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October 21, 1999

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VIA UPS OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: PALMER PARK PLAZA ASSOCIATION, INC.
Our File No: P30-4747

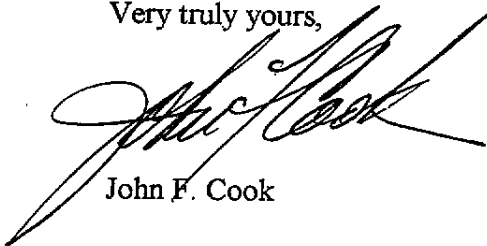
Dear Sir or Madam:

Enclosed please find Articles of Incorporation of Palmer Park Plaza Association, Inc. for filing, together with a copy for certifying.

Also, enclosed is a check in the amount of \$80.75 representing filing fees - \$35.00, certified copy - \$10.75 and registered agent designation - \$35.00.

Please forward the Certificate of Incorporation, together with certified copy of the Articles of Incorporation to the undersigned at your earliest opportunity.

Very truly yours,



John F. Cook

JFC/mc

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1999 OCT 22 PM 4: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PALMER PARK PLAZA ASSOCIATION, INC.
(A 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, the undersigned by these Articles of Incorporation (the "Articles") hereby certifies as follows:

Article I
DEFINITIONS

All terms which are defined in the Declaration of Protective Covenants, Conditions, and Restrictions for Palmer Park Plaza (hereinafter referred to as the "Tract Association") shall be used herein with the same meanings as defined in said Tract Declaration.

Article II
NAME

The name of this Tract Association shall be PALMER PARK PLAZA ASSOCIATION, INC. (hereinafter referred as the "Tract Association") , whose present address is 8588 Potter Park Drive, Suite 500, Sarasota, Florida 34238.

Article III
PURPOSES

The purposes for which this corporation is organized are to take title to (when conveyed by Declarant as provided in the Tract Declaration) , operate, administer, manage, lease and maintain the Tract Common Area or such portions thereof or of Palmer Park Plaza as are dedicated to or made the responsibility of the Tract Association in the Tract Declaration or in any other Palmer Park Plaza Documents, in accordance with the terms of and purposes set forth therein; and to conduct any lawful business permitted under the laws of the State of Florida for corporations not-for-profit in order to carry out the covenants and enforce the provisions of any Palmer Park Plaza Documents. The Tract Association is not a condominium association under Chapter 718, Florida Statutes.

Article IV
POWERS

The Tract Association shall have the following powers and shall be governed by the following provisions:

A. The Tract 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 Palmer Park Plaza Documents.

B. The Tract Association shall have all of the powers reasonably necessary to implement the purposes of the Tract Association including, but not limited to, the following:

1. To perform any act required or contemplated by it under the Tract Declaration or any other Palmer Park Plaza Documents.

2. To make, establish and enforce reasonable Rules governing the use of Palmer Park Plaza or any portions thereof, including, without limitation, the Tract Common Area.

3. To make, levy and collect Assessments for the purpose of obtaining funds for the payment of Tract Expenses in the manner provided in the Palmer Park Plaza Documents and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Tract Association.

4. To maintain, repair, replace and operate those portions of Palmer Park Plaza that it is required to maintain, repair, replace and operate in accordance with the Palmer Park Plaza Documents.

5. To perform any act required or contemplated by the MDO or the IDO.

6. To perform any act required or contemplated by the Master Documents.

7. To enforce the provisions of the Palmer Park Plaza Documents.

8. To employ personnel; to retain independent contractors and professional personnel; and to enter into service contracts to provide for the maintenance, operation and management of property; and to enter into any other agreements consistent with the purposes of the Tract Association, including but not limited to agreements with respect to the professional management and to delegate to such professional management certain powers and duties of the Tract Association.

Article V MEMBERS AND VOTING

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

A. The Membership of the Tract Association shall be comprised of the owners (owners other than Declarant are hereinafter sometimes collectively referred to as the "Owner Members"), including the Declarant. Membership shall be established as hereinafter set forth.

B. An Owner Member's membership shall be established effective immediately upon such Person's becoming an Owner of a Unit. The new Member shall present the Tract Association with a copy of the recorded Warranty Deed or other muniments of title conveying the title to the Unit so conveyed. Membership shall pass with title to the Unit in question as an appurtenance thereto with no such membership or rights arising therefrom being transferable in any manner except as an appurtenance to such Unit.

C. Declarant's Membership in the Tract Association shall be established effective immediately upon the creation of the Tract Association, and until the establishment and effectiveness of any other Member's membership, the membership of the Tract Association shall be comprised solely of Declarant.

D. A Structure for which final certificates of occupancy had been issued but which has subsequently been destroyed or demolished shall be deemed, for the purpose of calculating eligible votes, to have the number of Units and Values which were contained in the original Structure until such time as a replacement Structure has been erected and a final certificate of occupancy issued therefor. Thereupon, the number of Units and Values in the replacement Structure shall control in lieu of the number of Units so destroyed or demolished.

E. Voting Rights. -The voting rights of the Members shall be as follows:

1. Number of Votes. Each Member shall possess the number of votes such Member is entitled to, as set forth in Article 7.02 of the Tract Declaration.

2. Casting of Votes.

(a) Declarant. Declarant or the Person designated in Declarant's written proxy shall cast the votes possessed by Declarant as a Member at meetings of the Tract Association. Nothing herein contained shall require that Declarant cast in the same manner all the votes he is entitled to cast as a Member, and Declarant may cast fewer than the total number of votes he possesses.

(b) Each Owner Member shall cast its vote(s) as a Member at meetings of the Tract Association.

3. Person Entitled to Vote:

(a) The vote of Members owning a Unit owned by more than one natural person or by a corporation or other legal entity shall be cast by the person ("Voting Member") named in a proxy or certificate of voting authorization ("Certificate") executed by all of the owners of the Unit, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity and filed with the Secretary of the Tract Association. If such a proxy or Certificate is not filed with the Secretary of the Tract Association, the vote of such Unit shall not be considered for a quorum or for any other purpose.

(b) Whenever any Unit is owned by a husband and wife they may, but shall not be required to, designate a Voting Member. In the event a proxy or Certificate designating a Voting Member is not filed by the husband and wife, the following provisions shall govern their right to vote:

(i) Where both husband and wife are present at a meeting, each shall be regarded as the agent and proxy of the other for purposes of casting the vote for each Unit owned by them. In the event they are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting.

(ii) Where only one (1) spouse is present at a meeting, the spouse present may cast their vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary to the Tract Association by the other spouse. In the event of prior written notice to the contrary to the Tract Association by the other spouse, the vote of their Unit shall not be considered.

(iii) Where neither spouse is present, the person designated in a proxy or Certificate signed by either spouse may cast their vote, absent any prior written notice to the contrary to the Tract Association by the other spouse or the designation of a different Voting Member by the other spouse. In the event of prior written notice to the contrary to the Tract Association or the designation of a different Voting Member by the other spouse, the vote of their Unit shall not be considered.

F. Each and every Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Palmer Park Plaza Documents.

Article VI
TERM

The term for which this Tract Association is to exist shall be perpetual.

Article VII
INCORPORATOR

The name and street address of the Incorporator of the Tract Association is as follows:

Name

Address

JOHN F. COOK, ESQUIRE

Dent & Cook, P.A.
330 S. Orange Avenue
Sarasota, Florida 34236

The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State of Florida.

Article VIII
BOARD OF GOVERNORS

A. The number of members of the first Board ("First Board") shall be three (3).

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> |
|-------------------|--|
| Eugene Cassidy | 8588 Potter Park Drive, Suite 500 Sarasota, Florida 34238 |
| James A. Paulmann | 8588 Potter Park Drive, Suite 500 Sarasota, Florida 34238 |
| Richard Barth | 8588 Potter Park Drive, Suite 500 Sarasota, Florida 34238 |

The First Board shall be the Board until the first Annual Members Meeting after the Transfer Date. Declarant shall have the right to appoint, designate or elect the members of the First Board until the first Annual Members' Meeting after the Transfer Date, and in the event of any vacancy, to fill any such vacancy. Declarant reserves the right to remove from the First Board any Governors it designates or elects.

C. 1. At the first Annual Members' Meeting after the Transfer Date, and at all Annual Members' Meetings thereafter, the number of Governors shall be increased to five (5). In addition, after the Transfer Date and for so long as Declarant owns any interest in the Total Lands, Declarant shall have the right, but not the obligation, to designate one additional Governor and his/her successors ("Declarant Governor").

2. The Transfer Date shall be one hundred twenty (120) days after Declarant conveys to owners ninety (90%) percent of the total number of Property Units permitted by the IDO to be constructed on the Total Lands, or at any time upon a voluntary election of Declarant, whichever is the soonest to occur, as more fully described in Article 4.02(b)(8) of the Tract Declaration.

3. Any Governors named by Declarant shall serve at the pleasure of Declarant, and in the event of vacancies of such Governors, such vacancies shall be filled by Declarant. The fact that the Owners have not elected or refuse to elect Governors shall not interfere with the right of Governors designated by Declarant to resign.

D. The resignation of a Governor who has been designated, appointed or elected by Declarant, or the resignation of an officer of the Tract Association who was elected by the First Board, shall remise, release, acquit, and forever discharge such Governor or officer of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, claims, bonds, bills,

covenants, contracts, controversy, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity which the Tract Association or Members had, now have, or will have; or which any personal representative, successor, heir or assign of the Tract Association or Members hereafter may have against such Governor or officer by reason of his having been a Governor or officer of the Tract Association.

Article IX
OFFICERS

A. The affairs of the Tract Association shall be managed by the President of the Tract Association, assisted by one (1) or more Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, which officers shall be subject to the direction of the Board.

B. The Board shall elect the President, the Vice President, the Secretary and the Treasurer; and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, that such officers may be removed by the Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The same person may hold two offices, the duties of which are not incompatible; provided, however, the President shall not hold another office.

C. First Officers: the names of the officers who are to serve until the first election of officers by the Governors are as follows:

| | | |
|-------------------|---|---------------------|
| Eugene Cassidy | - | President |
| James A. Paulmann | - | Vice President |
| Richard Barth | - | Secretary/Treasurer |

Article X
INDEMNIFICATION

Every Governor and every officer of the Tract Association shall be indemnified by the Tract Association against all expenses and liabilities, including attorneys' fees through all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, arbitration or settlement to which he may be a party, or in which he may become involved, by reason of his being or having been a Governor or officer of the Tract Association, whether or not he is a Governor or officer at the time such expenses are incurred. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement. Notwithstanding anything contained herein to the contrary, in instances where the Governor or officer admits or is adjudged guilty of willful malfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all of indemnification to which such Governor or officer may be entitled by common law or statute.

Article XI
BY-LAWS

By-Laws of the Tract Association shall be adopted by the First Board and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

Article XII
AMENDMENTS

A. These Articles may be amended by the following methods:

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 be either 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 By-Laws for the giving of notice of meetings of Members ("Required Notice").

(c) At such meeting a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of all Members entitled to vote thereon.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Governors and all owners setting forth their intention that an amendment to these Articles be adopted.

B. A copy of each amendment shall be filed with the Secretary of State of the State of Florida and a certified copy shall be obtained by the secretary.

C. A certified copy of each such amendment shall be attached to any certified copy of these Articles and shall be part of such Articles and an exhibit to the Tract Declaration upon the recording of the Tract Declaration; or, in lieu thereof, "Restated Articles" (as described in Article XIV below) may be adopted and a certified copy thereof shall be attached as an exhibit to the Tract Declaration upon recordation thereof.

D. There shall be no amendment to these Articles which shall abridge, amend or alter the rights of: (i) Declarant, including the right to designate and select the Governors as provided in Article VIII hereof and the rights reserved to Declarant in the Tract Declaration, without the prior written consent thereto by Declarant; (ii) any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee. No amendment may be made to these

Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Tract Declaration.

Article XIII
SUCCESSOR ENTITIES

In the event of the dissolution of the Tract Association or any successor entity thereto, any property dedicated or conveyed to the Tract Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be maintained for the purposes for which the Tract Association, or a successor thereto, was maintaining such property in accordance with the terms and provisions under which such property was being held by this Tract Association or such successor.

Article XIV
RESTATEMENT OF ARTICLES

A. All provisions contained within these Articles plus any amendments thereto may at any time be integrated into a single instrument as "Restated Articles" and adopted by the Board. Such Restated Articles shall be specifically designated as such and shall state, either in the heading or in the introductory paragraph, the Tract Association's name and, if it has been changed, the name under which it was originally incorporated and the date of filing of the original Articles or any restatements thereof in the office of the Secretary of State of Florida. Such Restated Articles shall also state that they were duly adopted by the Board and that such Restated Articles only restate and integrate and do not further amend the provisions of these Articles as theretofore amended, or that any amendment included therein has been adopted pursuant to Article XII hereof and that there is no discrepancy between these Articles as theretofore amended and provisions of the Restated Articles other than the inclusion of the properly adopted amendments.

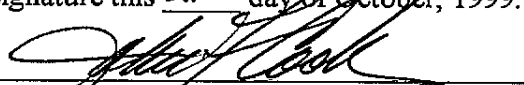
B. Upon the filing of Restated Articles by the Secretary of State of Florida, the original Articles, as theretofore amended, shall be superseded, and thenceforth the Restated Articles shall be these Articles of Incorporation of the Tract Association.

C. Amendments may be made simultaneously with restatement of these Articles if the requirements of Article XII are complied with. In such event, the Articles of Incorporation shall be specifically designated as such.

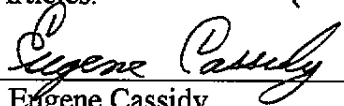
Article XV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Tract Association is 8588 Potter Park Drive, Suite 500, Sarasota, Florida 34238, and the initial Registered Agent of the Tract Association at that address shall be Eugene Cassidy.

IN WITNESS WHEREOF, I, John F. Cook, the Incorporator of the Palmer Park Plaza Association, Inc., have hereunto affixed my signature this 21st day of October, 1999.


John F. Cook

The undersigned hereby accepts the designation of Registered Agent of Palmer Park Plaza Association, Inc. as set forth in Article XV of these Articles.

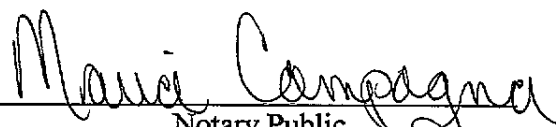

Eugene Cassidy

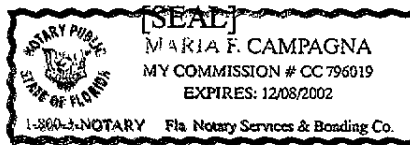
STATE OF FLORIDA)
)ss.:
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JOHN F. COOK, to me known to be the person described as the Incorporator of the Palmer Park Plaza Association, Inc. and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed, and he did not take an oath.

WITNESS my hand and official seal this 21st day of October, 1999.

Personally Known or
Produced Identification Type of
I.D. Produced:


Notary Public



My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 OCT 22 PM 4: 32

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STATE OF FLORIDA)
)ss.:
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared EUGENE CASSIDY, to me known to be the person described as Initial Registered Agent in, and who

executed, the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed and he did not take an oath.

WITNESS my hand and official seal this 21st day of October, 1999.

Personally Known or
Produced Identification Type of
I.D. Produced:

Maria Campagna
Notary Public

[SEAL]

