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April 20, 1998

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Bureau of Corporate Records
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

Re: Lakeview Office Park Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed please find original and duplicate of Articles of Incorporation for the referenced Corporation, together with a check in the amount of $122.50 to cover the following:

Filing of the Articles	$35.00
Certified Copy of the Articles	52.50
Registered Agent	35.00

Please return the certified copy of the Articles of Incorporation to the undersigned via regular mail.

Very truly yours,

Gatha Kennedy Milhorn
Corporate Paralegal

DMC 4/29/98

JWP:gkm
Enclosures

FILED
98 APR 27 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(JWP:gkm\State.Art)

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98 APR 27 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
LAKEVIEW OFFICE PARK PROPERTY OWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a Corporation Not For Profit and do hereby certify:

ARTICLE I

NAME: The name of the corporation (hereinafter called the Association) is:

LAKEVIEW OFFICE PARK PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II

TERM OF EXISTENCE: The term for which this Association is to exist shall be perpetual.

ARTICLE III

PURPOSES: The specific primary purposes for which the Association is formed are to provide for the preservation of property values, amenities and opportunities relative to the tract of real property known as Lakeview Office Park, lying and being in Sarasota County, Florida, (the "Property") and for the maintenance of the land and improvements thereon or therein, and to this end to subject the Property to protective covenants, conditions, and restrictions which promote the health, safety and welfare of owners of property within the above-described Property and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

In furtherance of such purposes the Association shall have power to:

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the Property recorded in Official Records Book 3097, Page 1392, of the Public Records of Sarasota County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Enforce the provisions of the Declaration in its name;

(c) Affix, levy and collect, and enforce payment by any lawful means, of all charges and assessments pursuant to the terms of the Declaration, and pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges or assessments levied on or imposed against the property of the Association;

(d) Acquire (by gift, purchase or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association pursuant to the terms of the Declaration;

(e) Borrow money for the purpose of improving the Common Areas and in aid thereof to mortgage Common Area, as defined in the Declaration, in accordance with the terms of the Declaration, but with such lender(s) giving to the owner of each Parcel in the Property a right of non-disturbance in the event of the foreclosure thereof;

(f) Dedicate, sell or transfer all or any part of the Common Area, as defined in the Declaration, or its other property to any public agency, authority, or utility for such purposes (which right shall not be exercised by the Association without Declarant's prior written approval);

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional commercial property and Common Area, as defined in the Declaration, provided that any such merger, consolidation or annexation shall have the approval of the Declarant, as defined in the Declaration;

(h) From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the Property and Common Area, as defined in the Declaration, consistent with the terms of the Declaration and these Articles;

(i) Enter into contracts for maintenance and/or construction of the Common Area, as defined in the Declaration, improvements in accordance with the Declaration;

(j) Have and exercise any and all powers, rights and privileges of a non-profit corporation organized under Chapter 617 of the Florida Statutes.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against owners as provided in the Declaration, and no part of the assets or net earnings of the Association will inure to the benefit of its members, trustees, directors, officers, or other private persons, except as provided by law.

ARTICLE IV

MEMBERSHIP: Every person or entity who is a record owner of a fee or undivided fee interest in any Parcel, as defined in the Declaration, which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel, as defined in the Declaration, which is subject to assessment by the Association, and is transferred only and automatically by conveyance of title to a Parcel, as defined in the Declaration; however, the foregoing shall not be construed to prohibit assignment of membership and voting rights by an Owner who is a contract seller to his vendee in possession.

ARTICLE V

PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT: The street address of the principal office and of the initial registered office of the Association is 395 Commercial Court, Suite A, Venice, Florida 34292. The Board of Directors may change the location of the principal office or registered office of said Association from time to time to any other address in Florida. The initial registered agent at the aforesaid address shall be Michael W. Miller.

ARTICLE VI

VOTING RIGHTS: Everglades Road Associates, Ltd., a Florida limited partnership, and Jacaranda Commercial Corporation, a Florida corporation, as "Declarant" under the Declaration, shall have the right to elect the Board of the Association until the first of the following occurs (the "Turnover"): (i) December 31, 2020; (ii) Declarant no longer intends to offer for sale to the public any of the Parcels, as defined in the Declaration; (iii) Declarant no longer owns any Parcel of the Property, as defined in the Declaration, or (iv) Declarant, in its sole and absolute discretion, elects at any time to terminate its right to elect a majority of the Board of the Association. Subject to this right, each Owner shall have one vote for each 1/10 of an acre of land within its Parcel. Ownership of a fraction of an acre less than 1/10 shall not entitle an Owner to a vote for such fraction. However, the following shall apply with regard to voting by Owners of any Parcel which is submitted to condominium ownership, or which is otherwise made subject to regulation or management by a Florida not-for-profit corporation acting as a property owners association for such Parcel (the "SubAssociation"). Any Sub-Association shall be the exclusive agent for and shall have an irrevocable proxy on behalf of all Owners of such Parcel with respect to the affairs of the Association. The Sub-Association shall be entitled to one vote for each 1/10 of an acre contained in the Tract to which it relates. Nothing in this paragraph shall restrict or affect the lien provisions contained herein.

ARTICLE VII

BOARD OF DIRECTORS: The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association, but at no time shall be less than three (3). Any Director may succeed himself in office. At the first annual meeting, the members shall elect one Director for a term of one year, one Director for a term of two years, and one Director for a term of three years. At each annual meeting thereafter, the members shall elect one Director for a term of three years. The names and addresses of the persons who are to serve as the initial Directors until the selection of their successors are:

Michael W. Miller	395 Commercial Court, Suite A Venice, Florida 34292
Nancy A. Liberi	395 Commercial Court, Suite A Venice, Florida 34292
Jayne E. Parrish	395 Commercial Court, Suite A Venice, Florida 34292

ARTICLE VIII

OFFICERS: The affairs of the Association shall be administered by a President, a Vice President, a Secretary, a Treasurer and such other officers as may be designed by the Bylaws, and at the times and in the manner prescribed in the Bylaws. The names and addresses of the initial officers who shall serve until their death, resignation, removal or until successors are designated are as follows:

Michael W. Miller	President
Jayne E. Parrish	Vice President
Nancy A. Liberi	Secretary/Treasurer

ARTICLE IX

NAMES AND ADDRESSES OF INCORPORATORS: The names and addresses of the incorporators to these Articles are:

Michael W. Miller	395 Commercial Court, Suite A Venice, Florida 34292
Jayne E. Parrish	395 Commercial Court, Suite A Venice, Florida 34292
Nancy A. Liberi	395 Commercial Court, Suite A Venice, Florida 34292

ARTICLE X

INDEMNIFICATION: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Association), by reason of the fact that he is or was a director and/or officer of the Association, against any and all expenses (including attorney's fees, court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding, except for an officer and/or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director and/or officer and shall inure to the benefit of the heirs and personal representatives of such person. In addition, such right of indemnification shall apply to any action, claim or proceeding relating to a period of time during which this indemnification clause was in full force and effect. Provided however, that if any past or present officer and/or director sues the Association, other than to enforce this indemnification, such past or present director and/or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Association is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Association's funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary. The indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which the indemnitees are entitled, including, without limitation, those conferred under Florida law or the Bylaws, Articles or any agreement executed by the Association.

ARTICLE XI

BYLAWS: The Bylaws of the Association shall initially be made and adopted by its first Board of Directors. The Bylaws may be amended, altered, supplemented or rescinded by the membership at any annual meeting of the Association, or at any special meeting duly called for such purpose, by the affirmative vote of the owners, as defined in the Declaration.

ARTICLE XII

AMENDMENT: Amendments to these Articles of Incorporation may be proposed by persons entitled to cast 25% of the votes entitled to be cast by the Owners, as defined in the Declaration, or by a majority of the Board of Directors and shall be amended, altered, supplemented or modified by the membership at any annual meeting of the Association, or at any special meeting duly called for such purpose, by the affirmative vote of the Class B Owners, as defined in the Declaration. Said Amendment(s) shall be effective when a copy thereof, signed by the Secretary or an Assistant Secretary and executed and acknowledged by the President or Vice President, has been filed with the Florida Secretary of State.

ARTICLE XIII

DISSOLUTION; MERGER; CONSOLIDATION: The Association may be merged or consolidated with another association not for profit, or may be dissolved, with the assent given in writing and signed by not less than a majority of each the Owners, as defined in the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to the purposes of the Association set forth herein and in the Declaration, in accordance with Florida Statutes, Sections 617.011 and 617.05.

ARTICLE XIV

INTERPRETATION: Express 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 shall have the same meaning where used herein. To the extent possible, these Articles shall be construed, interpreted and applied in a manner consistent and not in conflict with the terms and application of the Declaration.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21st day of April, 1998.

Michael W. Miller

Nancy A. Liberi

Jayne E. Parrish

"INCORPORATORS"

Having been named Registered Agent to accept service of process for Lakeview Office Park Property Owners Association, Inc., at the registered office designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Michael W. Miller
Registered Agent

FILED
98 APR 27 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(JWP/1042-13/262849.1)