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FLORIDA PROFIT/NON PROFIT CORPORATION
Black Lake Property Owners Association, Inc.

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**ARTICLES OF INCORPORATION
OF BLACK LAKE PROPERTY OWNERS ASSOCIATION, INC.
A Florida Not for Profit Corporation**

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss

THE UNDERSIGNED hereby makes, subscribes, swears, acknowledges and files these Articles of Incorporation (the "Articles") for **BLACK LAKE PROPERTY OWNERS ASSOCIATION, INC.**

1. NAME

The name of the corporation shall be **BLACK LAKE PROPERTY OWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association".

2. PURPOSE

The lands (collectively, the "Property") owned by University Financial Plaza Associates, Ltd., a Florida limited partnership (the "Declarant") will be subjected to the Declaration of Easements and Protective Covenants For Black Lake to be recorded in the Public Records of Osceola County, Florida (the "Declaration"). This Association is organized for the purpose of owning, operating, governing, administering and managing the Storm Water Management System, the Conservation Tract, the External Access Road, the Internal Access Road (to the extent any Member fails to maintain the portion of same which is located on its Parcel as required in the Declaration), any Internal Drainage Improvements (to the extent any member fails to maintain the portion of same which is located on its Parcel as required in the Declaration), and all other common property of the Association which are intended to service various portions of the Property, and to exercise all powers and discharge all responsibilities granted to it as a not-for-profit corporation under the laws of the State of Florida and its By-Laws (the "By-Laws"), and to acquire, hold, convey and otherwise deal in and with real and personal property.

3. DEFINITIONS

Each capitalized term used herein, shall have the meaning or definition ascribed to such term in the Declaration, unless otherwise defined in these Articles.

4. POWERS

The powers of the Association shall include and be governed by the following provisions:

4.1 The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of its By-Laws, these Articles or the Declaration.

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4.2 The Association shall have all of the powers reasonably necessary to implement its purpose, including/but not limited to, the following:

(a) To own (all or such parts as may be conveyed to it) and to operate, maintain, repair and convey the Storm Water Management System, and any other common property of the Association;

(b) To make and collect Assessments against the Members to defray the costs of the Association's fulfillment of its responsibilities;

(c) To use the proceeds of Assessments in the exercise of its powers and duties;

(d) To establish rules and regulations;

(e) To enforce the provisions of the Declaration and these Articles;

(f) To sue and be sued;

(g) To contract for services;

(h) To purchase insurance for the protection of the Association and its Members.

(i) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property;

(j) To be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association and to exercise all rights and powers of the Association, as specified therein and in the Bylaws, and as provided by law;

(k) To do anything necessary or proper, in law or equity or otherwise, to enforce the provisions of the Declaration, these Articles, the By-Laws of the Association and the rules and regulations of the Association, as adopted from time to time; and

(l) To perform those functions reserved by the Association in the Declaration.

4.3 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of its Members. No part of the income, if any, of the Association shall be distributed to the Members, directors or officers of the Association.

4.4 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

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5. MEMBERS

5.1 Each owner of a Parcel within the Property shall automatically be a Member of the Association, and a Parcel owner's Membership shall automatically terminate when it is no longer the owner of a Parcel.

5.2 In the event that any Parcel is subdivided by the then owner of such Parcel, the owner of such Parcel shall provide notice to the Secretary of the Association and upon the recording of the applicable deed subdividing the applicable Parcel, each such subdivided portion shall be deemed a separate Parcel. The Voting Interests allocated to the larger Parcel shall be prorated among the new Parcels and calculated in accordance with these Articles.

5.3 The owner(s) or one or more Parcel(s) shall have the right to form a Sub-Association to govern the Parcel(s) and elect, by providing notice to the Secretary of the Association, for the Sub-Association to cast all of the Voting Interests allocated to the applicable Parcel(s).

5.4 Each Member is entitled to vote its Voting Interest, in accordance with the By-Laws. For all purposes, the "Voting Interest" for each Parcel shall be a vote equal to 100 multiplied by a fraction whose numerator is the number of total acreage of property within the Parcel and whose denominator is the number of total acreage of the property within all Parcels. The owner of each Parcel shall designate one (1) Voting Representative for its Parcel as set forth in the By-Laws.

The share of a Member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to its Parcel(s).

6. EXISTENCE

The Association shall have perpetual existence.

7. INCORPORATOR

The name and address of the incorporator hereto is Zac Johnson, 1951 NW 19th Street, Suite 200, Boca Raton, FL 33431.

8. DIRECTORS

8.1 The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than seven (7) members (each, a "Director"). The first Board of Directors shall have three (3) members, and the number of Directors on subsequent Boards will be determined from time to time in accordance with the provisions of the By-Laws.

8.2 Directors shall each serve a one (1) year term, except that a director's term shall automatically end when he or she is no longer affiliated with a Member.

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8.3 All Officers shall be elected by the Board of Directors in accordance with the By-Laws at regular, annual meetings of the Board of Directors, to be held as provided in the By-Laws.

8.4 The following persons shall constitute the first Board of Directors:

<u>Name</u>	<u>Address</u>
Zac Johnson	1951 NW 19th Street, Suite 200, Boca Raton, FL 33431
Cora DiFiore	1951 NW 19th Street, Suite 200, Boca Raton, FL 33431
John Chiste	1951 NW 19th Street, Suite 200, Boca Raton, FL 33431

9. OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws (each, an "Officer"). The names and titles of the Officers who shall serve for the first year of the Association's existence are as follows:

<u>Name</u>	<u>Title</u>
John Chiste	PRESIDENT
Zac Johnson	VICE PRESIDENT
Cora DiFiore	SECRETARY/TREASURER

10. BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors of the Association and may be altered, amended, or rescinded only in the manner provided in the By-Laws.

11. AMENDMENTS

These Articles may be amended by the Voting Representative(s) representing the Member(s) holding at least 60% of the Voting Interests of the Association. Notwithstanding anything to the contrary herein contained, amendments for correction of scrivener's errors may be made by the Board of Directors of the Association alone without need of consent of any other person, including the Voting Representatives. Any amendment to these Articles that would alter any aspect of the Storm Water Management System, the Conservation Tract or any other conservation areas or water management areas of the common property of the Association must

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have the prior approval of the SFWMD. Any such proposed amendments must be submitted to the SFWMD for a determination of whether the amendment necessitates a modification to the SFWMD Permit. If the proposed amendment necessitates a modification to the SFWMD Permit, the modification to the SFWMD Permit must be approved by the SFWMD prior to the amendment of these Articles. Notwithstanding the foregoing, matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such Declaration. Additionally, provisions which are governed by the Bylaws of this Association may not be amended except as provided in the Bylaws.

Notwithstanding the foregoing provisions of this Section 11 or anything to the contrary herein contained (i) the Declarant reserves the right to alter and amend these Articles as it deems necessary and/or appropriate for the protection and enhancement of the Property or otherwise, and the Declarant shall not require or need the joinder of any Member prior to Turnover, provided, however, any such amendment shall not adversely affect in any way whatsoever the rights and privileges of any Member unless such Member(s) join in such amendment and (ii) as long as Declarant owns any portion of the Property, no amendment of these Articles shall be adopted or become effective without the prior written consent of the Declarant, or its designated successors or assigns.

12. INDEMNIFICATION OF OFFICERS AND DIRECTORS

12.1 Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liability, including attorney fees, reasonably incurred by or imposed upon him in connection with any 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, whether or not he is an Officer or Director at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Office seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement or reimbursement as being in the interests of the Association. Such approval shall be made by a majority vote of a quorum (as set forth in the By-Laws) consisting of Directors who were not parties to such proceedings. 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.

13. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

13.1 No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be

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interested in any such contract or transaction. Notwithstanding the foregoing, Directors shall disclose any material interests they possess in any entity doing business with the Association.

13.2 Interested Officers and 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.

14. PRINCIPAL OFFICE

The Association's principal office shall be at 1951 NW 19th Street, Suite 200, Boca Raton, FL 33431.


15. ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Association in the State of Florida shall be 1951 NW 19th Street, Suite 200, Boca Raton, FL 33431. The name of the initial registered agent shall be Cora DiFiore.

16. DISSOLUTION

The Association may be dissolved if Voting Representatives representing Member(s) holding at least three-fourths (3/4) of the Voting Interests of the Association cast a vote at a duly held meeting of the Voting Representatives of the Association in favor of dissolution. Upon dissolution of the Association, in the event the Association owns the Storm Water Management System, the Members of the Association shall (i) form a successor association to hold title to the assets and the Storm Water Management System of the Association, including without limitation the Storm Water Management System and the property comprising the Storm Water Management System, and to provide for the maintenance and upkeep thereof; or (ii) dedicate the assets and the Storm Water Management System to a local government agency determined to be acceptable by the SFWMD to be used for purposes similar to those for which this Association was created, provided, however, that in the event that such dedication is refused acceptance, such assets and the Storm Water Management System shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, the incorporator has sworn to and executed these Articles, at Boca Raton, Florida this 30 day of July, 2013.


Zac Johnson

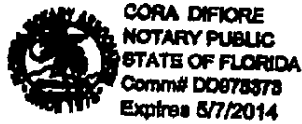
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

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The foregoing instrument was sworn to and acknowledged before me this 30 day of July, 2013 by Zac Johnson. He is personally known to me.

Notary Public *Cora D'Fiore*
State of Florida at Large
Printed Notary Signature



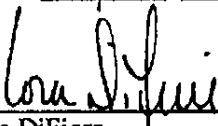
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ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Cora DiFiore, hereby accepts appointment as the Resident Agent for BLACK LAKE PROPERTY OWNERS ASSOCIATION, INC., and does agree to accept service of process on behalf of the Association and to forward same to all appropriate corporate officers. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501, et. seq.

WITNESS my hand this 30 day of July, 2013.


Cora DiFiore

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