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(1909-1991)

February 6, 1998

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

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-02/06/98--01033--022
****131.25 ****131.25

Re: METROPOLITAN CENTER SWMF CORPORATION,
a Florida corporation

Enclosed is an original and one copy of the articles of incorporation of METROPOLITAN CENTER SWMF CORPORATION, together with a check for \$131.25 filing fee, certified copy and certificate.

Thank you for your cooperation and assistance in this matter.

Sincerely,

Robert M. Ervin

Robert M. Ervin
Attorney for Metropolitan Center
SWMF Corporation

RME:bjk

Enc.

Dmc
2-6-98

Bobbie
Call when
Ready!

FILED
98 FEB -6 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
METROPOLITAN CENTER SWMF CORPORATION**

FILED

98 FEB -6 AM 10:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be **METROPOLITAN CENTER SWMF CORPORATION.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 1700 Capital Circle SW, Tallahassee, Florida 32310, and P. O. Box 2235, Tallahassee, Florida 32316.

**ARTICLE III
STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is fifty (50) shares of common stock of no par value. Such shares shall be issued only to the owners of land the stormwaters from which flow into the existing stormwater management facility (SWMF) for Metropolitan Center, Tallahassee, Florida. The shares shall be issued from time to time and for such consideration as determined and approved by the board of directors of the corporation.

**ARTICLE IV
PURPOSE**

The specific purpose for which the corporation is organized is to be responsible for the maintenance of and to maintain the existing SWMF for Metropolitan Center, Tallahassee, Florida, in compliance with the Tallahassee Environmental Management Ordinance. The corporation shall be the permittee of the Metropolitan Center SWMF in perpetuity, or until the Tallahassee Environmental Management Ordinance no longer requires SWMF property owners' associations to be incorporated.

**ARTICLE V
POWERS, AUTHORITY AND RESPONSIBILITIES**

The corporation shall have and may exercise all lawful powers and authority necessary to or convenient for the performance or discharge of its functions or duties or incident to the purpose for which it is organized, including but not limited to the entry into contracts and the appointment and designation of agents,

representative and attorneys to act for or represent the corporation. The operating permit granted to this corporation by the City of Tallahassee and concurrent obligations of shareholders shall transfer to the successors in interest who purchase, develop, or improve land, the stormwaters from which flow into the SWMF for Metropolitan Center.

ARTICLE VI DIRECTORS AND OFFICERS

INITIAL DIRECTORS

a) The initial officers and directors of the corporation are as follows:

George R. Langford:	President and Director
T. Bert Fletcher:	Vice President and Director
George N. Lewis:	Secretary-Treasurer and Director

b) Election of officers: Officers of the corporation shall serve until their successors are elected by the directors at the meeting of directors first following the organizational meeting of the corporation and thereafter at the meeting of directors first following each annual meeting of shareholders of the corporation.

c) Election of directors: The directors shall serve until their successors are elected by vote of the outstanding shares of stock of the corporation at the organizational meeting of the corporation and thereafter at each annual meeting of the corporation. The directors of the corporation shall be three in number until increased by provisions of the by-laws to not exceeding five in number. Directors are not required to be shareholders of the corporation. Terms of directors shall be one year or until their successors are duly elected.

d) Meetings - Procedure:

Shareholders: The president of the corporation shall preside at meetings of shareholders and the secretary shall make and keep a record of the proceedings of each meeting of shareholders or shall cause such a record to be made and kept. A majority of all outstanding shares of stock of the corporation shall constitute a quorum for the purpose of transacting all business of the corporation.

Directors: The directors shall designate one of their number to preside at all meetings and shall cause a record of the proceedings of the directors' meetings and actions to be made and kept.

ARTICLE VII

BY-LAWS OF THE CORPORATION

By majority vote, the directors of the corporation shall prescribe and adopt and from time to time may amend by-laws for the corporation which may contain provisions for managing the business of the corporation.

ARTICLE VIII

AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders of all outstanding shares of stock of the corporation by majority vote of a quorum attending a meeting called following or at least ten (10) days notice of the proposed amendment(s) or upon unanimous waiver of notice of the meeting by all shareholders of outstanding shares of stock may by approval of the amendment(s) so noticed or waived amend the articles of incorporation of the corporation.

ARTICLE IX

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent are:

George R. Langford
1700 Capital Circle SW
Tallahassee, FL 32310

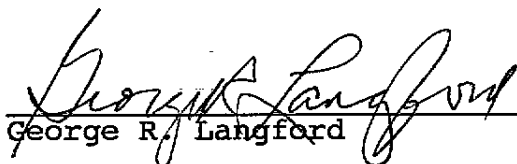
**ARTICLE X
INCORPORATORS**

The names and addresses of the incorporators of these Articles of Incorporation are:

George R. Langford
1700 Capital Circle SW
Tallahassee, FL 32310

T. Bert Fletcher
1501 Argonne Road
Tallahassee, FL 32303

George N. Lewis
5300 Bradfordville Road
Tallahassee, FL 32308


George R. Langford

January 6, 1998

T. Bert Fletcher

T. Bert Fletcher

January 6, 1998

George N. Lewis

George N. Lewis

January 6, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

George B. Langford

George B. Langford

January 6, 1998