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SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

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

SUBJECT: Hearts of Reality, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

- ☐ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☒ $87.50 Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: Lynn B. Lewis, P.A.
Name (Printed or typed)

501 Brickell Key Drive, Suite 505
Address

Miami, FL 33131
City, State & Zip

(305) 374 - 0148
Daytime Telephone number

lynnlewis@lblpa.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
FOR
HEARTS OF REALITY INC.

The undersigned incorporator, desiring to form a not-for-profit corporation under the Florida Not-for-Profit Corporation Act, Chapter 617, Florida Statutes, and all successor statutes (the AAct@), hereby adopts the following Articles of Incorporation ("Articles").

ARTICLE 1
NAME

The name of the corporation is HEARTS OF REALITY, INC., which is hereinafter referred to as the "Corporation".

ARTICLE 2
PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is at 610 Sycamore Street, Suite 220, Celebration, Florida 34747, or at such other place in Osceola County, Florida as may be subsequently designated by the Board of Directors. All books and records of the Corporation shall be kept at its principal office or at such other place as may be permitted by the Act.

ARTICLE 3
PURPOSE

The objects and purposes to be transacted and carried on by the Corporation are as follows:

3.1 To be a social welfare organization which operates solely to further the common good and general welfare of the people of Celebration, Florida, by bringing about civic betterment and social improvements. The civic betterment and social improvements for residents of and visitors to Celebration, Osceola County, Florida shall include, but not necessarily be limited to: community benefit projects, promotion of the common good and general welfare, cultural and community entertainment events, art festivals, recreational and entertainment events which celebrate the seasons in Celebration, Florida, entertainment events which raise funds to support charities in Osceola County, Florida, providing or supporting recreation and sporting facilities and events, preservation and beautification of public areas, promoting activities which encourage interest in painting, sculpture and other art forms, and providing or supporting musical, theater and dance entertainment.

3.2 To engage in any and all activities which a not-for-profit corporation is permitted to perform under the Act, provided none of the same shall be inconsistent with a social welfare organization for the benefit of the residents of and visitors to Celebration, Osceola County, Florida. Further provided that no such activities performed by the Corporation shall disqualify it as a Tax-Exempt organization under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code").

3.3 To have all of the powers conferred upon a not-for-profit corporation by the laws of the State of Florida, as they are from time to time enacted, provided none of the same shall be inconsistent with a social welfare organization for the benefit of the residents of and visitors to Celebration, Osceola County, Florida and further provided that no such activities performed by the Corporation shall disqualify it as a Tax-Exempt organization under Section 501(c)(4) of the Code.

ARTICLE 4
POWERS

In furtherance and not in limitation of the powers conferred by statute, but always subject to the requirements and limitations of Section 501(c)(4) of the Code, the following specific provisions are made for the regulation of the business and the conduct of affairs of this Corporation:

4.1 The Corporation shall have the power to enter into, or become a partner in, any agreement for the union of interests, or joint venture with any person, firm or corporation for the purposes of carrying on any legal business of the Corporation, provided such business is consistent with providing social welfare for the benefit of residents of and visitors to Celebration, Osceola County, Florida and further provided such business shall not disqualify the Corporation as a Tax-Exempt organization under Section 501(c)(4) of the Code.

ARTICLE 5
MEMBERS

The members of the Corporation shall consist of: all owners of non-residential space in Celebration, Florida; and all tenants of non-residential space in Celebration, Florida having a lease term of not less than seven (7) years ("Long-Term Tenants"). Because of the length of their presence in, and desire to effect the betterment of life in Celebration, Florida, Long Term Tenants have a greater commitment to Celebration than do short term or transient tenants. Each such owner and Long-Term Tenant may designate one person who will constitute the representative of the owner or Long-Term Tenant which is the member. The By-Laws shall provide the method by which an owner or Long-Term Tenant which is the member shall designate the representative of the owner or Long-Term Tenant and shall make provisions for an equitable allocation of votes among the members. For purposes of this Article, a condominium association or owners association which represents residential properties shall not constitute an owner of non-residential space.

ARTICLE 6
BOARD OF DIRECTORS

6.1 Management by Directors. The property, business and affairs of the Corporation shall be managed by a Board, which shall consist of not less than three (3), nor more than seven (7) persons, with such number of directors to be determined by the Board. A majority of the directors in office shall constitute a quorum for the transaction of business of the Corporation. The By-Laws shall provide for meetings of directors, including annual meetings.

6.2 One Quarter of the Directors Must Represent Non-Residential Long-Term Tenants in Celebration, Florida. Not less than twenty-five (25%) percent of the directors and, if the Board consists of three (3) directors, not less than one (1) of the directors, shall be a representative of a Long-Term Tenant of a non-residential space in Celebration, Florida. The By-Laws shall provide the method by which representatives of such Long-Term non-residential Tenant representatives shall be nominated and elected to the Board.

6.3 Initial Board of Directors. The names and addresses of the initial Board, who shall hold office until the first election and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

Name	Address
Metin Negrin	654 Madison Avenue, Suite 2205 New York, New York 10065
Susanne J. Lieu	654 Madison Avenue, Suite 2205 New York, New York 10065
Michael Nuñez	610 Sycamore Street, Suite 220 Celebration, Florida 34747
Susan Bona	721 Front Street Celebration, FL 34747
Ron Nagy	700 Bloom Street Celebration, FL 34747

6.4 Election or Appointment of Board of Directors. Unless otherwise provided in these Articles of Incorporation, directors elected or appointed by the members shall be elected or appointed at the annual meeting of the members as provided in the By-Laws. The By-Laws may provide for the method of voting for the election and for the removal from office of directors.

6.5 Duration of Office. Directors elected or appointed by the members shall hold office until the next succeeding annual meeting of the members and thereafter until qualified successors are duly elected or appointed and have taken office. The Board shall have the right to remove any director by a two-thirds (2/3) vote of the remaining directors at a duly noticed meeting in accordance with the procedures set forth in the By-Laws.

6.6 Vacancies. If a director elected or appointed by the members shall for any reason cease to be a director, the members shall have the right to appoint or elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE 7
OFFICERS

7.1 Officers Provided For. The Corporation shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

7.2 Directors May Serve as Officers. Upon election as provided for herein, a director may also serve as an officer of the Corporation.

ARTICLE 8
BY-LAWS

The Board shall adopt By-Laws consistent with these Articles. Such By-Laws may be altered, amended, repealed or rescinded by the members in the manner set forth in the By-Laws.

ARTICLE 9
AMENDMENTS

9.1 Approval of Amendments. Amendments to these Articles shall be proposed and approved by the Board and thereafter submitted to a meeting of the members for adoption or rejection by affirmative vote of 75% of the votes of the members.

9.2 Notice. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in the Act. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

9.3 Conflicting Provisions. In case of any conflict between these Articles and the By-Laws, these Articles shall control.

ARTICLE 10
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Name	Address
Michael Nunez	601 Sycamore Street, Suite 220 Celebration, Florida 34747

ARTICLE 11
INDEMNIFICATION

11.1 Right to Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action.

suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, employee, officer, committee member, or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless: (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his conduct was unlawful; and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he or she believed to be not in or opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

11.2 Attorneys' Fees. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 11.1 above or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him or her in connection therewith.

11.3 Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, committee member, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Article.

11.4 Non-exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, both as to action in his or her official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

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

11.6 No Amendment. The provisions of this Article 11 shall not be amended.

ARTICLE 12
EARNINGS

No member, officer or director of the Corporation shall be entitled to receive all or any part of the Corporation's net earnings. The Corporation may, nonetheless, pay customary reasonable compensation, in an amount which does not exceed the rates of compensation paid by comparable not-for-profit social welfare organizations operating in central Florida, for services rendered by employees of the Corporation who may also serve as officers or directors of the Corporation.

ARTICLE 13
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall: make provisions for the payment of all just debts and liabilities of the Corporation; and shall dispose of the assets of the Corporation to one or more organizations which constitute social welfare organizations and which qualify as a Tax-Exempt organizations under either Section 501(c)(4) or 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the circuit court of the State of Florida having jurisdiction over such assets, solely as determined by such court.

ARTICLE 14
REGISTERED AGENT

Until changed, the initial registered office of the Corporation shall be at 610 Sycamore Street, Suite 220, Celebration, Florida 34747. The initial registered agent at that address shall be Michael Nuñez.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 22ND day of APRIL, 2019.

[signature]
Michael Nuñez, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF OSCEOLA)

The foregoing instrument was acknowledged before me on the 22ND day of APRIL, 2019, by Michael Nuñez, who is personally known to me.

SILVANA WAHLERS
Notary Public - State of Florida
Commission # FF 966867
My Comm. Expires Mar 2, 2020
Bonded through National Notary Assn.

[signature]
Notary Public, State of Florida at Large
My Commission Expires: 3/2/2020

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TALLAHASSEE, FL

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FOR

HEARTS OF REALITY, INC.

In pursuance of Chapters 48 and 617, Florida Statutes, HEARTS OF REALITY, INC. having filed its Articles of Incorporation contemporaneously herewith, with its Registered Office as indicated therein at 610 Sycamore Street, Suite 220, Celebration, Florida 34747, has named Michael Nuñez located thereat as its Registered Agent to accept service of process within this state.

HEARTS OF REALITY, INC.

By: ______________________
Michael Nuñez
Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

____
Michael Nuñez
Registered Agent

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