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**FLORIDA PROFIT/NON PROFIT CORPORATION
LIBERTY CROSSINGS PROPERTY OWNERS ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION
OF
LIBERTY CROSSINGS
PROPERTY OWNERS ASSOCIATION, INC**

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, *Florida Statutes*, 1991, as amended, and do hereby certify:

ARTICLE 1.

Name

The name of the Corporation is Liberty Crossings Property Owners' Association, Inc. hereinafter called the "*Association*" and whose address is 2441 NE 3rd Street, Suite 201, Ocala, FL 34470.

ARTICLE 2.

Registered Agent

The name of the Registered Agent is Todd Rudniansyn, and the Registered Office is 2441 NE 3rd Street, Suite 201, Ocala, FL 34470.

ARTICLE 3.

Definitions

All definitions in the Declaration of Covenants and Restrictions for Liberty Crossings Commercial Center, a commercial subdivision as recorded in the Public Records of Marion County, Florida (the "*Declaration*") to which a copy of these Articles are attached as **Exhibit "B"**, are incorporated herein by reference and made a part hereof.

ARTICLE 4.

Purpose

Section 4.1 **Purpose.** The primary purpose of the Association is to create an entity to provide a forum for discussion and communication among the Owners of property in Liberty Crossings Commercial Center, to levy, collect, hold, and disburse Assessments as contemplated by the Declaration, to facilitate and assure the maintenance and operation of the Common Areas and such other property as may be subjected to the terms of the Declaration and for which the Association is responsible pursuant to the terms of the Declaration, including but not limited to any private road, landscaping areas, the Stormwater Management System, and to otherwise enforce the Declaration. Without limiting the foregoing, the Association shall operate, maintain, and manage the Stormwater Management System(s) in manner consistent with the requirements of any Permit for the Stormwater Management System issued by the Agency.

Section 4.2 **Nonprofit Character of Association.** The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

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ARTICLE 5.
Powers

The Association shall have all the common law and statutory powers of a corporation not-for-profit under Chapter 617 of the Florida Statutes including, but not limited to the following:

Section 5.1 To exercise all the powers and privileges, and to perform all of the duties and obligations, which may be exercised or performed by a corporation formed and existing under the laws of the State of Florida, consistent with, or as set forth in, the Declaration as recorded in the Public Records of Marion County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length. Without limiting the foregoing, the Association shall expressly have the power and authority to:

- 5.1.1 acquire, own, manage, improve, and convey real and personal property;
- 5.1.2 operate and maintain the Common Areas, including the permitted Stormwater Management System;
- 5.1.3 sue and be sued;
- 5.1.4 contract for goods and services;
- 5.1.5 assess Members and enforce Assessments;
- 5.1.6 contract for services to provide for operation and routine custodial maintenance of the Common Areas, including the Stormwater Management System;
- 5.1.7 establish rules and regulations, including with regard to the Common Areas;
- 5.1.8 demonstrate that the land on which the Common Areas, including the Stormwater Management System, is located are owned or otherwise controlled by the Association to the extent necessary to operate and maintain the Stormwater Management System or convey operation and maintenance of the same to another entity.

Section 5.2 To establish, collect, and disburse Assessments as provided for in the Declaration to be used for, among other things, the maintenance, repair, replacement and cost associated with the ownership of, or easement rights in, the Common Areas including the Stormwater Management System, as well as any other property or improvements for which the Association, by rule, regulation, declaration, or contract has a right or duty to provide maintenance, repair or replacement. Without limiting the foregoing, the Association shall levy and collect adequate assessments against Members of the Association for the cost of maintenance and operation of the Stormwater Management System.

Section 5.3 To manage, operate, maintain, repair, and improve the Common Areas, and any Stormwater Management System located within the Property or any property owned by another third party for which the Association by rule, regulation, the Declaration, or contract has any right or duty to provide such services. The Association shall operate, maintain, and manage the Stormwater Management System in a manner consistent with the Southwest Florida Water Management District Permit No. 43029646.003 requirements

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and applicable District rules, and shall assist in the enforcement of the provisions of the Declaration which relate to the Stormwater Management System.

ARTICLE 6.
Membership

Every Owner of a Lot as defined in the Declaration shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. All members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

ARTICLE 7.
Voting Rights

The voting rights in the Association shall be as follows:

Section 7.1 Class A. Class A Members shall be all Owners, with the exception of, until conversion from Class B Membership, the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Section 7.2 Class B. The Class B Member shall be the Declarant or its Assigns who shall be entitled to two (2) votes for each Lot owned. Declarant or its Assigns until such time as the total number of votes of Declarant is equal or less than the total number of votes of all other Lot Owners. At such time the voting rights of the Declarant shall be converted and the Declarant shall, for each Lot owned, thereafter have one (1) vote (as used herein "Assigns" shall mean any third party to whom Declarant has specifically assigned its rights as the Declarant under the Declaration, by recorded Assignment recorded in the Public Records of Marion County, Florida. The mere conveyance of a Lot to an Owner shall not constitute such assignment).

Section 7.3 When one or more persons holds an interest in any Lot, all such persons shall be members of the Association, but in no event shall more than one vote be cast with respect to any single Lot. In the event all of the Owners of a Lot cannot agree on any vote, no vote shall be cast for such Lot; provided, however, that the Association may conclusively rely on the vote cast by any of the Owners of a Lot as being authorized by all such Owners unless the Association has been notified in writing to the contrary by one or more such Owners.

ARTICLE 8.
Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three nor more than five persons who need not be members of the Association. The first Board shall consist of three Directors. Thereafter, the number of Directors may be increased to a maximum of five by a majority vote of the Board of Directors.

The first election of Directors shall be held between twelve (12) months and fifteen (15) months after the filing of the Articles of Incorporation with the Secretary of State. Three (3) Directors shall be elected at this first election, one for a term of one (1) year, one (1) for a term of two (2) years, and one (1) for a term of three (3) years. At each annual meeting thereafter the number of Directors equal to that of those whose terms have expired shall be elected for a three (3) year term. At the expiration of any term, any Director may be re-elected. ~~The Directors shall be elected by the majority vote of the votes entitled to be cast thereon at~~

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a meeting at which a quorum of the Members are present.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Todd Rudnianyn	2441 NE 3 rd Street, Suite 201, Ocala, FL 34470
John Rudnianyn	2441 NE 3 rd Street, Suite 201, Ocala, FL 34470
Tim Haines	125 NE First Avenue, Suite 3, Ocala, FL 34470

ARTICLE 9.
Assessments

Section 9.1 The Directors are required to establish a Common Assessment to be levied against each Lot in such amounts as they shall determine necessary:

- 9.1.1 To maintain, repair, improve, beautify, and replace the Common Areas including improvements thereto, operate the Association, and perform other maintenance, repairs or services authorized or permitted by the Declaration;
- 9.1.2 To maintain and repair the Stormwater Management System and mitigation or preservation areas, including, but not limited to, work within retention areas, drainage structures, and drainage easements;
- 9.1.3 To provide supplemental maintenance of public rights-of-way, including where necessary, and to the extent not provided by public authority, and the lighting of the same, landscaping, cutting of grass, upgrading of paved services, provision of sidewalks, maintenance of associated drainage and stormwater control areas, and general maintenance thereof; and
- 9.1.4 To otherwise achieve those purposes of the Association set forth herein and in the Declaration, as determined to be necessary or advisable by the Board of Directors, and to otherwise do any and all other things determined by the Board of Directors to be of general benefit to the Owners or the Property.

Section 9.2 The Directors shall notify any Owner of the amount of the then Common Assessment upon written request, along with an explanation for the determination of the Common Assessment in such detail as the Directors determine. The amount of the Common Assessment may be changed by the Directors as frequently as deemed necessary by them to assure that the amount of the Common Assessment is sufficient to pay all Common Expenses or otherwise

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satisfy all obligations of the Association. The Assessment so established may be levied and collected annually, quarterly or monthly, either in arrears or in advance, at the sole discretion of the Directors.

Section 9.3 The Directors may, in their complete and sole discretion, propose a special assessment against the Lots for one time and/or extraordinary expenses associated with the maintenance, extension, or improvement of the properties for which the Association is responsible pursuant to the Declaration. The Directors shall give each member notification of the proposed Special Assessment, and the time and location for the meeting of the Directors and members for consideration of the special assessment (which shall be in Marion County, Florida) not less than fourteen (14) or greater than sixty (60) days prior to the scheduled special meeting of the members. At the special meeting the special assessment (or any revised special assessment provided that the total amount is not greater than the proposed special assessment sent with the notice of the meeting) may be adopted by an affirmative vote of a majority of the votes then entitled to be cast.

Section 9.4 The Directors shall establish a separate account for the deposit of all funds collected pursuant to this Article, and shall not place any other funds, regardless of source, in said account. All funds so deposited shall be disbursed only for improvements to, and extensions or maintenance of, the properties for which the Association is responsible pursuant to the Declaration, costs and expenses of operating and maintaining the Association, or for purposes otherwise authorized by the Declaration, or the Board of Directors. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any Member of the Association requesting access to same.

ARTICLE 10.
Dissolution

In the event of the dissolution of the Association, the assets of the Association, including the Stormwater Management System, and access thereto, shall be conveyed or dedicated to an appropriate governmental unit or public utility to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be used for such similar purposes. Notwithstanding any other provisions contained within this Article, the Association may be dissolved only as provided in the Declaration, the Bylaws of the Association, and the laws of the State of Florida. In the event of termination, dissolution or final liquidation of the Association, the responsibility of the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume 1, Section 12.3, and be approved by the Agency prior to such termination, dissolution or liquidation.

ARTICLE 11.
Duration

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE 12.
Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

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Section 12.1 Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.

Section 12.2 Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association entitled to vote thereon.

Section 12.3 Adoption of Amendment. Adoption of the amendment will require the affirmative vote of two-thirds of the votes entitled to be cast at that time.

Section 12.4 Restrictions on Amendment. No amendment to these Articles of Incorporation affecting in any way the ownership, maintenance, or operation of any Stormwater Management System in the Property shall be effective without the written consent of the Southwest Florida Water Management District.

ARTICLE 13.
Subscribers

The names and street addresses of the subscribers and incorporators to these Articles of Incorporation is the same as listed in Article 2 hereof.

ARTICLE 14.
Officers

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- Todd Rudnianyn..... President
- John Rudnianyn Secretary
- John Rudnianyn Treasurer

ARTICLE 15.
Bylaws

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the Members by a majority of the votes then entitled to be cast at a meeting at which a majority of the votes then entitled to be cast are present or represented. Any amendments to Bylaws shall be binding on all members of the Association.

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ARTICLE 16.

Indemnification of Officers and Directors

The Association shall and does hereby indemnify and hold harmless Declarant and every Director and ever officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a part by reason of his being or

having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE 17.

Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation, the Declarant, or an affiliate of the Declarant, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contractor transaction, or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, the undersigned, Incorporator of the Corporation, has executed these Articles of Incorporation this 1 day of April, 2021.

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TODD RUDNIANYN, SECRETARY

STATE OF FLORIDA
COUNTY OF DALTON

The foregoing ARTICLES OF INCORPORATION was sworn to, subscribed to and acknowledged before me by means of physical presence or online notarization, this 12 day of APRIL, 2021, by TODD RUDNIANYN, who is:

Personally known to me, OR
 Produced a driver's license as identification.

Print Name: PATRICIA A. KARNEY
Notary Public, State of Florida
Commission Number: _____
Commission Expires: _____
PATRICIA A. KARNEY
Commission # GG 157703
Expires June 18, 2022
Bonded thru Notary Mobile Services



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0101 through 605.1108, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: *Liberty Crossings Property Owners' Association, Inc.*
2. The name and address of the registered agent and office is:

Todd B. Rudniansyn
2441 NE 3rd Street, Suite 201
Ocala, FL 34470

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



TODD B. RUDNIANYN

Date: April 25, 2021.

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