

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
AVALON PARK WEST COMMERCIAL PROPERTY
OWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

FILED
2018 JUL 17 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, by execution hereof, does formally adopt and shall cause to be submitted for filing with the State of Florida, these Articles of Incorporation of the Avalon Park West Commercial Property Owners Association, Inc.

ARTICLE 1 NAME AND ADDRESS

The name of the corporation is AVALON PARK WEST COMMERCIAL PROPERTY OWNERS ASSOCIATION, INC. (hereinafter referred to as "Association").

ARTICLE 2 PURPOSE AND POWERS

Section 1. Purpose. The Association shall have all of the following powers:

The purpose for which the Association is organized, as more particularly set forth in that certain Declaration of Covenants, Conditions and Restrictions of Avalon Park West Commercial Property Owners Association, Inc. recorded at Official Records Book 9756, Page 784, Public Records of Pasco County, Florida (hereinafter "Commercial Declaration") is to manage, operate, and administer those certain commercial properties within the Community located in Pasco County, Florida and commonly known as "Avalon Park West", developed pursuant to the covenants conditions, restrictions, easements and reservations set forth in the Declaration of Covenants, Conditions and Restrictions for Avalon Park West Residential Properties recorded at Official Records Book 8744, Page 2708, Public Records of Pasco County, Florida (hereinafter referred to as "Avalon Park West" or "Community"), including the responsibility to maintain the Common Commercial Areas, including recreational facilities, if any. The Association shall be operated on a not for profit basis for the mutual use, benefit, enjoyment, and advantage of the individual commercial owners, their tenants, guests and invitees; to make such improvements, additions, and alterations to the Common Commercial Areas as may be necessary or desirable from time to time as authorized by the respective Declaration and the Bylaws of the Association; to purchase and own real or personal property; and to conduct and transact all business necessary and proper in the management, operation, and maintenance of the commercial properties within the Community, all as agents of the Members.

Section 2. Powers. The Association shall have all of the following powers:

- a) All of the common law and statutory powers of a not-for-profit corporation duly organized and existing under the laws of the state of Florida, subject only to such limitations as are expressly set forth in these Articles of Incorporation, the Bylaws or the Declaration, or Chapter 617, Florida Statutes.
- b) To make, establish, amend and enforce reasonable rules and regulations to carry out the purposes of the Association.

- c) To fix, levy and collect assessments of any kind character or nature necessary to satisfy all proper expenses incurred by the Association in the exercise of its powers and duties from the members to defray the costs, expenses, reserves and losses incurred or to be incurred by the Association.
- d) To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve and repair real and personal property owned by the Association or adjacent to the Commercial Properties which may exist in whole or in part to benefit the members.
- e) To hold and select depositories, administer bank accounts, and to borrow and mortgage, or otherwise pledge its assets as security therefore, all to pay expenses, including any and all capital improvements to real property owned by the Association or otherwise benefiting or servicing the members.
- f) To purchase insurance for the protection of the Association, and officers, directors, members, and such other parties as the Association may determine to be the best interest of the Association including, but not limited to, fidelity bonds.
- g) To operate, maintain, manage, repair, replace and improve common areas or real property owned by the Association.
- h) To enter into contracts and agreements with third parties in the exercise of its duties and powers.
- i) To employ any personnel necessary to perform obligations, services and duties required of or to be performed by the Association.
- j) To establish, maintain, create and use reserve funds for capital improvements, repairs and replacements as the board in its discretion deems to be the best interest of the Association.
- k) To enter into agreements with management companies, accountants, attorneys, and other professionals at the board as the board deems necessary and appropriate.
- l) To create, appoint and establish committees to serve at the pleasure of the Board of Directors as the board deems appropriate.
- m) To collect the liquid assessments by imposition of a claim of Lien amongst the public records and to file a defend any suit or other proceeding in pursuit of all legal and equitable remedies or indefensible claims arising under these documents or Florida law.
- n) To adopt, change, repeal and amend the bylaws of the Association.

ARTICLE 3 DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Commercial Declaration unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4 MEMBERS

The members of the Association shall consist of all of the record Owners of a Parcel as defined in the Declaration, their successors and assigns.

5.1 Assignment.

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 the Lot for which that share is held.

5.2 Voting.

On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Lot, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot owned, subject to the procedures contained in the Bylaws. Those Members whose voting rights are suspended pursuant to the terms of the Governing Documents and/or Florida Law shall not be entitled to cast the vote assigned to the Lot for which the suspension was levied during the period of suspension.

5.3 Meetings.

The Bylaws shall provide for an annual meeting of members and shall provide for regular and special meetings of members other than the annual meeting.

ARTICLE 6 TERM OF EXISTENCE

The Association shall have perpetual existence. However, if the Association is dissolved, the property consisting of the Surface Water Management System will be conveyed to an appropriate agency of local government. If this is not accepted, then the Surface Water Management System will be dedicated to a similar nonprofit corporation.

ARTICLE 7 OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be appointed by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal of Officers, for filling vacancies, and for the duties of the Officers.

ARTICLE 8 DIRECTORS

8.1 Number and Qualification.

The property, business, and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors.

8.2 Duties and Powers.

All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, (or

as may be properly delegated by the Board to its agents, contractors, or employees, or duly formed committees), subject only to approval by Owners when such approval is specifically required.

8.3 Election and Removal.

Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE 9 BYLAWS

The Bylaws of this Corporation may be altered, amended, or repealed in the manner provided in the Bylaws.

ARTICLE 10 AMENDMENTS

These Articles may be amended in the following manner:

10.1 Proposal of Amendments.

An amendment may be proposed by the President of the Association, a majority of the Directors, or by 25% of the entire Voting Interests.

10.2 Proposed Amendment Format.

Proposals to amend existing Articles shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be struck through. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER FOR PRESENT TEXT."

10.3 Notice.

Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting. Consistent with the Act, Amendments may be proposed and acted upon by the Members via electronic measures.

10.4 Adoption of Amendments.

So long as Declarant owns any portion of the Properties, the declarant shall have the unfettered authority to amend these Articles without the joinder consent, or vote of any Owner. Thereafter, an amendment may be adopted by a majority of the Members of the Association (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present. Amendments correcting errors, omissions, or scrivener's errors may be executed by the Officers of the Association, upon Board approval, without need for Association membership vote.

10.5 Effective Date.

An amendment when adopted shall become effective after being recorded in the Public Records of Pasco County, Florida according to law and filed with the Secretary of State according to law.

ARTICLE 11 REGISTERED OFFICE AND REGISTERED AGENT

The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time. The initial Registered Agent and office shall be as follows:

Marybel Defillo
3680 Avalon Park East Boulevard, Suite 300
Orlando, FL 32828

WITNESSES:

[Signature]
(Signature)

Troy Durham
(Print name)

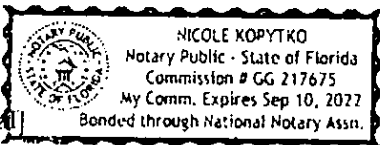
By: Marybel Defillo
MARYBEL DEFILLO, as Incorporator

[Signature]
(Signature)

DANIIL DIDENKO
(Print Name)

STATE OF FLORIDA:
COUNTY OF Orange:

The foregoing instrument was acknowledged before me this 16th day of July, 2018, by MARYBEL DEFILLO, who is personally known to me or produced _____ as identification.

[Notary Seal] 

Nicole Kopytko
Signature of Notary Public