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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,  
CONTACT: SUSAN OSBORNE  
PHONE: (954) 761-2910

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**ARTICLES OF INCORPORATION  
OF  
AUTONATION PARK ASSOCIATION, INC.  
(A Florida Corporation Not For Profit)**

In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, I, the undersigned hereby incorporate this corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, I do, by these Articles of Incorporation, certify as follows:

**ARTICLE I  
DEFINITIONS**

Capitalized terms used and not otherwise defined in these Articles shall have the meanings ascribed to such terms in the that certain Master Declaration of Covenants, Conditions, Restrictions & Development Standards for AutoNation Park ("Declaration") to be recorded in the Public Records of Hillsborough County, Florida.

**ARTICLE II  
NAME**

The name of this corporation shall be AUTONATION PARK ASSOCIATION, INC., a Florida not-for-profit corporation. For convenience, the corporation shall be herein referred to as the Association, whose present address is 110 SE 6th Street, 20th Floor, Fort Lauderdale, Florida 33301.

**ARTICLE III  
PURPOSE**

The purpose for which the Association is organized is to operate and maintain certain portions of the Property in accordance with the terms, provisions and conditions contained in the Declaration and to carry out the covenants and enforce the provisions relative to the Association as set forth in the Declaration and to operate, lease, trade, sell and otherwise deal with the personal and real property of the Association.

**ARTICLE IV  
POWERS**

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

A. The Association shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of the Declaration or Bylaws.

B. The Association shall have all of the powers to be granted to the Association in the Declaration. All provisions of the Declaration and Bylaws are

Prepared By:  
Mark F. Grant, Esq., FL Bar #218881  
Rudon McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

incorporated into these Articles for the purpose of establishing the Association's powers necessary for it to act as contemplated by the Declaration.

C. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

1. To do any acts required or contemplated by it under the Declaration;

2. To enforce reasonable rules and regulations governing the use of the Property or any portions thereof;

3. To make, levy and collect Assessments for the purpose of obtaining funds for the payment of Common Expenses in the manner provided in the Declaration, and to use and expend the proceeds of such Assessments in the exercise of its powers and duties hereunder;

4. To administer, manage and operate the Areas of Common Responsibility in accordance with the Declaration and to maintain, repair, replace and operate the Areas of Common Responsibility in accordance with the Declaration;

5. To enforce by legal means the obligations of the membership of the Association and the provisions of the Declaration;

6. To employ personnel, retain independent contractors and professional personnel and enter into service and management contracts to provide for the maintenance, operation, management and administration of the Areas of Common Responsibility and to enter into any other agreements consistent with the purposes of the Association;

7. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain the Areas of Common Responsibility in a proper and aesthetically pleasing condition.

#### ARTICLE V

#### MEMBERS AND VOTING

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by Members shall be as follows:

A. The membership of the Association shall be comprised of the Owners.

B. Declarant shall be a Member of the Association until it no longer owns any portion of the Property. Membership of Owners other than Declarant shall be established as follows:

Prepared By:

Mark F. Grant, Esq., FL Bar #218881

Ruben McClosky, et al., P.O. Box 1900

Fort Lauderdale, Florida 33301

(954) 764-6660

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1. Every Person who is a record Owner of a Site other than Declarant shall become a Member effective upon and as of the date such Site was conveyed by Declarant.

C. The Association shall have two (2) classes of voting membership ("Class Members"):

1. "Class A Members" shall be all Members, with the exception of Declarant, and shall be entitled to vote as set forth in the Declaration.

2. "Class B Member" shall be Declarant and any single successor or assignee of Declarant which takes title to any part of the Property for the purpose of development and sale, and which is designated as such in a recorded instrument executed by Declarant. The Class B Member shall be entitled to three times the vote of each Class A Member plus one. Class B membership shall cease and be converted to Class A membership upon the earliest to occur of the following events ("Turnover Date"):

(i) At such time as Declarant, in its discretion, shall designate in writing to the Association; or

(ii) When Declarant shall no longer own any interest in the Property.

D. The designation of different classes of membership are for purposes of establishing the number of votes applicable to certain Sites and nothing herein shall be deemed to require voting solely by an individual class on any matter which requires the vote of Members.

E. No Member may assign, hypothecate or transfer in any manner his membership in the Association except as an appurtenance to his Site.

F. Any Member who conveys or loses title to a Site by sale, gift, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Site and shall lose all rights and privileges of a Member resulting from ownership of such Site.

G. In any situation where a Member is entitled personally to exercise the votes for his Site and when more than one Person holds the interest in any Site required for membership, the votes for such Site shall be exercised as those Persons themselves determine and advise the Secretary of the Association prior to any meetings. In the absence of such advice, the Site's vote shall be suspended in the event more than one Person seeks to exercise it. Any Owner of a Site which is leased may, in the lease or other written instrument, assign the voting right appurtenant to that Site to the lessee, provided that a copy of such instrument is furnished to the Secretary of the Association prior to any meeting.

H. A quorum of Members shall be attained by the presence either in person or by proxy, of persons entitled to cast one-third (33 1/3%) of the votes of Members.

Prepared By:  
Mark F. Grant, Esq., FL Bar #218881  
Ruden McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-4446

**ARTICLE VI**  
**TERM**

The term for which the 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 owners' association or a public agency having a similar purpose, or any Member may petition the applicable Circuit Court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved corporation and its properties in the place and stead of the dissolved corporation and to make such provisions as may be necessary for the continued management of the affairs of the dissolved corporation and its properties.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator of these Articles are as follows:  
Robert F. Dwors, with an address of 110 S.E. 6th Street, 20th Floor, Fort Lauderdale, Florida.

**ARTICLE VIII**  
**OFFICERS**

A. The affairs of the Association shall be managed by the President of the Association, assisted by one or more of the Vice President(s), the Secretary and the Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board.

B. The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be elected from amongst the Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the offices of President and a Vice President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

**ARTICLE IX**  
**FIRST OFFICERS**

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	Robert F. Dwors
Secretary	John A. Strautman
Treasurer	Newell Turpel

Prepared By:  
Mark F. Grant, Esq., FL Bar #218361  
Rudon McClusky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

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**ARTICLE X**  
**BOARD OF DIRECTORS**

A. There shall be three (3) members on the first Board ("First Board") who are to serve until the Turnover Date. The number of members of the Board subsequent to the First Board shall be determined by the Board from time to time, but shall not be less than three (3) Directors. Except for Declarant-appointed Directors, Directors must be selected from amongst the Members.

B. The names and street addresses of the persons who are to serve as the First Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert F. Dwors	110 S.E. 6th Street, 20th Floor Fort Lauderdale, Florida 33301 Attn: Real Estate/Legal
John A. Strautman	110 S.E. 6th Street, 20th Floor Fort Lauderdale, Florida 33301 Attn: Real Estate/Legal
Newell Turpel	110 S.E. 6th Street, 20th Floor Fort Lauderdale, Florida 33301 Attn: Real Estate/Legal

Declarant reserves the right to remove members of the First Board and to appoint replacements in the event a vacancy is created on the First Board.

C. The First Board shall be the Board of the Association until the Turnover Date. Upon the Turnover Date, Declarant shall cause all of the members of the First Board to resign, whereupon the Members shall elect Directors. Notwithstanding the resignation of the First Board upon the Turnover Date as provided herein, so long as Declarant continues to own any interest within the Property, Declarant shall be entitled (but not required) to appoint one (1) Director. After the Turnover Date, the Board so selected pursuant to this Paragraph C (including the one Director selected by Declarant, if any) shall serve a term of one year and until the annual meeting of Members following the expiration of the one-year term whereupon a new Board shall be elected in the manner provided herein and as set forth in the Bylaws. Vacancies on the Board shall be filled in accordance with the Bylaws.

**ARTICLE XI**  
**INDEMNIFICATION AND LIMITED LIABILITY**

A. Every Director and every officer of the Association and every Committee member shall be indemnified by the Association against all costs, expenses and liabilities, including Legal Fees reasonably incurred by or imposed upon by him or her in connection with any proceeding, litigation or settlement in which he or she may be a party, or in which he or she may become involved, by

Prepared By:  
Mark F. Grant, Esq., FL Bar #218881  
Rudon McCluskey, P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

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reason of his or her being or having been a Director or officer of the Association or a Committee member, whether or not he or she is a Director, officer or Committee member at the time such cost, expense or liability is incurred, except in such cases wherein the Director, officer, or Committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all rights to which such Director, officer, or Committee member may be entitled by common or statutory law.

B. The Association, the Board of Directors, the Committee, Declarant, Specified Party and any member, agent, or employee of any of the same, shall not be liable to any person for any action or for any failure to act, except to the extent such action or failure to act is found by a court of competent jurisdiction in a non-appealable judgment to have been the result of willful misconduct or gross misconduct.

#### ARTICLE XII BYLAWS

The Bylaws of the Association shall be adopted by the First Board and thereafter may be altered, amended or rescinded as set forth therein. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

#### ARTICLE XIII AMENDMENTS

A. These Articles may be amended only as follows:

1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may either be the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members.

(c) At such meeting a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving: (i) the affirmative vote of the Members entitled to cast a majority of the votes of the Members of the Association; and (ii) the affirmative vote of a majority of the members of the Board.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by the Members entitled to cast a majority of the votes of the

Prepared By:  
Mark F. Grant, Esq., FL Bar #212221  
Rudon McCloskey, Atty., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6600

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Members of the Association and a majority of the Members of the Board setting forth their intention that an amendment to the Articles be adopted.

B. No amendment may be made to the Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration or any amendments or Supplements thereto.

C. A copy of each amendment shall be filed with and certified by the Secretary of State of the State of Florida. After the Declaration is recorded, a certified copy of each amendment or the Articles as restated to include such amendment shall be recorded amongst the Public Records of the County.

D. Notwithstanding the foregoing provisions of this Article XIII, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of Declarant, including the right to designate and select members of the Board as provided in Article X hereof, without the prior written consent thereto by Declarant.

#### ARTICLE XIV


##### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 110 S.E. 6th Street, 20th Floor, Fort Lauderdale, Florida 33301 and the initial registered agent for the Association at that address shall be Robert F. Dwors.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this 23 day of MARCH, 1998.

  
Robert F. Dwors

The undersigned hereby accepts the designation of Registered Agent of AutoNation Park Association, Inc. as set forth in Article XIV of these Articles of Incorporation and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under, Florida Statutes, Chapter 617.

  
Robert F. Dwors

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Prepared By:  
Mark F. Grant, Esq., FL Bar #218881  
Eugene McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660  
FLC:279893.12



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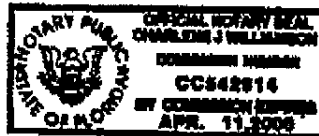
STATE OF FLORIDA )  
 ) SS:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 23 day of MARCH, 1998, by ROBERT F. DWORS, who is personally known to me ~~or who has produced~~ as identification.

Charlene J. Williamson (SEAL)  
Notary Public, State of Florida at Large

CHARLENE J. WILLIAMSON  
Printed, Typed or Stamped Notary Name

My Commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared By:  
Mark F. Grant, Esq., FL Bar #218881  
Ruden McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660  
FTL:278893:2

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