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TALLAHASSEE, FLORIDA



1305 East Plant Street
Winter Garden, FL 34787
(407) 656-4500
www.ortlawfirm.com

May 11, 2017

Via U.S. Mail
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314


Re: Articles of Incorporation of West Market Winter Garden, Inc.,
a Florida Not- for Profit Corporation

Dear Sir or Madam,

On behalf of our client, enclosed please find the Articles of Incorporation for West Market Winter Garden, Inc. a Florida Not-for Profit Corporation and a \$70.00 check in order to process and file the documents.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Lauren Cobb
Paralegal to
Brandon G. Marcus, Esq.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
WEST MARKET WINTER GARDEN, INC
A FLORIDA NOT-FOR PROFIT CORPORATION

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is **WEST MARKET WINTER GARDEN, INC.**, a Florida not-for-profit corporation (hereafter called the "Association").

ARTICLE II
STREET ADDRESS AND MAILING ADDRESS OF THE ASSOCIATION

The street and mailing address of the initial principal office of the Association is 12200 W. Colonial Drive, Suite 303, Winter Garden, FL 34787.

ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the registered office of the Association is 12200 W. Colonial Drive, Suite 303, Winter Garden, FL 34787, and Darand Williams is hereby appointed as the initial registered agent of the Association at that address.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized to operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes, with the specific purpose to:

- (i) be the governing and administrative property owners association with the duties of governance, maintenance and operation of the real property and improvements subject to the Declaration of Easements, Covenants and Restrictions (the "**Declaration**"), to be recorded in the Public Records of Orange County, Florida (for purposes of these Articles, all capitalized terms, unless provided otherwise herein, shall have the same meaning as in the Declaration);
- (ii) operate, maintain and manage and to provide for maintenance and preservation of the Surface Water and Stormwater Management Systems as defined in the Declaration;
- (iii) collect assessments pursuant to the Declaration to cover the costs incurred by the Association; and

- (iv) to enforce the covenants and obligations of the Declaration.

The Association shall also operate, maintain, and manage the Stormwater Management System in a manner consistent with the requirements of the St. Johns Water River Management District ("Water Management District") permits applicable to the Land and any applicable Water Management District rules, and shall assist in the enforcement of the restrictions and covenants within the Declaration. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Stormwater Management System. The assessments shall be used for, among other things, the maintenance and repair of the Stormwater Management System, and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures and drainage easements.

In connection with the foregoing, the Association shall have the power to perform the foregoing, including, but not limited to, the following:

- (a) to exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in the Declaration, applicable to all parts of the Land (as defined in the Declaration);
- (b) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act by law may now or hereafter have or exercise;
- (c) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration to pay all expenses in connection with authorized obligations and expenses of the Association and all office and other expenses incident to the operation and conduct of the business of the Association, including all licenses, taxes, or government charges levied or imposed against the personal property of the Association and the Association's property;
- (d) to acquire (by government, purchase or otherwise), own, hold, improve, build upon, operate and maintain any property conveyed to the Association and otherwise convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property in connection with the affairs of the Association consistent with the terms of the Declaration and Bylaws as from time to time authorized by the members of the Association;
- (e) to file suits and or pursue such legal rights and remedies as are available to the Association;

- (f) to borrow money and with the assent of a majority of member votes, pledge, mortgage or hyperventilate any or all of its real or personal property as security for money borrowed or debts incurred; and
- (g) to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property, if any such merger, consolidation or annexation shall have the assent of a majority of member votes at a meeting thereof.

ARTICLE V BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three directors, nor more than five directors, and which shall always be an odd number. The number of members of the Board of Directors shall be determined in accordance with the Bylaws. In the absence of such determination there shall be three members of the Board of Directors.

The names and addresses of the initial members of the Board of Directors who have been appointed by the Declarant and who shall hold office until their successors are elected or appointed, or until removed in accordance with the Bylaws, are as follows:

Darand Williams	c/o Gardenia Plaza, LLC, 12200 W. Colonial Drive, Suite 303, Winter Garden, FL 34787
Nicholas Burden	c/o Gardenia Plaza, LLC, 12200 W. Colonial Drive, Suite 303, Winter Garden, FL 34787
Mark Maciel	c/o Gardenia Plaza, LLC, 12200 W. Colonial Drive, Suite 303, Winter Garden, FL 34787

Any director may be removed, and vacancies on the Board of Directors shall be filled, in the manner provided by the Bylaws.

All of the duties and powers of the Association existing under Chapter 617 of the Florida statutes, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to the approval by the members only when specifically required.

ARTICLE VI OFFICERS

The officers of the Association shall include a president, vice president, secretary, treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of officers. The name of

DCW

the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Darand Williams	President
Nicholas Burden	Secretary / Treasurer
Mark Maciel	Vice President

ARTICLE VII INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a member of the Board of Directors, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in the best interest of the Association; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; or in a matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his or her duty to the Association, unless and only to the extent that the court in which such action or suit was brought determines, upon application, that despite the adjudication of liability, but in the view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon the plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

To the extent that a member of the Board of Directors, officer, employee or agent of the Association is entitled to indemnification by the Association, in accordance with this article, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding; and the members of the Board of Directors, officer, employee or agent shall repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this article.

The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the state of Florida, any bylaw, agreement, vote of the members or otherwise. As to action taken in an official capacity

while holding office, the indemnification provided by this article shall continue to a person who has ceased to be a member of the Board of Directors, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a member of the Board of Directors, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Association would have the power to indemnify him again such a liability under the provisions of this article. As used in this article, the masculine shall include the feminine.

ARTICLE VIII BYLAWS

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

ARTICLE IX AMENDMENTS

Amendments to these articles shall be governed by the Bylaws.

ARTICLE X TERM

Existence of the Association shall commence with the filing of these articles of incorporation with the Secretary of State, State of Florida. The Association shall exist in perpetuity.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved by the Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI INCORPORATOR

The name and street address of the incorporator is Darand Williams, 12200 W. Colonial Drive, Suite 303, Winter Garden, FL 34787.

Dani

IN WITNESS WHEREOF, for the purposes of forming a corporation under the laws of the state of Florida, the undersigned, constituting the incorporator of the Association, has executed these Articles this 30th day of April, 2017.

D. Williams
Darand Williams
Incorporator

The undersigned hereby accepts the foregoing designation as the registered agent of for said Corporation.

D. Williams
Darand Williams
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of April 2017 by **Darand Williams**, as who is ☒ personally known to me or ☐ who has produced _____ as identification.

Courtney Fletcher
Notary Public
Print Name: Courtney Fletcher
My Commission Expires: 1.8.21

Notary Stamp:



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TALLAHASSEE, FLORIDA

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