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FLORIDA PROFIT/NON PROFIT CORPORATION  
Semoran Commercial Land Condominium Association, Inc

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SECRETARY OF STATE  
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ARTICLES OF INCORPORATION  
OF

**SEMORAN COMMERCIAL LAND CONDOMINIUM ASSOCIATION, INC.**

We, the undersigned do hereby associate ourselves for the purpose of forming a corporation not for profit, pursuant to the laws of the State of Florida. In this regard, we certify as follows:

**ARTICLE 1**

**Definitions**

1.1 All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Declaration of Condominium for Semoran Commercial Land Condominium, a Land Condominium (the "Declaration"), to be recorded in the Official Records of Seminole County, Florida.

**ARTICLE 2**

**Name**

2.1 The name of the corporation shall be SEMORAN COMMERCIAL LAND CONDOMINIUM ASSOCIATION, INC. (the "Association").

**ARTICLE 3**

**Purpose**

3.1 The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Act") for the management and operation of the Semoran Commercial Land Condominium, which is to be created pursuant to the provisions of the Act.

**ARTICLE 4**

**Powers**

4.1 The powers and duties of the Association shall include only the following:

A. The irrevocable right to have access to each Unit from time to time during reasonable hours when necessary for the maintenance, repair or replacement of any Common Elements therein, or at any time as necessary, for making emergency repair therein to prevent damage to the Common Elements.

B. The power to make and collect Assessments and other charges against Unit Owners.

C. The duty to maintain accounting records according to good accounting practices, which shall be open to inspection by Unit Owners or their authorized representatives at all reasonable times upon prior request.

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**ARTICLE 5****Members**

5.1 The members of the Association shall consist of the Unit Owners, being the owners of the Condominium Parcels in the Semoran Commercial Land Condominium. No person holding any lien, mortgage or other encumbrance upon any Condominium Parcel shall by virtue of such lien, mortgage or other encumbrance be a member of the Association, except if such person acquires record title to a Condominium Parcel pursuant to foreclosure or any proceeding in lieu of foreclosure, in which cases such person shall be a member upon acquisition of record title to a Condominium Parcel.

5.2 Membership shall be acquired by recording in the Public Records of Seminole County, Florida, a deed or other instrument establishing record title to a Condominium Parcel in the Semoran Commercial Land Condominium. Upon such recordation, the Unit Owner designated by such deed or other such instrument shall become a member of the Association, and the membership of the prior Unit Owner shall thereby be terminated, provided, however, any person who owns more than one Condominium Parcel shall remain a member of the Association so long as record title is retained to any Condominium Parcel.

5.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Condominium Parcel.

5.4 The owner of record of each Unit in the Condominium, including Developer, shall be entitled to the voting rights established for the Unit by the Declaration.

**ARTICLE 6****Existence**

6.1 The Association shall have perpetual existence. In the event of a permanent dissolution of the Association, the assets of the Association shall be conveyed to or dedicated to a similar non-profit corporation, association, trust or other organization to be devoted to purposes similar to those for which this Association was created.

**ARTICLE 7****Incorporator; Initial Directors**

7.1 The name and address of the incorporator is as follows:

Raymond Gregg Hill, Jr.      1350 City View Center  
Oviedo, Florida 32765

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**7.2 Initial Directors.** The names and addresses of the persons who are appointed by the Members to act in the capacity of directors are:

Raymond Gregg Hill, Jr	1350 City View Center Oviedo, Florida 32765
Cameron Gray Hill	1350 City View Center Oviedo, Florida 32765
Andrew Gene Hill	1350 City View Center Oviedo, Florida 32765

#### **ARTICLE 8**

##### **Board of Directors**

8.1 The affairs of the Association shall be managed by a board of directors (the "Board of Directors") of which there shall be three (3) members. The members of the Board of Directors (each a "Director" and, collectively, the "Directors") need not be members of the Association.

8.2 Directors shall be appointed by the members at the annual meeting of the members of the Association or otherwise in the manner provided in the By-Laws of the Association. Except as otherwise provided in this Article 8 and in the Act, Directors shall serve until the next annual meeting of the members, or until replaced as provided in the Bylaws. Vacancies occurring on the Board of Directors shall be filled by the appointment of a replacement Director by the member who appointed the Director being replaced. Any Director appointed to fill a vacancy shall serve until the expiration of the term of the Director whose vacancy he was appointed to fill.

8.3 The initial Directors shall be the persons identified in Article 7 above, and they shall serve as the Board of Directors of the Association until the appointment of their successors as contemplated herein.

#### **ARTICLE 9**

##### **Officers**

9.1 The Board of Directors shall, in accordance with the By-Laws, elect a President, Vice President, Secretary and Treasurer, all of whom shall serve at the pleasure of the Board of Directors. The Secretary may also act as Treasurer. There may also be such assistant treasurers and assistant secretaries as the Board of Directors may from time to time determine.

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9.2 The names and titles of the initial officers of the Association, who shall hold office until the first annual meeting of the Board of Directors and thereafter until successors are duly elected and have taken office, shall be as follows:

President:	Raymond Gregg Hill, Jr.
Vice President:	Cameron Gray Hill
Secretary and Treasurer:	Andrew Gene Hill

#### **ARTICLE 10**

##### **By-Laws**

10.1 The original By-Laws of the Association shall be adopted by the initial Board of Directors; thereafter, amendment of said By-Laws shall be by the members in accordance with the provisions of said By-Laws.

#### **ARTICLE 11**

##### **Indemnity and Insurance**

11.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses or liabilities, including counsel fees and costs, 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 at the time such expenses or liabilities are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director may be entitled.

11.2 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a Director or Officer of another association or organization, 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 these Bylaws.

#### **ARTICLE 12**

##### **Amendments**

12.1 Amendments to these Articles of Incorporation shall be proposed and adopted in the manner provided for in this Article 12.

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

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12.3 A resolution for the adoption of a proposed amendment may be proposed by any Director of the Association. A proposed amendment shall be approved by action of a majority of the Board of Directors at any regular or special meeting of the Board of Directors or by written action in lieu of a meeting.

12.4 Each amendment shall be executed by the President of the Association and certified by the Secretary and shall be filed with the Secretary of State for the State of Florida.

### **ARTICLE 13**

#### **Principal Office**

The principal office of the Association shall be located at 1350 City View Center, Oviedo, Florida 32765 but the Association may maintain offices and transact business in such other places within Seminole County, and the State of Florida as may from time to time be designated by the Board of Directors. However, the official records of the Association shall be maintained within the State of Florida. The records of the Association shall be made available to a Unit Owner within five (5) working days after receipt of written request by the Board of Directors or its designee. Compliance with this requirement may be achieved by having a copy of the official records of the Association available for inspection or copying on the condominium property. The official registered agent for service of process shall initially be Andrew Gene Hill, at 1350 City View Center, Oviedo, Florida 32765, until such time as replaced by the Association.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of April, 2015.


  
\_\_\_\_\_  
Raymond Gregg Hill, Jr., Incorporator

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been named to serve as Registered Agent for Service of Process on behalf of the Association above referenced, hereby accepts such designation and agrees to serve until further notice.

By:   
Andrew Gene Hill

REGISTERED AGENT

DATED this 24 day of April, 2015