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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CELEBRATION POINTE ASSOCIATION,

INC.

Signature _____

Requested by: SETH

11/17/15

Name _____

Date _____

Time _____

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____ Trade/Service Mark _____

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____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

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**ARTICLES OF INCORPORATION
OF
CELEBRATION POINTE ASSOCIATION, INC.
(A Corporation Not For Profit)**

By these Articles of Incorporation, the undersigned Subscribers form a corporation not for profit in accordance with Chapter, 617, Florida Statutes, and pursuant to the following provisions ("These Articles"):

ARTICLE I

NAME

The name of this Corporation shall be CELEBRATION POINTE ASSOCIATION, INC.
For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II

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 III

DEFINITIONS

The following words shall have the definitions set forth below for the purposes of these Articles:

3.1 "Association" shall mean and refer to CELEBRATION POINTE ASSOCIATION, INC., (or such other name as a majority of the members thereof shall select), a Florida not for profit corporation, the Members of which shall be all Owners (including

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Declarant while Declarant continues to be an Owner). The Association shall manage and maintain the Common Area, enforce the provisions of the Declaration, levy and collect Assessments, pay the expenses of the Association and perform such other acts as shall generally benefit the Project.

3.2 "Building" shall mean any permanently enclosed structure placed, constructed or located on any Parcel, and shall include any building appurtenances such as interior courtyards, parking decks, stairs leading to or from a door, transformers, trash containers or compactors, canopies, supports, loading docks, truck ramps, and other outward extensions of such structure.

3.3 "Building Site" shall mean the area of any Building or proposed Building to be placed on any Parcel as shown on the Site Plan, as same may be amended from time to time.

3.4 "Bylaws" shall mean the Bylaws adopted by the Board of Directors and as amended from time to time.

3.5 "Celebration Pointe" shall mean and refer to the transient oriented mixed use development to be built and developed upon the Property; which is also referred to as the "Project".

3.6 "Common Area" shall mean all areas within the exterior boundaries of the Project, excluding any Building Site, intended by Declarant for common use, and specifically including, without limitation, (A) ground level landscaped, hardscaped and planted areas and community open space (excluding interior courtyards within any Building), and (B) roadways, sidewalks, walkways, pedestrian ways, lighting standards, traffic and directional signs, traffic striping and markings, and parking areas located within the Common Area (except those portions of such facilities as may otherwise expressly be excluded from the Common Area, if at all, by other provisions of the Declaration).

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3.7 "The Declarant" shall mean and refer to CELEBRATION POINTE HOLDINGS, LLC, a Florida limited liability company, and its successors and assigns, except that such successors and assigns shall not have any rights or obligations of the Declarant under the Declaration unless such rights and obligations are specifically set forth in the instrument of succession or assignment, or unless such rights pass by operation of law.

3.8 "Declaration" shall mean the Master Declaration of Easements, Covenants, and Restrictions as recorded in the Public Records of Alachua County, Florida, for the Project.

3.9 "A Parcel" shall mean and refer to the various Parcels as shown on the Site Plan for the Project, exclusive of Common Areas, upon which can be constructed a Building or Buildings, and all Improvements related thereto. Each Parcel includes any further legal parcels or lots into which such Parcel has been or may be subdivided.

3.10 "The Project" shall mean and refer to the mixed use project known as "Celebration Pointe" constructed upon the real property (the "Property") described in Exhibit "A" of the Declaration and any supplementary declarations, and as depicted on the plan for the Project entitled "Master Association Plan" and attached to the Declaration as Exhibit "B" (the "Site Plan").

3.11 "Owner" shall mean Declarant as the fee simple owner of each of the Parcels in the Project, any further transferee of any portion of the Parcels, and their respective successors and assigns, during and with respect to the period of each such Person's fee ownership of any portion of the Parcels and as "Owner" is further defined in the Declaration.

3.12 "Member" shall mean and refer to all those Owners, including the Declarant, who are Members of the Association as provided in Article VII of these Articles of Incorporation.

ARTICLE IV

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PRINCIPAL OFFICE

The principal office of the Association in the State of Florida is located at 2579 SW 87th Drive, Gainesville, Florida, 32608. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE V

REGISTERED OFFICE AND AGENT

SVEIN DYRKOLBOTN, whose address is 2579 SW 87th Drive, Gainesville, Florida, 32608, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed to provide for, among other things, the improvement, maintenance, operation, care, and preservation of the Common Area, including but without limitation, roadways, entry ways, fencing, lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation of conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the Declarant, the Association or the Owners in common, and to promote the recreation, health, safety and welfare of the Owners. In addition, the Association shall enforce the provisions of the Declaration, levy and collect Assessments, pay expenses of the Association and perform such other acts as shall generally benefit the Project. 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, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things

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which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles 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 Owners and for the maintenance, administration and improvement of the Property and Common Area within its jurisdiction. These powers shall include but are not limited to the following:

(a) To fix, make, and collect assessments against Owners as set forth in the Declaration, and in particular to levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the surface water and stormwater management systems;

(b) To borrow money for the benefit of the Association;

(c) To use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which this Association is formed to pay debts and obligations of the Association;

(d) To maintain, repair, replace, operate and care for the real and personal property, (all as provided for in the Declaration), including but without limitation, the entrance to the Project, the roadways, fencing, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater and stormwater management systems, and preservation of conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the Declarant, Association or the Owners in common. In particular, the Association shall operate, maintain and manage the surface water management system in a manner consistent with the St. Johns River Water Management District (the "District") permit no. IND-001-129142-1 requirements

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and applicable District rules, and shall assist in the enforcement of the Declaration which relate to the surface water or stormwater management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

(e) To purchase and maintain insurance in amounts determined by the Board of Directors of the Association;

(f) To make, amend, impose and enforce by any lawful means, reasonable rules and regulations for the use of the Common Area;

(g) To contract for services with others;

(h) To do and perform anything required by these Articles, the Bylaws or the Declaration to be done by the Declarant, or any Owner, but if not done by the Declarant or Owner in a timely manner, at the expense of the Declarant or Owner, as provided for in the Declaration;

(i) To do and perform any obligations imposed upon the Association by the Declaration or by any permit or authorization from any unit of local, regional, state or federal government and to enforce by any legal means the provisions of these Articles, the Bylaws and the Declaration. The Association shall not pay dividends, and no part of any income of the Association shall be distributed to its Members, Directors or Officers.

ARTICLE VII

MEMBERSHIP

Each Owner, including the Declarant, shall be a Member of the Association as provided in the Declaration. The Association membership of each Owner shall be appurtenant to the

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Parcel giving rise to such membership, and shall not be transferred except upon the transfer of title to said Parcel, and then only to the transferee of said title thereof. Any transfer of title to a Parcel shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VIII VOTING RIGHTS

8.1 Voting Rights. Each Member shall have that portion of one hundred (100) votes in the Association equal to a fraction where numerator is the net acreage of such Member's Parcel and whose denominator is the total acreage of the Project.

8.2 Multiple Owners. Each vote in the Association must be cast by a single vote, and fractional votes shall not be allowed. If a Parcel is owned by more than one Person in some form of fractional or undivided ownership, or if a Parcel is subdivided and the respective parcels or lots in such subdivided Parcel are owned by more than one Person, or if a parcel or lot in such subdivided Parcel is itself owned by more than one Person in some form of fractional or undivided ownership, then all such Persons shall exercise the votes allocated to the Parcel in unison pursuant to such procedures as they may establish (which, in the case of a subdivided Parcel, shall include the establishment of an association of the respective owners of the parcels or lots in such subdivision). Any votes not exercised in unison for any Parcel, or any conflicting votes cast with respect to any one Parcel listed above, shall be void and shall not be counted. Notwithstanding the allocation of voting rights made previously in this Section 10.1(c), so long as Declarant or any affiliate of Declarant owns all or a portion of a Parcel, and provided that Declarant's mortgagee shall not have acquired fee title to any such Parcel by foreclosure or other remedy following Declarant's default under its mortgage, then Declarant (or its affiliate) shall be

deemed to be a Member entitled to vote with respect to such matters and to have such additional votes as shall constitute a majority of all votes.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not less than three (3), nor more than five (5) Directors who shall be Members or officers, directors or representatives of the Declarant or a corporate member of the Association. The initial board shall be comprised of three (3) persons. Anything in these Articles to the contrary notwithstanding, until such time as the Declarant has conveyed to purchasers not affiliated with the Declarant all Parcels, or at such earlier date as may be selected by the Declarant, the Declarant shall be entitled to designate the Board of Directors of the Association. 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 are:

Svein Dyrkolbotn, c/o 2579 SW 87 Drive, Gainesville, Florida, 32608

James J. Stockman, c/o 2579 SW 87 Drive, Gainesville, Florida, 32608

David J. Stockman, c/o 2579 SW 87 Drive, Gainesville, Florida, 32608

Once the Declarant relinquishes its right to appoint the Board of Directors, the Members shall elect the Directors for staggered terms of two (2) years each. The initial elected Directors shall randomly be divided into two (2) categories, one category comprising one (1) newly elected Director who shall serve for an initial term of one (1) year, and the second category comprising the remaining newly elected Directors who shall serve for an initial term of two (2) years. All Directors elected after the initial Directors shall serve for terms of two (2) years each. In the event that the number of Directors comprising the Board of Directors shall

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exceed three (3), such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of Directors whose terms expire in any given year. The Directors shall be required to be either (1) Members of the Association, or (2) officers, directors, representatives or employees of the Declarant or a corporate member of the Association.

ARTICLE X

OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are follows:

Svein Dyrkolbotn, President

James J. Stockman, Vice President

David J. Stockman, Secretary-Treasurer

ARTICLE XI

INDEMNIFICATION

11.1 Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel 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 of the Association, or having served at the Association's request as a Director or Officer of any other corporation, whether or not he is a Director or Officer at the time such

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expense are incurred, regardless of by whom the proceeding was brought, except in relation as to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association 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 exclusive of all other rights to which such Director or Officer may be entitled.

11.2 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 all of the non-interested Directors and upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles.

11.3 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 of the Association, or is or was serving at the request of the Association as a Director or Officer of another association, 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 Articles.

ARTICLE XII

BYLAWS

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.

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ARTICLE XIII

AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

13.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or special meeting.

13.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

13.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall adopted upon receiving the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

13.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

13.5 Agreement. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 through 13.3 had been satisfied.

13.6 Action Without Directors. The Members may amend these Articles without the act of the Directors at a meeting for which notice of the changes to be made was given.

13.7 Limitations. No amendment shall make any changes in the qualification for

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Members nor the voting rights of Members without approval in writing of all Members. No amendment shall be made that is in conflict with the Declaration. So long as the Declarant shall own any of the Property, no Declarant related amendment shall be made to the Declaration, or to the Articles or the Bylaws of the Association unless such amendment is first approved in writing by the Declarant. Any amendment shall be deemed to be Declarant related if it does any of the following:

- a. Directly or indirectly by its provisions or in practical application relate to the Declarant in a manner different from the manner in which it relates to other Owners;
- b. Modifies the definitions provided for by Article I of the Declaration in a manner which alters the Declarant's rights or status;
- c. Modifies or repeals any provision of Article II of the Declaration;
- d. Alters the character and rights of membership as provided for by Article X of the Declaration or affects or modifies in any manner whatsoever the rights of the Declarant as a Member of the Association;
- e. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;
- f. Denies the right of the Declarant to convey Common Area to the Association or to a Public body;
- g. Modifies the basis or manner of assessment as applicable to the Declarant or any Parcels owned by the Declarant;
- h. Alters or repeals any of the Declarant's rights or any provision applicable to the Declarant's rights as provided for by any such provision of the Declaration.

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13.8 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Alachua County, Florida.

13.9 Water Management District Requirements. Amendments to these Articles or Bylaws which directly or indirectly impact operation and maintenance of the surfacewater management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the Association or the Owners in common, may be made only after approval by the St. Johns River Water Management District and/or local government jurisdiction. Such approval shall be in the form of a modification to any and all permits issued by the St. Johns River Water Management District under the lawfully adopted rules of the St. Johns River Water Management District in effect at the time of application for such modification. Amendments to the Articles or the Bylaws which do not impact operation or maintenance of the system may be made without authorization of the St. Johns River Water Management District; however, copies of any such amendments shall be forwarded to the District within 30 days of approval.

ARTICLE XIV

SUBSCRIBERS

The name and address of the Subscribers to these Articles of Incorporation are as follows:

Svein Dyrkolbotn, c/o 2579 SW 87 Drive, Gainesville, Florida, 32608

James J. Stockman, c/o 2579 SW 87 Drive, Gainesville, Florida, 32608

David J. Stockman, c/o 2579 SW 87 Drive, Gainesville, Florida, 32608

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XV

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 XVI

TERMINATION, DISSOLUTION OR LIQUIDATION OF ASSOCIATION

Prior to termination, dissolution or liquidation of the Association, all Property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to the operation and maintenance of the surfacewater or stormwater management systems, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetland, and wetland mitigations areas which are owned or controlled by the Association or the owners in common, must be transferred to, and accepted for operation and maintenance by an entity which would comply with Section 62-330.310, F.A.C. Dedication or approval must be authorized and approved by the St. Johns River Water Management District through modification of any and all permits or authorizations issued by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. Such modification shall be made under the lawfully adopted rules of the St. Johns River Water Management District in effect at the time of application for such modification.

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MANAGEMENT DISTRICT

IN WITNESS WHEREOF, the undersigned Subscribers have caused these presents to be
executed as of the 13th day of November, 2015.

Signed, sealed and delivered
in our presence as witnesses:

Troy K. Ely
Troy K. Ely

Svein Dyrkolbotn
Svein Dyrkolbotn

Jennifer L. Tener
Jennifer L. Tener

Troy K. Ely
Troy K. Ely
Jennifer L. Tener
Jennifer L. Tener

James J. Stockman
James J. Stockman

Troy K. Ely
Troy K. Ely

David J. Stockman
David J. Stockman

Jennifer L. Tener
Jennifer L. Tener

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STATE OF FLORIDA
COUNTY ALACHUA

The foregoing Articles of Incorporation was acknowledged before me this 13th day of November, 2015, by SVEIN DYRKOLBOTN, who is personally known to me; or who produced:

(If not personally known, check applicable box)

- ☐ Driver's License issued within five (5) years from date; or
☐ Other: _____ as identification.

Madeline G Da Silva

Notary Public

Madeline G Da Silva

Printed name of Notary signing above

Name, Commission Number, and Expiration
Date together with Seal below:



STATE OF FLORIDA
COUNTY ALACHUA

The foregoing Articles of Incorporation was acknowledged before me this 13th day of November, 2015, by JAMES J. STOCKMAN, who is personally known to me; or who produced:

(If not personally known, check applicable box)

- ☐ Driver's License issued within five (5) years from date; or
☐ Other: _____ as identification.

Madeline G Da Silva

Notary Public

Madeline G Da Silva

Printed name of Notary signing above

Name, Commission Number, and Expiration
Date together with Seal below:



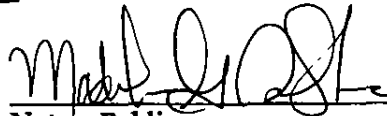
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TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY ALACHUA

The foregoing Articles of Incorporation was acknowledged before me this 13th day of November, 2015, by DAVID J. STOCKMAN, who is personally known to me; or who produced:

(If not personally known, check applicable box)

- ☐ Driver's License issued within five (5) years from date; or
☐ Other: _____ as identification.

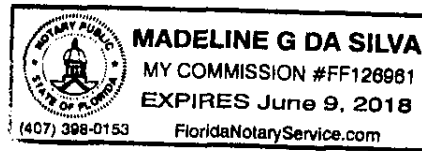


Notary Public

Madeline G. Da Silva

Printed name of Notary signing above

Name, Commission Number, and Expiration
Date together with Seal below:



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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 617.0202, F.S.:

CELEBRATION POINTE ASSOCIATION, INC., a Corporation Not for Profit, organized under the laws of the State of Florida with its principal office at: 2579 SW 87th Drive, Gainesville, Florida, 32608, has named SVEIN DYRKOLBOTN, located at 2579 SW 87th Drive, Gainesville, Florida, 32608 as its agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

NAME AND TITLE

ADDRESS

Svein Dyrkolbotn, President, Director

2579 SW 87 Drive
Gainesville, Florida, 32608

James J. Stockman, Vice President, Director

2579 SW 87 Drive
Gainesville, Florida, 32608

David J. Stockman, Secretary-Treasurer, Director

2579 SW 87 Drive
Gainesville, Florida, 32608


(Corporate Officer)

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I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.


Svein Dyrkolbotn
Registered Agent.