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CUSTOMER NO: 9666A

CUSTOMER: Tim Haines, Esq
HART & GRAY
HART & GRAY
P. O. Box 3310

Ocala, FL 34478-3310

DOMESTIC FILING

NAME: Ocala Airport Properties
Owners' Association, Inc.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

J 11/19/99

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99 NOV -4 PM 12: 23

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

OCALA AIRPORT PROPERTIES
OWNERS' ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, 1997, as amended, and do hereby certify:

ARTICLE I
Name and Address

The name of the Corporation is Ocala Airport Properties Owners' Association, Inc., hereinafter called the "Association". The street address of the Corporation is 1141 Coral Way, Coral Gables, Florida 33134 and the mailing address is 1141 Coral Way, Coral Gables, Florida 33134.

ARTICLE II
Registered Agent

The name of the Registered Agent is G. Sheppard W. Dozier and the Registered Office is 9 Northeast First Avenue, Ocala, Florida 34470.

ARTICLE III
Definitions

All definitions in the Declaration of Covenants and Restrictions for Ocala Airport Properties Subdivision (The "Declaration") to which a copy of the Articles are attached as Exhibit "A", are incorporated herein by reference and made a part hereof.

ARTICLE IV
Purpose and Definitions

Section 1. Purpose. The primary purpose of this Association is to create an entity to provide a forum for discussion and communication among the Owners of property in Ocala Airport Properties Subdivision, and to facilitate and assure the maintenance and operation of the property as may be subjected to the terms of the Declaration, including but not limited to Common Areas, roadways, and drainage facilities.

Section 2. Nonprofit Character of Association. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

ARTICLE V
Powers

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

(a) To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as recorded in the Public Records of Marion 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) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate all of the purposes for which the Association is organized.

(c) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

(d) To establish, collect, and disburse Assessments to be used for the maintenance and upkeep of the Common Areas, roadways, and the Storm Water and Surface Water Management System located within Ocala Airport Properties Subdivision.

(e) To manage, operate, maintain, repair and improve the Common Areas and any Storm Water or Surface Water Management System located within Ocala Airport Properties Subdivision or any property owned by another third party for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services.

(f) To enforce covenants, conditions or restrictions affecting the Property to the extent the Association may be authorized to do so under any Declaration or the Bylaws.

(g) To enter into, make, perform or enforce contracts of every kind and description; and do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association with or in association with any corporation or other entity or agency, public or private.

(h) To operate, maintain, and manage the Surface Water or Storm Water Management System located in Ocala Airport Properties Subdivision in a manner consistent with the requirements of the

Southwest Florida Water Management District's rules or regulations, and to assist in the enforcement of the restrictions and covenants contained therein.

(i) To levy and collect adequate Assessments against members of the Association for the cost of maintenance and operation of the Surface Water or Storm Water Management System located within Ocala Airport Properties Subdivision.

ARTICLE VI Membership

Every Owner of a Lot as defined in the Declaration shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. All members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

ARTICLE VII Voting Rights

The voting rights in the Association shall be as follows:

(a) The Declarant (as defined in the Declarations), so long as the Declarant owns any Lots within the Property, and subject to paragraph (c) below, shall be entitled to three (3) votes for each Lot owned.

(b) All other Owners of a Lot shall be entitled to one (1) vote for each Lot owned. When one or more person holds an interest in any Lot, all such persons shall be members of the Association, but in no event shall more than one vote be cast with respect to any single Lot. In the event all of the Owners of a Lot cannot agree on any vote, no vote shall be cast for such Lot; provided, however, that the Association may conclusively rely on the vote cast by any of the Owners of a Lot as being authorized by all such Owners unless the Association has been notified in writing to the contrary by one or more such Owners.

(c) Six (6) months after such time as the total number of votes to which the Declarant is entitled under the provisions of this Article is equal to the number of votes held by other Owners, the number of votes to which the Declarant is entitled shall be reduced to one (1) vote per Lot owned by the Declarant.

ARTICLE VIII Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three nor more than nine persons who need not be members of the Association. The first

Board shall consist of three Directors. Thereafter, the number of Directors may be increased to a maximum of nine by a majority vote of the Board of Directors.

The first election of Directors shall be held within sixty (60) days after January 1, 2001, at a meeting of the members called for that purpose. Three Directors shall be elected at this first election, one for a term of one year, one for a term of two years, and one for a term of three years. Said Board shall also determine the term for each new directorship so created. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of three years. At the expiration of any term, any Director may be re-elected for an additional consecutive term. The Directors shall be elected by the vote of a majority of the Members entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Fredric B. Burns	Post Office Box 43-2810 Miami, Florida 33243-2810
Adrian G. Burns	1141 Coral Way Coral Gables, Florida 33134
David R. Burns	1141 Coral Way Coral Gables, Florida 33134

At any time a Lot in the Property is owned by the Declarant (or its specific assignee of the right granted herein) the Declarant shall be entitled to appoint one (1) member of the Board of Directors, the balance of the Board of Directors to be elected as noted above.

ARTICLE IX Assessments

The Directors are required to establish a proposed Common Assessment to be levied against each Lot sufficient to maintain, extend or improve, and for the express purpose of maintaining, extending, or improving the Common Areas, any other areas which are maintained or partially maintained by the Association, or any

surface water or storm water management systems located within the Property. Notice of the proposed Common Assessment for the next ensuing year shall be provided by the Association to all members not less than fourteen (14) days nor more than sixty (60) days prior to an annual meeting of the members, which notice shall include the time and place for the proposed annual meeting [which shall be in Marion County, Florida]. At the annual meeting of the membership a proposed Common Assessment (or any new Common Assessment provided that its total amount is not greater than the original proposed Common Assessment included in the notice to the members) may be adopted by the affirmative vote of the Owners of not less than sixty percent (60%) of the Lots within the Property. The Assessment so established may be levied and collected annually, quarterly, or monthly, at the sole discretion of the Directors. If, after the first Common Assessment is adopted, a revised annual budget is not adopted at the annual meeting of the members at which a proposed Common Assessment is considered, the Common Assessment for the following year shall be the prior year's Common Assessment until such time as a revised annual budget is adopted.

The Directors may, in their complete and sole discretion, propose a Reconstruction Assessment against the Lots for one time and/or extraordinary expenses associated with the maintenance, extension or improvement of the Common Areas of the Property. The Directors shall give each member notification of the proposed assessment, and the time and location for the meeting of the Directors and members for consideration of the assessment (which shall be in Marion County, Florida) not less than fourteen (14) or greater than sixty (60) days prior to the scheduled special meeting of the members. At the special meeting the assessment (or any revised assessment provided that the total amount is not greater than the proposed assessment sent with the notice of the meeting) may be adopted by an affirmative vote of the Owners of at least sixty percent (60%) of the Lots within the Property.

The Directors shall establish a separate interest bearing account for the deposit of all funds collected pursuant to this Article, and shall not place any other funds, regardless of source, in said account. All funds so deposited shall be disbursed only for improvements to, and extensions or maintenance of, the Common Areas, roadways, and drainage retention areas within Ocala Airport Properties Subdivision. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any Member of the Association requesting access to same.

The assessments collected by the Association in accordance with the provisions of this Article shall also be used, to the extent required, for the maintenance and repair of the Surface Water or Storm Water Management System, including but not limited

to work within retention areas, drainage structures and drainage easements.

ARTICLE X
Dissolution

In the event of the dissolution of the Association, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be used for such similar purposes.

Notwithstanding any other provisions contained within this Article, the Association may be dissolved only as provided in the Declaration, the Bylaws of the Association, and the laws of the State of Florida. In the event of the termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Storm Water Management System located within Ocala Airport Properties Subdivision must be transferred to and accepted by an entity which would comply with the requirements of, and must be approved by, Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI
Duration

The corporation shall exist perpetually.

ARTICLE XII
Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.

Section 2. Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association entitled to vote thereon.

Section 3. Adoption of Amendment. Adoption of the amendment will require the affirmative vote of three-fourths of the vote entitled to be cast thereon.

Section 4. Restrictions on Amendment. No amendment to these Articles of Incorporation affecting in any way the ownership, maintenance or operation of any Surface Water or Storm Water Management System in Ocala Airport Properties Subdivision shall be effective without the written consent of the Southwest Florida Water Management District.

ARTICLE XIII
Subscribers

The name and street address of the subscriber and incorporator to these Articles of Incorporation is Fredric B. Burns, Post Office Box 43-2810, Miami, Florida 33243-2810.

ARTICLE XIV
Officers

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Fredric B. Burns	President
Fredric B. Burns	Secretary
David Burns	Vice President
Adrian Burns	Treasurer

ARTICLE XV
Bylaws

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the Members by the majority vote of the Members otherwise entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present. Any amendments to Bylaws shall be binding on all members of the Association.

ARTICLE XVI
Indemnification of Officers and Directors

The Association shall and does hereby indemnify and hold harmless Declarant and the Partnership and every Director and ever officer, their heirs, executors and administrators, against all

loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a part by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE XVII

Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation, the Declarant and the Partnership, or an affiliate of the Declarant, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XVIII

Conflicts

Section 1. Conflicts. In the case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in the case of any conflict between the Declarations and these Articles of Incorporation, the Declarations shall control.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, constituting the subscriber and incorporator of this Association, have executed these Articles of Incorporation this 29 day of October, 1999.



Fredric B. Burns

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was sworn to and subscribed before me
this 30 day of October, 1999, by Fredric B. Burns, who is

personally known to me or

produced a Florida Driver's License as identification.

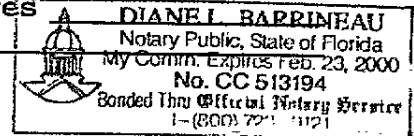
Diane Barrineau

Notary Public, State of Florida

Print Notary Name

My commission expires

Commission number



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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

G. Sheppard W. Dozier, whose address is 9 Northeast First Avenue, Ocala, Florida 34470, the initial registered agent named in the Articles of Incorporation to accept service of process for Ocala Airport Properties Owners' Association, Inc., organized under the laws of the State of Florida, hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 30 day of October, 1999



G. Sheppard W. Dozier