMESTIC FILING

NAME: MCINTOSH PARK OF COMMERCE
PROPERTY OWNER'S ASSOCIATION,
INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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97 NOV - 6 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV - 6 PM 1:37
DIVISION OF CORPORATION

SN NOV - 6 1997

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ARTICLES OF INCORPORATION

OF

McINTOSH PARK OF COMMERCE PROPERTY OWNER'S ASSOCIATION, INC.
A Corporation Not for Profit

The undersigned residents of the State of Florida hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of the Laws of the State of Florida and certify:

ARTICLE I

Name

The name of the corporation is McINTOSH PARK OF COMMERCE PROPERTY OWNER'S ASSOCIATION, INC. called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

The Association's principal office is located at: 1343 Landings Boulevard, Sarasota, Florida 34231.

The Association's mailing address is: P.O. Box 20557, Sarasota, Florida 34276-3557.

MARY E. VAN WINKLE is hereby appointed the initial registered agent of the Association, with a registered office address as 3844 Bee Ridge Road, Suite 202, Sarasota, Florida 34233. Both the Association's registered office and registered agent may be changed from time to time as provided by law.

ARTICLE III

Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to its members. It is formed to promote the health, safety and general welfare of the owners within all or any portion of that tract of land located in Sarasota County, Florida, which is described as McINTOSH PARK OF COMMERCE in an instrument to be recorded in the Official Records of the Public Records of Sarasota County, Florida, the "Property", and is subject to the provisions of that Declaration of Covenants and Restrictions for McINTOSH PARK OF COMMERCE to be recorded in the Public Records of Sarasota County, Florida, as amended from time to time (the "Declaration") and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the manner provided in the Declaration.

The Association's purposes include, without limitation, provisions for the maintenance and preservation of the common areas and Parcels now or hereafter created within the Property. Without limitation, this Association is empowered to:

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CLERK OF STATE
TALLAHASSEE, FLORIDA

(a) Declaration Powers: Exercise all rights, powers, and privileges, and perform all duties of the Association from time to time set forth in the Declaration, including the right to enforce all of the provisions of the Declaration pertaining to the Association in its own name.

(b) Property: Own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs.

(c) Assessments: To adopt budgets and levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration.

(d) Costs: Use the proceeds collected from assessments to pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs, including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property.

(e) Maintenance: To maintain, manage, repair, replace and operate all the Common Property, including but not limited to, the storm water and surface water management systems as permitted by the Southwest Florida Water Management District including all lakes, retention areas, culverts and related appurtenances and all association facilities and improvements.

(f) Reconstruction: To reconstruct improvements after casualty and construct further improvements to the Common Property.

(g) Borrowings: Borrow money and, with the approval of two-thirds (2/3) of the members, mortgage, pledge, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(h) Reorganization: With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

(i) Regulations: From time to time adopt, amend, rescind, and enforce reasonable rules and regulations governing the use of the Parcels and the Common Property consistent with the rights and duties established by the Declaration.

(j) Contract: Contract with others for the performance of the Association's management and maintenance responsibilities under the Declaration and for the furnishing of services or materials for the benefit of the Property in the manner provided in the Declaration.

(k) General: Have and exercise all rights, powers and privileges that a corporation not for profit may now or hereafter

have or exercise under the laws of the State of Florida, including, without limitation, the right to sue and be sued, together with all other rights, powers and privileges reasonably to be implied from the existence of any right, power or privilege so granted, or granted by the Declaration, or these Articles, or reasonably necessary, convenient, or desirable to exercise any right, power or privilege so granted.

ARTICLE IV Membership

Every person who from time to time holds the record fee simple title, or any undivided fee simple interest of record, to any Parcel, shall be a member of this Association, but excluding all persons who hold any interest in any Parcel merely as security for the performance of an obligation. An Owner of more than one Parcel is entitled to one membership for each Parcel owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Parcel. Membership may not be transferred except by transfer of record title to such Parcel. An Owner's membership is terminated upon the sale of their Parcel, and once terminated an Owner has no further rights in the Association.

ARTICLE V Voting Rights

Section 1. This Association has one class of voting membership and except as provided in Section 2, each Member shall be entitled to one vote for each one acre Parcel owned, or if less than one acre is owned then a fractional interest for each fraction of an acre owned. For example, an Owner owning a Parcel that is 1 and 1/3 acres will have a vote of 1 1/3 and an Owner owning a Parcel of 1/2 acre will have 1/2 a vote.

Section 2. Co-Ownership: If more than one person owns a record fee simple interest in any Parcel, all such persons are members, although there is only one vote for such Parcel and no fractional votes are permitted. The vote may be exercised as the Owners determine among themselves, but no split vote is permitted. Before any meeting at which a vote is to be taken, each co-owner must file the name of the authorized voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any Parcel is held by husband and wife, either co-owner is entitled to cast the vote for such Parcel unless the Association is notified otherwise in writing.

ARTICLE VI Board of Directors

Section 1. Number and Term: This Association's affairs are managed by a Board of Directors initially composed of three

Directors, who need not be Association members. The number of Directors may be changed from time to time from a minimum of two to a maximum of nine. The term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Election: All directors are elected by written ballot at the annual meeting. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of Article V of those Articles, and the person receiving the largest number of votes cast by the members for each vacancy is elected. Cumulative voting is not permitted.

Section 3. Initial Directors: The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve, are:

RICHARD C. MARTIN, JR. P.O. Box 20557
Sarasota, Florida 34276-3557

PATRICIA A. MARTIN P.O. Box 20557
Sarasota, Florida 34276-3557

RICHARD A. BUCKELEW 59 Sarasota Center Boulevard
Sarasota, Florida 34240

ARTICLE VII
Officers

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

RICHARD C. MARTIN, JR. President
P.O. Box 20557
Sarasota, Florida 34276-3557

RICHARD A. BUCKELEW Vice-President,
59 Sarasota Center Boulevard
Sarasota, Florida 34240

PATRICIA A. MARTIN Secretary, Treasurer
P.O. Box 20557
Sarasota, FL 34276-3557

ARTICLE VIII
Duration

The Association exists perpetually. However, if the Association should be dissolved, the Property consisting of the

surface water management system shall be conveyed to an appropriate agency of the local government, and if not accepted by such an agency, then the surface water management system shall be dedicated to a similar non profit corporation.

ARTICLE IX
By-Laws

The Association's bylaws initially will be adopted by the Board of Directors. Thereafter, the ByLaws may be amended or rescinded by a majority vote of a quorum of the members present at any regular or special meeting duly called and convened, provided that, for so long as Declarant owns and holds any Parcels for sale in the ordinary course of business, all amendments must be approved by Declarant in writing.

ARTICLE X
Amendments

Amendments to these Articles may be proposed and adopted from time to time in the manner provided by the laws of the State of Florida, except that each such amendment must have the approval of two thirds (2/3) of the members, and the written approval of Declarant for so long as Declarant owns and holds any Parcel for sale in the ordinary course of business.

ARTICLE XI
Voting Requirements

Section 1. Percentage Requirements: Unless any provision of these Articles, the Declaration or the Bylaws expressly requires the approval of the membership or of the Declarant or any other person, the majority vote of those members present and voting at a duly called and convened meeting shall constitute the act of the membership.

Section 2. Extraordinary Action: Any of the following constitutes extraordinary actions that must be approved by two-thirds (2/3) of the members and by Declarant for so long as Declarant is a member of the Association: (i) any mortgaging of this Association's property; (ii) any merger or consolidation of this Association; (iii) any dissolution of this Association; (iv) amendment of these Articles of Incorporation; (v) any special assessment as provided in Article V, Section 2(a) of the Declaration; (vi) any extension of the Declaration to other lands; and, (vii) the purchase of additional lands to be owned by the Association for the benefit of Owners.

Section 3. Notice, Proxies, and Quorum Requirements: Written notice of all meetings of the membership must be given to all Owners not less than 15 days nor more than 30 days in advance of such meeting. The presence of members or proxies entitled to cast at least fifty (50) percent of the votes shall constitute a quorum. If the required quorum is not forthcoming, the members present

shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the required quorum shall be present or represented. Proxies may be registered with the Secretary of the Association prior to members meetings. No Owner may hold more than three (3) proxies.

Section 4. Written Action: Any action that may be taken at any membership meeting, including any extraordinary action enumerated in this Article, may be taken without a meeting, without prior notice, and without a vote if: (i) written consent, setting forth the action so taken, is signed by those Owners entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (ii) within ten days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

Section 5. Certification: An instrument signed by any executive officer of this Association, and attested by the Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to persons without actual knowledge to the contrary.

ARTICLE XII
Interpretation

Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. All terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation, construction, application and enforcement of these Articles. By subscribing and filing these Articles, the incorporators intend their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIII
Incorporators and Initial Members

The names and addresses of the incorporator to these Articles of Incorporation and the initial member is as follows:

PATRICIA A. MARTIN P.O. Box 20557
Sarasota, Florida 34276-3557

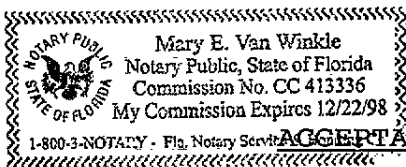
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 5th day of November, 1997.


PATRICIA A. MARTIN

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5th
day of November, 1997, by PATRICIA A. MARTIN who is personally
known OR _____ who produced a driver's license as
identification.

My Commission Expires: _____
Mary E. Van Winkle
Notary Public - State of Florida



AGERTANCE OF REGISTERED AGENT

Having been named to accept service of process for McINTOSH
PARK OF COMMERCE PROPERTY OWNER'S ASSOCIATION, INC., at the place
designated in the Articles of Incorporation, MARY E. VAN WINKLE,
ESQ. agrees to act in this capacity, and agrees to comply with the
provisions of Section 48.091 relative to keeping open such office.

Date: November 5th, 1997

Mary E. Van Winkle
MARY E. VAN WINKLE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA