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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
of  
**METRO WEST PROFESSIONAL PLAZA**  
**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 **METRO WEST PROFESSIONAL PLAZA CONDOMINIUM ASSOCIATION, INC.** ("Association"). The terms contained in these Articles of Incorporation shall have the same meaning as Set forth in the Declaration unless otherwise defined herein.

ARTICLE II

PURPOSES AND POWERS

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

- A. To form an "Association" as defined in Chapter 718, Florida Statutes, an enacted on the date hereof ("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, Common Elements, and Limited Common Elements in MetroFirst, a Commercial Condominium (the "Condominium"); and to own, operate, lease, sell and trade property, whether real or personal, including units in the Condominiums, 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 ("Declaration").
- C. To establish by-laws for the operation of the Condominium's property ("ByLaws"), 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 ("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.

ARTICLE III

MEMBERS

A. All Unit Owners in the Condominiums shall automatically be Members of the Association and their memberships shall automatically terminate when titles to their units are conveyed. If a Member conveys title to his unit under the provisions of the Declaration, the new owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

B. Each Unit Owner shall be entitled to one (1) vote. An individual, corporation or other entity owning an interest in more than one 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 his Unit. No part of the income of the Association shall be distributed to its Members, directors or officers.

ARTICLE IV

EXISTENCE

This Association shall have perpetual existence.

ARTICLE V

INCORPORATORS

The names and street addresses of the incorporator to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Vincent V. Desai	4125 Town Center Boulevard Orlando, Florida 32837
Charles C. Frey	4125 Town Center Boulevard Orlando, Florida 32837

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 ("Directors"). 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. The Directors on the first Board of Administration need not be Members entitled to vote in the Association.

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 at the regular annual meeting of the Board as established by 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 Directors of the Board of Administration and shall serve until the first election of the Board of Administration at the first regular meeting of the membership:

<u>Name</u>	<u>Address</u>
Vincent V. Desai	4125 Town Center Boulevard Orlando, Florida 32837
Charles C. Frey	4125 Town Center Boulevard Orlando, Florida 32837
Marissa E. Magsino	7425 Conroy-Windermere Road Orlando, Florida 32835

## ARTICLE VIII

### OFFICERS

Subject to the direction of the Board of Administration, the affairs of the Association shall be administered by officers 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>Name</u>	<u>Office</u>
Vincent V. Desai	President
Charles C. Frey	Secretary/Treasurer

#### 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, which do not conflict with the Condominium Act or the Declaration, may be made by ten percent (10%) of the Members. Such proposals shall be in writing and shall state the purpose or purposes of the proposed amendment(s). The proposal shall then 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. 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 votes of the Members 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 to the President or notice of special meetings to vote thereon, 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 expenses 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 c/o METROFIRST, LLC, 4125 Town Center Boulevard, Orlando, Florida 32837, 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 the Declaration.

ARTICLE XIV

QUORUM

A quorum at Members' meeting shall be attained by the presence, either in person or by proxy, of persons entitled to cast a majority of the votes of Members as defined in the By-Laws. If voting rights of any Owner are suspended pursuant to the provisions of the Declaration or the By-Laws, then the Vote(s) of such Owner 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 OFFICER AND AGENT

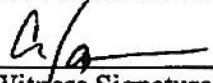
The street address of the initial registered office of the corporation is 4125 Town Center Boulevard, Orlando, Florida 32837, and the name of the Association's initial registered agent at that address is CHARLES C. FREY.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 8th day of January, 2003.

SIGNED, SEALED AND DELIVERED  
IN THE PRESENCE OF:

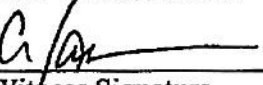
  
\_\_\_\_\_  
Witness Signature

*Daniel W. Teare*  
\_\_\_\_\_  
Print Witness Name


  
\_\_\_\_\_  
Witness Signature  
C. Yanki Solomons  
\_\_\_\_\_  
Print Witness Name

*Daniel W. Teare*  
\_\_\_\_\_  
Witness Signature

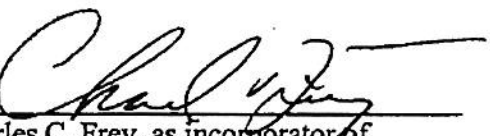
*Daniel W. Teare*  
\_\_\_\_\_  
Print Witness Name

  
\_\_\_\_\_  
Witness Signature

*C. Yanki Solomons*  
\_\_\_\_\_  
Print Witness Name

  
\_\_\_\_\_  
Vincent V. Desai, as incorporator of  
Metro West Professional Plaza Condominium

Address: 4125 Town Center Boulevard  
Orlando, FL 32837

  
\_\_\_\_\_  
Charles C. Frey, as incorporator of  
Metro West Professional Plaza Condominium

Address: 4125 Town Center Boulevard  
Orlando, FL 32837

**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:

METRO WEST PROFESSIONAL PLAZA 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 CHARLES C. FREY, located at 4125 Town Center Boulevard, Orlando, Florida 32837, 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.

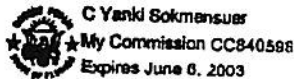
Date: January 8, 2003

Charles C. Frey  
CHARLES C. FREY

STATE OF FLORIDA

COUNTY OF ORANGE

THE FOREGOING INSTRUMENT was acknowledged before me this 8 day of January, 2003, by CHARLES C. FREY, who is personally known to me, or who produced \_\_\_\_\_ as identification, and who did take an oath.



My commission expires:

C. Yankl Sokmensuer  
Notary Public Signature


C. Yankl Sokmensuer  
Print Notary Public Name

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



STATE OF FLORIDA )  
 ) ss:  
COUNTY OF ORANGE )

THE FOREGOING INSTRUMENT was acknowledged before me this 8<sup>th</sup> day of January, 2003, by Vincent V. Desai, as incorporator of METRO WEST PROFESSIONAL PLAZA COMMERCIAL CONDOMINIUM ASSOCIATION, INC., who is personally known to me, or who produced \_\_\_\_\_ as identification, and who did take an oath.

 C Yanki Sokmensuer  
My Commission CC840598  
Expires June 6, 2003

C. Yanki Sokmensuer

Notary Public Signature

**C. Yanki Sokmensuer**

Print Notary Public Name

My commission expires:

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF ORANGE )

THE FOREGOING INSTRUMENT was acknowledged before me this 8<sup>th</sup> day of January, 2003, by Charles C. Frey, as incorporator of METRO WEST PROFESSIONAL PLAZA CONDOMINIUM ASSOCIATION, INC., who is personally known to me, or who produced \_\_\_\_\_ as identification, and who did take an oath.

 C Yanki Sokmensuer  
My Commission CC840598  
Expires June 6, 2003

C. Yanki Sokmensuer

Notary Public Signature

**C. Yanki Sokmensuer**

Print Notary Public Name

My commission expires:

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**EXHIBIT "E"**

(By-Laws)

COPY