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JERROLD KNEE

October 4, 1999

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****122.50 *****78.75

Re: Sebring Commerce Center

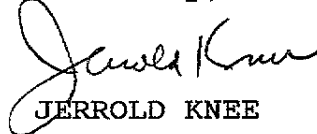
Gentlemen:

Enclosed please find the following in connection with the above captioned corporation:

1. Two originals of Articles of Incorporation;
2. Certificate Designating Registered Agent;
3. Check in the amount of \$122.50;
4. Self-addressed envelope.

Please return a certified copy of the Articles to this office.

Sincerely,


JERROLD KNEE

JK/jb
Enc.

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OCT-7 1999
10-07-99
10-12-99
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39 OCT -7 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SEBRING COMMERCE CENTER OWNER'S ASSOCIATION, INC.

The undersigned, acting as Incorporator of a nonprofit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is

SEBRING COMMERCE CENTER OWNER'S ASSOCIATION, INC.

hereinafter referred to as the "Association".

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the address of this Association shall be 1800 State Road 17 South, Avon Park, FL 33825.

ARTICLE III - PURPOSES

The specific purposes for which the Association is organized are:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, manage, use, employ, sell, expend, disburse, lease, mortgage, convey, option or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. To enforce any Declaration of Covenants, Conditions, Restrictions and Easements of Sebring Commerce Center, (the Declaration) consisting of commercial sites in Highlands County, Florida, to be the Association referred to in said Declaration, and to assess property owners in accordance with the Declaration.

C. To operate and maintain common property, specifically the Sebring Commerce Center Surface Water Management System as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances.

D. To do such other things as are incidental to the purposes of the Association or necessary or desirable in order to accomplish them.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The affairs of the Association shall be managed by the Board of Directors, consisting of not less than three nor more than five directors. The manner in which the directors are elected or appointed is as follows:

A. Incorporator shall have the right to appoint a majority of the Board of Directors until such time as it has sold seventy-five percent of the parcels affected by the Declaration, or for a period of ten years from the date of the recording of the Declaration in the Public Records of Highlands County, whichever event first occurs.

B. During the period that the Incorporator has the right to appoint a majority of the Board of Directors and the Incorporator appoints two directors, Class A members shall have the right to elect one director. If, during this period, the Incorporator appoints three directors, Class A members shall have the right to elect two directors.

C. During the period that the Incorporator has the right to appoint a majority of the Board of Directors, the directors need not be members of the Association or residents of the State of Florida. Thereafter, all directors shall be members of the Association and residents of the State of Florida.

D. Directors appointed by the Incorporator shall serve as directors until such time as the Incorporator has sold seventy-five percent of the parcels affected by the Declaration or amendments thereto, or for a period of ten years from the date of recording of the Declaration in the Public Records of Highlands County, whichever event first occurs. Thereafter, such directors shall be eligible for election in the same manner as Class A members.

E. Directors elected by Class A members shall serve for a period of two years, with their terms expiring upon the election of their successor, and they shall continue to serve until such time as newly elected directors are duly qualified or they are removed from office with or without cause by a majority of the Class A members.

F. Directors appointed by the Class B member may be removed with or without cause at any time by the Incorporator. In no event can a Board member appointed by the Incorporator be removed from office except by action taken by the Incorporator.

ARTICLE V - INITIAL BOARD OF DIRECTORS

Names and addresses of the initial Directors of the Association are as follows:

Name:	Address:
James M. Wohl	1800 State Road 17 South, Avon Park, FL 33825
Gayle Murdock	1379 North East Viola Road, Avon Park, FL 33825
Tal Rancourt	7944 South George Blvd., Sebring, FL 33872

ARTICLE VI - MEMBERS

The Association shall have two classes of members as follows:

A. The two classes of Members are:

Class A Members. Class A members shall be all property owners other than the Class B member. Owners shall automatically become Class A members upon purchase of property in Sebring Commerce Center.

Class B Member. The Class B member shall be Circle Three Development, L. C., its successors or assignees, as Incorporator of Sebring Commerce Center Owner's Association, Inc.

B. Incorporator shall be the Class B member until the Incorporator has sold seventy-five percent of the parcels affected by the Declaration or amendments thereto, or for a period of ten years from the date of recording the Declaration in the Public Records of Highlands County, whichever event first occurs, at which time the Class B membership shall terminate. Provided, however, Incorporator shall thereafter be a Class A member as long as it owns at least one parcel in Sebring Commerce Center.

ARTICLE VII - INITIAL OFFICERS

Affairs of the Association will be administered by officers of the Association, as follows:

A. Officers of the Association shall consist of a President, Vice-President, Secretary, Treasurer, and such other Officers as may be provided in the ByLaws.

B. Officers shall be elected by the Board of Directors for one-year terms at the meeting of the Directors following the annual meeting of members of the Association, and will serve at the pleasure of the Board of Directors.

C. Names and addresses of officers who will serve until their successors are duly elected and qualified are: —

President:

James M. Wohl, 1800 State Road 17 South, Avon Park, FL 33825

Vice-President:

Tal Rancourt, 7944 South George Blvd., Sebring, FL 33872

Secretary/Treasurer:

Gayle Murdock, 1379 North East Viola Road, Avon Park, FL 33825

ARTICLE VIII - CORPORATE POWERS

The corporate powers of this Association are those powers provided in Chapter 617, Florida Statutes, including, without limitation, the following:

A. To have all of the common law and statutory powers of a nonprofit corporation that are not in conflict with these Articles.

B. To accept and convey title to property, specifically including common areas, wetland and buffer areas, and habitat areas.

C. To make and collect assessments against members to defray costs, expenses and losses of the properties owned by it, or in which it has an interest or which its members have a right to use, (the common areas and property used thereon), and to provide liability insurance and other insurance.

D. To maintain, repair and replace the common areas, buffer zones, habitat areas, and any drainage or surface water management systems (as permitted by Southwest Florida Water Management District), benefiting members; and any personal property owned by the Association used thereon, or to contract for said services.

E. To require all property owners to be Class A members.

F. To use the proceeds of assessments in the exercise of its powers and duties, including, without limitation, the use of the proceeds to contract for services for operation and maintenance of the common areas.

G. To make and amend reasonable rules and regulations, bylaws, covenants, restrictions and agreements to effectuate the purpose for which the Association is organized.

H. To enforce, by legal means, any and all covenants, regulations, restrictions and agreements applicable to the bylaws of the Association.

I. To do any and all acts necessary or expedient for carrying on the activities, and pursuing the objects and purposes set forth in these Articles, including, without limitation, to sue as plaintiff or to be a defendant in a lawsuit.

J. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE IX- BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles, and the Bylaws may be altered, amended or repealed.

ARTICLE X - INDEMNIFICATION

The Association shall indemnify each Director and Officer, including former Directors and Officers, to the full extent permitted by the laws of the State of Florida.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

These Article of Incorporation may be amended from time to time as follows:

A. These Articles may be altered, amended or ~~repealed~~ by resolution of the Board of Directors and vote of seventy-five percent of the voting members, after not less than twenty days written notice to all members informing them of the specific amendment to be voted upon.

B. No amendment affecting Circle Three Development, L.C., its designee, successor or assignee, as Incorporator of Sebring Commerce Center Owner's Association, shall be effective without the prior written consent of Circle Three Development, L.C., its designee, successor or assignee, as long as Incorporator is the owner of any parcel in Sebring Commerce Center, or for a period of ten years from the date of recording the Declaration in the Public Records of Highlands County, whichever event first occurs.

ARTICLE XII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

The Association shall exist in perpetuity; provided however, upon dissolution of the Association for any reason whatsoever, the assets of the Association shall be distributed as follows:

A. Upon dissolution of Sebring Commerce Center Owner's Association, Inc., the assets, both real and personal, of the Association, shall be conveyed to a public agency or utility to be

devoted to the purposes, insofar as practicable, the same as those to which they were intended to be devoted by the Association. The property consisting of Sebring Commerce Center Surface Water Management System shall be conveyed to an appropriate agency of local government, and if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

B. No such disposition of the Association property shall be effective to divest or diminish any right or title of any member vested in him under the record covenants and deeds referable to the property, unless made in accordance with the provisions of such covenants and deeds.

C. The Association may be dissolved upon a resolution to that effect being recommended by two-thirds of the members of the Board of Directors, and approved by seventy-five percent of voting members of the Association's members. Dissolution shall be accomplished in accordance with provisions of the Statutes of the State of Florida.

ARTICLE XIII - INCORPORATOR

The Name and address of the Incorporator for these Articles of Incorporation is: CIRCLE THREE DEVELOPMENT, L.C., a Florida Limited Liability Company, 1800 State Road 17 South, Avon Park, FL 33825

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation this OCT 1, 1999.

CIRCLE THREE DEVELOPMENT, L.C.,
a Florida Limited Liability Company,

by Heartland Real Estate Corporation,
a Florida corporation, Member

by [Signature]
James M. Wohl, President

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing Articles of Incorporation were executed before me on October 1, 1999, by James M. Wohl, President of Heartland Real Estate Corporation, a Florida corporation, a Member of Circle Three Development, L.C., a Florida Limited Liability Company, on behalf of the company. He is personally known to me and did not take an oath.

Pamela M. Kelley
Notary Public

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
99 OCT -7 AM 11:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

SEBRING COMMERCE CENTER OWNER'S ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF AVON PARK, STATE OF FLORIDA, HAS NAMED JAMES M. WOHL, LOCATED AT 1800 STATE ROAD 17 SOUTH, CITY OF AVON PARK, STATE OF FLORIDA, 33825, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE OF CORPORATE OFFICER: _____

Title: President

Date: OCT 1 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE OF REGISTERED AGENT: _____

Date: OCT 1 1999