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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

1-4 COMMERCE CENTER, PHASE II, UNIT 1, REPLAT ONE PR

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ARTICLES OF INCORPORATION  
OF  
I-4 COMMERCE CENTER, PHASE II, UNIT 1, REPLAT ONE  
PROPERTY OWNERS ASSOCIATION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 JUN 2006 AM 10:15

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The undersigned, hereby establishes the following for the purpose of becoming a corporation not-for-profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit.

ARTICLE I

Name of Corporation

The name of this Corporation (hereinafter the "Corporation") shall be I-4 COMMERCE CENTER, PHASE II, UNIT 1, REPLAT ONE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Corporation are:

c/o Welwyn Management Company  
901 Via Lugano  
Winter Park, Florida 32789

ARTICLE III

Purposes

The purpose of this Corporation is to own, lease, maintain, operate, and/or administer certain property and to repair and maintain the facilities in certain areas within or related to the operation of the real property described at the plat of I-4 COMMERCE CENTER, PHASE II, UNIT 1.

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REPLAT ONE recorded in the Public Records of Orange County, Florida (the "Center") as such duties as described in that certain Declaration of Restrictions, Easement and Restrictive Covenants for I-4 Commerce Center, Phase II, Unit 1, Replat One (the "Declaration"). Defined terms used but not defined in these Articles of Incorporation shall have the meanings ascribed to them in the Declaration.

ARTICLE IV

Powers and Limitations

A. The Corporation shall have the power:

1. To own, lease, operate, maintain, and administer the Common Areas of Interest and other property within or related to the operation of the Center for the common good of members of the Corporation.

2. To establish reasonable rules and regulations regarding the property within the Center.

3. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the Bylaws of the Corporation, and pursuant to the Declaration.

4. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes, and Chapter 607, Florida Statutes, respectively.

5. At its option, to engage professional management agents to manage its affairs and to pay a fee therefor.

6. To grant easements and leases to any Owner over, under through, and/or

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across the Common Areas of Interest, for or without compensation to this Corporation, without any need to obtain the approval or joinder of any member or lien holder thereof.

B. The Corporation is not organized for profit and shall not have the power to issue certificates of stock or pay dividends.

C. All funds and title to all interest in property acquired by the Corporation, whether fee simple or leasehold or otherwise, and the proceeds thereof shall be held in trust for members of the Corporation.

D. The Corporation shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE V

Corporate Existence

This Corporation shall have perpetual existence unless sooner dissolved by law. The Corporation may be dissolved upon unanimous resolution to that effect being adopted by the members of the Board of Directors and approved by an affirmative vote of at least eighty-five percent (85%) of all of the total Voting Rights (as said term is defined in the Bylaws) in the Center, and, after receipt of an appropriate decree of dissolution, if such decree is necessary at the time of dissolution as set forth in Florida Statutes, Chapter 617, or statute of similar import.

ARTICLE VI

Qualifications for Members and Manner of Admission and Voting Rights

The qualifications for members and the manner of their admission and voting rights shall be as regulated by the Bylaws of the Corporation and the Declaration. The Corporation shall have two (2) classes of membership: (i) the "Class A Membership", which consists of each

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person or entity who acquires the fee simple record title to any Lot (other than the Declarant), and (ii) the "Class B Membership", which consists solely of the Declarant.

ARTICLE VII

Directors

A. The business of this Corporation shall be conducted by a Board of Directors, consisting of not less than three (3) and not more than seven (7) directors. The initial Board of Directors shall consist of three (3) directors.

B. The election of directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of this Corporation.

ARTICLE VIII

Officers

The affairs of the Corporation shall be managed by a president, vice president, secretary and treasurer, and such other officers as may be authorized by the Board of Directors. A person may hold more than one such office provided that the same person shall not hold the offices of President and Secretary simultaneously. Said officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs. The first officers of the Corporation shall be:

- President: Richard E. DeLater
- Vice President: James Michael Pertree
- Secretary/Treasurer: Andrew D. Owens

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ARTICLE IX

Names and Addresses of Directors

The names and addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and Bylaws of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Richard E. DeLater	901 Via Lugano Winter Park, Florida 32789
James M. Pertree	2217 Butler Bay Drive North Windermere, Florida 34786
Andrew D. Owens	546 Wekiva Landing Drive Apopka, Florida 32712

ARTICLE X

Bylaws

The first bylaws of the Corporation shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

Indemnification

A. The Corporation shall indemnify any director and/or officer of the Corporation (collectively referred to herein as the "Indemnitees" and individually referred to herein as an "Indemnitee"), made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding as follows. This indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including but not limited to, an action by the Corporation), brought by or against an Indemnitee, based on an act, or acts, alleged to have been committed by such Indemnitee, in his capacity as an officer or director. In any such

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action, the Indemnitee shall be indemnified against judgments, losses, liabilities, costs, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, provided such Indemnitee did not act with gross negligence or willful misconduct. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in itself, create a presumption that any such Indemnitee acted with gross negligence or willful misconduct.

B. Indemnification as provided in this Article shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such person. References herein to directors and officers shall include not only current directors and officers but also former directors and former officers.

C. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is a director or officer of the Corporation against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

D. The aforementioned rights shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

ARTICLE XII

Transactions in Which Directors or Officers Are Interested

No contract or transaction between the Corporation and one (1) or more of its officers or directors, or between the Corporation and any other corporation, partnership, association, or other organization in which one (1) or more of its directors or officers are directors or officers of this Corporation, or have a financial interest in this Corporation, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at, or

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participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No directors or officers of the Corporation shall incur liability merely by reason of the fact that he or she is or may be interested in any such contract or transaction.

ARTICLE XIII

Amendments

A. Amendments to these Articles of Incorporation shall be approved by (1) the affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors and by the affirmative vote of at least a majority of the Voting Rights in the Center, or (2) the affirmative vote of at least two-thirds (2/3) of the Voting Rights in the Center.

B. A copy of each amendment of the Articles of Incorporation as approved must be filed with the Secretary of State of the State of Florida, or such other person required by Florida law, and shall be recorded in the Public Records of Orange County, Florida.

C. Anything to the contrary herein notwithstanding, until such time as the Declarant has relinquished control of the Corporation, no such amendment shall be effective without the written consent of the Declarant. Any attempt to amend or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE XIV

Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Richard E. DeLater	901 Via Lugano Winter Park, Florida 32789

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ARTICLE XV

Initial Registered Office and Agent


The street address of the initial registered office of this Corporation is 901 Via Lugano, Winter Park, Florida 32789 and the name of the initial registered agent of this Corporation is Richard F. DeLater.

ARTICLE XVI

Miscellaneous

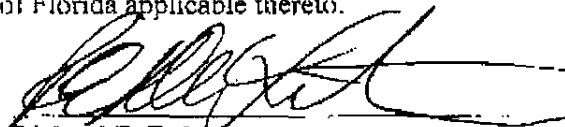
These Articles of Incorporation, the Bylaws and the Declaration shall be read and interpreted consistently. However, in the event of any conflict in the terms thereof, the terms of the Declaration shall prevail over the terms of the Articles of Incorporation and the Bylaws, and the terms of the Articles of Incorporation shall prevail over the terms of the Bylaws.

IN WITNESS OF THE FOREGOING, the undersigned has hereunto set his hand and seal in acknowledgment of the foregoing Articles of Incorporation, this 29<sup>th</sup> day of June, 2005, which Articles of Incorporation are to be filed in the Office of the Secretary of State.

  
Richard E. DeLater

ACCEPTANCE BY REGISTERED AGENT

I hereby consent to and accept the appointment to act as registered agent for 1-4 Commerce Center, Phase II, Unit 1, Replat One Property Owners Association, Inc., a Florida corporation not-for-profit, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

  
Richard E. DeLater

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