

023/8/08 3:27:00
N2300009582
Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H23000275087 3)))



H230002750873ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : AKERMAN LLP - ORLANDO
Account Number : 076656002425
Phone : (407)423-4000
Fax Number : (407)843-6610

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: charris@jtdlandeo.com

FLORIDA PROFIT/NON PROFIT CORPORATION
REUNION CLUB PROPERTY OWNERS ASSOCIATION, INC

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

RECEIVED

2023 AUG -8 PM 2:00

Division of Corporations
STATE

2023 AUG -8 AM 9:06
STATE
FL

2023 AUG -8 AM 9:06

FILED

((H123000275087 3))

**ARTICLES OF INCORPORATION
OF
REUNION CLUB PROPERTY OWNERS ASSOCIATION, INC.,
A NOT-FOR-PROFIT FLORIDA CORPORATION**

NAME

The name of this corporation shall be **REUNION CLUB PROPERTY OWNERS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in these Articles of Incorporation as the "**Association.**"

ARTICLE I
DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation ("**Articles**") with the Florida Department of State Division of Corporations. The Association shall have perpetual existence.

ARTICLE II
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, that certain Declaration of Covenants, Conditions, Easements and Restrictions for Reunion Club ("**Declaration**"), to be recorded in the Public Records of Osceola County, Florida. Capitalized terms used above or herein without definition shall have the same meanings given to such terms in the Declaration. The Association is not formed for pecuniary profit, the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, the Owners, the Directors, or the Officers.

ARTICLE III
PRINCIPAL OFFICE

The initial principal place of business and mailing address of the Association is located at c/o JTD LAND AT SINCLAIR, LLC, 210 Hanger Road, Kissimmee, FL 34741

ARTICLE IV
REGISTERED OFFICE AND AGENT

JTD LAND AT SINCLAIR, LLC, a Florida limited liability company, whose address is 210 Hanger Road, Kissimmee, FL 34741 and is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE V
MEMBERSHIP

Every person or entity which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Declaration, these

FILED
2023 AUG -8 AM 9:50
STATE OF FLORIDA
DIVISION OF CORPORATIONS

Articles of Incorporation, the Bylaws of the Association, any Rules promulgated by the Association, the Florida Not For Profit Corporation Act.

ARTICLE VI
VOTING RIGHTS

6.1 A Member's right to vote in Association matters shall vest as set forth in the Declaration. All voting rights of a Member shall be exercised in accordance with and subject to the terms, conditions, restrictions, and limitations provided in the Governing Documents.

6.2 Unless elsewhere specifically provided to the contrary in the Declaration, these Articles, or the Bylaws, any provision of the Governing Documents which requires the vote or approval of a majority or other specified fraction or percentage of the total voting interests of, as applicable per the Declaration, the Members or the Association, shall be deemed satisfied by either of the following:

A. The vote in person or by proxy of the majority or other specified fraction or percentage of said total voting interests of the Association at a meeting duly called and noticed pursuant to the provisions of the Bylaws dealing with annual or special meetings of the Members of the Association.

B. Written consents signed by the majority or other specified fraction or percentage of the said total voting interests of the Association.

6.3 Except as provided otherwise in the Declaration, these Articles, or the Bylaws, a quorum at meetings shall consist of a majority of, as applicable per the Declaration, the Members or the total voting interests in the Association, whether represented in person or by proxy. Subject to any contrary provision or requirement contained in the Declaration or the Bylaws, if a quorum is present, the affirmative vote of a majority of said voting interests represented at a meeting and entitled to vote on the subject matter shall constitute the acts of the applicable Members, except when approval by a greater vote is required by the Governing Documents or by Florida law. After a quorum has been established at a meeting, the subsequent withdrawal of any Member so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

2023 AUG -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FL
FILED

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by the Board, who shall be appointed or elected pursuant to the provisions of the Declaration and the Bylaws. The number of Directors constituting the initial Board shall be nine (9). The names and addresses of the persons who are to act in the capacity of initial Directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Craig Harris	210 Hanger Road Kissimmee, FL 34741
Ambar Crespo	210 Hanger Road Kissimmee, FL 34741
Phil Hartmann	210 Hanger Road Kissimmee, FL 34741
Melissa Dotson	10192 Dowden Rd. Orlando, Florida 32832
Anthony Benitez	10192 Dowden Rd. Orlando, Florida 32832
Matthew Mitchell	2500 Maitland Center Parkway Suite 311 Maitland, FL 32751
Alex Lion Do	2500 Maitland Center Parkway Suite 311 Maitland, FL 32751
Chris Bone	2500 Maitland Center Parkway Suite 311 Maitland, FL 32751
Mike Mulhall	2500 Maitland Center Parkway Suite 311 Maitland, FL 32751

FILED
2023 AUG -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Declaration and the Bylaws. The Officers shall be appointed by the Board, and they shall serve at the pleasure of the Board. The names and addresses of the persons who are to act in the capacity of Officers until the appointment/election and qualification of their successors are:

Craig Harris / President:	210 Hanger Road Kissimmee, FL 34741
Ambar Crespo / Vice President	210 Hanger Road Kissimmee, FL 34741
Phil Hartmann / Secretary & Treasurer	210 Hanger Road Kissimmee, FL 34741

ARTICLE IX
AMENDMENT

These Articles may be changed, amended, or modified at any time and from time to time, by the Members in the same manner as the Members may change, amend, or modify the Declaration, as set forth in the Declaration.

ARTICLE X
INDEMNIFICATION

10.1 Every Director and every Officer shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding 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, or having served at the Association's request as a director or officer of any other corporation, whether or not he so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or wilful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being for 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.

10.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by a majority of the Directors upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately

FILED
2023 AUG -8 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FL

be determined that he is not to be indemnified by the Association as authorized by the Governing Documents.

10.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a Director or Officer, or is or was serving at the request of the Association as a director or officer of another corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of the Governing Documents.

ARTICLE XI
BYLAWS

The initial Bylaws shall be adopted by the Board on even date herewith, and may be changed, amended, or modified at any time and from time to time, by the Members in the same manner as the Members may change, amend, or modify the Declaration, as set forth in the Declaration.

ARTICLE XII
NON-STOCK CORPORATION

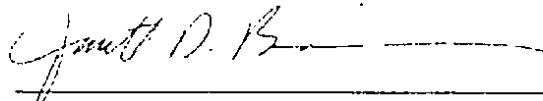
The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

ARTICLE XIII
INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Jarrett D. Bingemann	420 South Orange Avenue, Suite 1200 Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned has signed these Articles this 8th day of August, 2023.


Jarrett D. Bingemann

2023 AUG -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FL
FILED

((1123000275087 3))

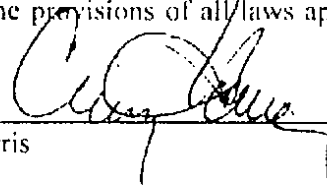
**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

Pursuant to the provisions of Chapters 48 and 617 of the Florida Statutes, the corporation identified below hereby submits the following Certificate Designating Registered Agent for Service of Process ("Certificate") in designation of the registered office and registered agent in the State of Florida.

The REUNION CLUB PROPERTY OWNERS ASSOCIATION, INC., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at c/o JTD LAND AT SINCLAIR, LLC, 210 Hanger Road, Kissimmee, FL 34741, has named Craig Harris, located at the above-registered office, as its registered agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named as registered agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida, accept to act as registered agent for the above-stated corporation, and agree to comply with the provisions of all laws applicable to the performance of such office.



Craig Harris

Date: August 8th, 2023

FILED

2023 AUG -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FL