

7/27/2021

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FLORIDA PROFIT/NON PROFIT CORPORATION
Fenney Professional Plaza Property Owners' Association, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
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ARTICLES OF INCORPORATION

OF

FENNEY PROFESSIONAL PLAZA PROPERTY OWNERS' ASSOCIATION, INC.

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

Section 1.1. The name of this corporation shall be Fenney Professional Plaza Property Owners' Association, Inc. (the "Association").

ARTICLE II - DURATION

Section 2.1. The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III - DEFINITIONS

Section 3.1. Unless the context otherwise requires, all capitalized terms herein shall have the same meaning as set forth in the Declaration of Covenants, Conditions, Restrictions, Easements and Reservations for Fenney Professional Plaza, recorded or to be recorded in the Public Records of Sumter County, Florida, as it may be amended or supplemented from time to time (the "Declaration"), which pertains to the Subject Property, Fenney Professional Plaza, as defined in the Declaration.

ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS OF ASSOCIATION

Section 4.1. The address of the principal office and mailing address of the Association shall be 5850 T.G. Lee Blvd., Suite 200, Orlando, Florida 32822.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

Section 5.1. The initial street address of the registered office of this Corporation in the State of Florida shall be 5850 T.G. Lee Blvd., Suite 200, Orlando, Florida 32822. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Dean A. Barberree. The Board of Directors may from time to time designate a new registered agent.

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ARTICLE VI - PURPOSE AND POWERS OF THE ASSOCIATION

Section 6.1. The Association is organized to provide for the acquisition, construction, management, maintenance, and care of, including the preservation and architectural control of, the Property, and to promote the health, safety and general welfare of the Members of the Association. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws, or the Declaration; provided, however, that the Association is specifically prohibited from engaging in any political activity or any other activity whereby its status as a not-for-profit corporation or its exemption from federal or state income taxation, if any, would be forfeited or jeopardized. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Members and for the maintenance, administration and improvement of the Property. The duties and powers of the Association shall be exercised by the Board of Directors unless provided otherwise in the Declaration, these Articles of Incorporation or the Bylaws. The Association shall not pay dividends and no part of any income or net earnings of the Association shall be distributed to its Members, directors, officers or other private individual.

ARTICLE VII - MEMBERSHIP

Section 7.1. Membership.

Section 7.1.1. Except as set forth herein, every Owner shall be a Member of the Association. No person or entity who holds record title of a fee or undivided fee interest in any Lot merely as a security for the performance of any obligation shall be a Member.

Section 7.2. Voting Rights.

Section 7.2.1. The Association shall have one class of voting membership. The voting rights of Members in the Association shall be as set forth in the Declaration and the Bylaws, as the same may be amended from time to time.

ARTICLE VIII - BOARD OF DIRECTORS

Section 8.1. The business and affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of three (3) Members. Thereafter, the number of directors on the Board of Directors may be increased upon approval of a majority of the Members, and there shall never be less than three (3) directors. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles of Incorporation and the Bylaws are:

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<u>Name</u>	<u>Address</u>
Dean A. Barberree	5850 T.G. Lee Blvd., Suite 200 Orlando, Florida 32822
Jeffrey M. Reader	5850 T.G. Lee Blvd., Suite 200 Orlando, Florida 32822
Kimberly R. Locher	5850 T.G. Lee Blvd., Suite 200 Orlando, Florida 32822

Section 8.2. At each annual meeting of the Members, the Members shall elect the directors as provided in the Bylaws. The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE IX - OFFICERS

Section 9.1. The officers of the Association shall be a president, vice president, secretary, treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The name of the officers who shall serve until their successors are designated by the Board are as follows:

President	Dean A. Barberree
Vice President	Jeffrey M. Reader
Secretary	Kimberly R. Locher
Treasurer	Scott A. Lay

ARTICLE X - INDEMNIFICATION

Section 10.1. The Association shall indemnify every officer, director, committee member and employee of the Association against any and all costs and expenses, including reasonable attorneys' and paralegals' fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Association. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent they may also be Members of the Association), and the Association shall indemnify and forever hold each such officer and director in their capacity as officer or director, free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to

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which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE XI - BYLAWS

Section 11.1. The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XII - AMENDMENTS

Section 12.1. These Articles of Incorporation may be amended only by the affirmative vote of Members representing a majority of the total votes of the Association. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. No amendment shall be effective until filed with the office of the Secretary of State of Florida. A certified copy of each amendment shall be recorded in the Public Records of Sumter County, Florida. Notwithstanding anything to the contrary set forth herein, the Declarant may unilaterally amend these Articles of Incorporation at any time to include any provisions which may be required by any federal, state or local governmental authority.

Section 12.2. No amendment may remove, revoke, or modify any right or privilege of Declarant without the written consent of Declarant or the assignee of such right or privilege. No amendment may impair the validity or priority of the lien of any mortgage held by a mortgagee or impair the rights granted to mortgagees herein without the prior written consent of such mortgagees.

ARTICLE XIII - INCORPORATOR

Section 13.1. The name and address of the Incorporator of the Association is as follows:

<u>Name</u>	<u>Address</u>
Dean A. Barberree	5850 T.G. Lee Blvd., Suite 200 Orlando, Florida 32822

ARTICLE XIV - DISSOLUTION

Section 14.1. In the event the Association is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Association have been satisfied from the assets of the Association or otherwise, the remaining assets of the Association shall be dedicated to a public body or conveyed to a not-for-profit corporation, as defined in Chapter 617 of the Florida Statutes, as amended, with similar purposes, as the Board of Directors of the Association shall determine in their sole discretion.

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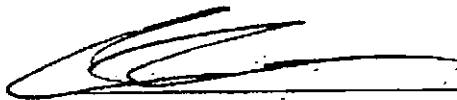
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IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 27th day of July, 2021.

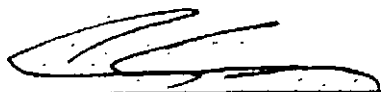
I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Dean A. Barberree

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



Dean A. Barberree

Date: July 27, 2021

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