

ARTICLES OF INCORPORATION

- of -

PARK CENTER AT METROWEST CONDOMINIUM ASSOCIATION, INC.

A Non-Profit Corporation

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do hereby state as follows:

ARTICLE I. NAME

The name of this corporation shall be PARK CENTER AT METROWEST CONDOMINIUM ASSOCIATION, INC. ("Association"). The terms contained in these Articles of Incorporation shall have the same meaning as set forth in the Declaration (defined below) unless otherwise defined herein.

ARTICLE II. PURPOSES

The purposes for which this Association is formed are as follows:

A. To form an "Association" as defined in Chapter 718, Florida Statutes, and enacted on the date hereof (the "Condominium Act"), and, as such, to operate, maintain, repair, improve, reconstruct and administer the Condominium Property of, and to perform the acts and duties necessary and desirable for the management of the Units and Common Elements in Park Center at MetroWest, a commercial Condominium (the "Condominium"); and to own, operate, lease, sell and trade property, whether real or personal, including Units in the Condominium, as may be necessary or convenient in the administration of the Condominium.

B. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium of Park Center at MetroWest, to be recorded among the Public Records of Orange County, Florida, as amended from time to time (the "Declaration").

C. To establish by-laws for the operation of the Condominium Property ("By-Laws"), provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Condominium Act, the Declaration, these Articles of Incorporation (the "Articles") and the By-Laws.

D. The Association shall have all of the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Condominium Act, the Declaration, these Articles and the By-Laws of the Association.

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SECRETARY OF STATE
DIVISION OF CORPORATE REGISTRATION

ARTICLE III. MEMBERS

A. All Unit Owners in the Condominium shall automatically be members of the Association ("Members") and their memberships shall automatically terminate when titles to their Units are conveyed to others. If a Member conveys title to its Unit under the provisions of the Declaration, the new Unit Owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

B. Each Unit shall have a vote equal to its percentage of ownership of the Common Elements in all elections of the Association. An individual, corporation or other entity owning an interest in a Unit may be designated as the voting Member for each Unit in which he or it owns an interest.

C. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to its Unit. No part of the income of the Association shall be distributed to its Directors or Officers and no part of the income of the Association shall be distributed to its Members, except in the event of the termination of the Condominium as set forth in the Declaration.

ARTICLE IV. EXISTENCE

This Association shall have perpetual existence. In the event that the Association is dissolved, portions of the Common Elements which consist of the surface water management system shall be conveyed to the applicable Water Management District, other governmental authority or the Master Association as determined by the Board of Administration of the Association, or, if such conveyance is not perfected prior to dissolution of the Association, the recipient of such conveyance shall be determined by a majority vote of the Unit Owners, based on one vote per Unit Owner. In the event that acceptance of such dedication is refused, such portion of the Common Elements shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization, to be devoted to surface water management purposes.

ARTICLE V. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is William L. Bradshaw, Sr., 7830 Canyon Lake Circle, Orlando, Florida 32835.

ARTICLE VI. DIRECTORS

A. The affairs and property of the Association shall be managed and governed by a Board of Administration composed of not less than three (3) persons (each a "Director"). The first Board of Administration shall have three (3) Directors and, in the future, the number shall be determined from time to time in accordance with the Association's By-Laws.

B. The Directors named in Article VII shall serve until the first election of a Director or Directors as provided in the By-Laws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the Members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term.

C. All Officers shall be elected by the Board of Administration in accordance with the By-Laws. The Board of Administration shall elect from among the Members a President, Vice President, Secretary, Treasurer and such other Officers as it shall deem desirable. The President shall be elected from among the membership of the Board of Administration but no other Officer need be a Director.

ARTICLE VII. FIRST BOARD OF ADMINISTRATION

The following persons shall constitute the first Board of Administration and shall serve until the first election of the Board of Administration at the first regular meeting of the membership:

<u>Director Name</u>	<u>Address</u>
William L. Bradshaw, Sr.	7830 Canyon Lake Circle Orlando, FL 32835
Cynthia A. Bradshaw	7830 Canyon Lake Circle Orlando, FL 32835
William G. Calhoon	10400 Windermere Chase Boulevard Gotha, Florida 34746

ARTICLE VIII. OFFICERS

Subject to the direction of the Board of Administration, the affairs of the Association shall be administered by officers (each an "Officer") who shall be elected by and serve at the pleasure of said Board of Administration. The following persons shall constitute the initial Officers of the Association and they shall continue to serve as such Officers until removed by the Board of Administration:

<u>Officer Name</u>	<u>Office</u>
William L. Bradshaw, Sr.	President/Vice-President/Treasurer
William G. Calhoon	Secretary

ARTICLE IX. BY-LAWS

A. The By-Laws of this Association shall be adopted by the Board of Administration and attached to the Declaration to be filed among the Public Records of Orange County, Florida. The By-Laws may be amended by the Members in the manner provided in said By-Laws.

B. No amendment to the By-Laws shall be passed which would change the rights and privileges of the Developer referred to in the Declaration, and the Exhibits attached thereto, without the Developer's written approval.

C. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any Mortgagee.

ARTICLE X. AMENDMENTS

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Condominium Act or the Declaration may be made at the request of at least ten percent (10%) of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the Members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of a majority of the voting rights of the Members as set forth in the Declaration shall be required for approval of the proposed amendment or amendments.

B. Any Member may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice

of special meetings to vote thereof, either before, at or after a membership meeting at which a vote is taken to amend these Articles.

C. Notwithstanding anything herein to the contrary, these Articles may be amended only by the Developer of the Condominium during such time as the Developer shall be in control of the Association; provided, further, that the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

ARTICLE XI. INDEMNIFICATION

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expense are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Administration as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XII. ADDRESS

The principal address of the Association shall be 7830 Canyon Lake Circle, Orlando, Florida 32835, or at such other place as may be subsequently designated by the Board of Administration.

ARTICLE XIII. CONVEYANCE

The Association shall accept any and all deeds of conveyance delivered to it by the "Developer" as defined in this Declaration.

ARTICLE XIV. QUORUM

A quorum at any meeting of the Members shall be attained by the presence, either in person or by proxy, of persons entitled to cast one-third (1/3) of the voting rights of the Members. If voting rights of any Member are suspended pursuant to the provisions of the Declaration or the By-Laws, then the vote(s) of such Member shall not be counted for the purpose of determining the presence of a quorum and a total number of authorized votes shall be reduced accordingly during the period of such suspension.

ARTICLE XV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is be 7830 Canyon Lake Circle, Orlando, Florida 32835, and the name of the Association's initial registered agent at that address is William L. Bradshaw, Sr.

~~August~~⁷ IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 3rd day of ~~July~~^{August}, 2005.

Signed, Sealed and Delivered
in the Presence of:

Print Name: Angie Brissman

Print Name: William L. Bradshaw, Sr.
David M. Owen, Jr.

William L. Bradshaw, Sr.
William L. Bradshaw, Sr.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3 day of ~~July~~^{August}, 2005, by William L. Bradshaw, Sr. He is personally known to be has produced and who did/did not take an oath.

Belinda A. Shankle

Printed/Typed Name: BELINDA A. SHANKLE

Notary Public-State of Florida

Commission Number: My comm. exp. Apr. 18, 2006

Comm. No. DD 140015

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SECRETARY OF
DIVISION OF
H.L.L.

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

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

PARK CENTER AT METROWEST CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, desiring to organize or qualify under the laws of the State of Florida, where its principal place of business at the City of Orlando, County of Orange, State of Florida has named William L. Bradshaw, Sr., located at 7830 Canyon Lake Circle, Orlando, Florida 32835, as its agent to accept service of process within Florida.

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.

Date: 8/3/05

William L. Bradshaw, Sr.

William L. Bradshaw, Sr.

EXHIBIT D
BY-LAWS
OF
PARK CENTER AT METROWEST CONDOMINIUM, INC.

[See following document]