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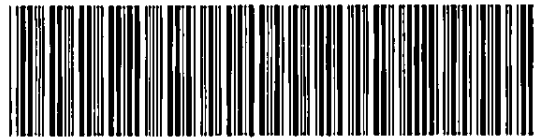
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Articles

1. Village F - Village Center Multi-Family Property Owners Association, INC.

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

**ARTICLES OF INCORPORATION OF
VILLAGE F – VILLAGE CENTER MULTI-FAMILY PROPERTY OWNERS
ASSOCIATION, INC.**

The undersigned Incorporator has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE 1

NAME OF CORPORATION

The name of the corporation is the **VILLAGE F – VILLAGE CENTER MULTI-FAMILY PROPERTY OWNERS ASSOCIATION, INC.**, a Florida non-profit corporation (hereinafter called the "Association").

ARTICLE 2

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal place of business and the mailing address of the Association are located at 925 South Federal Highway, Suite 325, Boca Raton, FL 33432.

ARTICLE 3

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Association is 925 South Federal Highway, Suite 325, Boca Raton, FL 33432, and the name of the initial registered agent at that address is Evan Rabinowitz.

ARTICLE 4

DEFINITIONS

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain **DECLARATION OF COVENANTS AND RESTRICTIONS (VILLAGE F – VILLAGE CENTER MULTI-FAMILY PROPERTY OWNERS ASSOCIATION, INC.)** recorded or to be recorded in the Public Records of Orange County, Florida, as it may from time to time be amended or supplemented (hereinafter called the "Declaration").

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ARTICLE 5

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its members, directors or officers. The Association shall have all the powers of a non-profit 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 which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles or 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 members of the Association and the land that is subject to and burdened by the Declaration.

ARTICLE 6

MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

Membership and voting rights in the Association shall be as provided in the Declaration.

ARTICLE 7

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) Directors, nor more than five (5) 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 (3) members of the Board of Directors.

The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors are:

NAME

ADDRESS

Kevin Walsh

925 South Federal Highway, Suite
325, Boca Raton, FL 33432

Richard Phillips

925 South Federal Highway, Suite
325, Boca Raton, FL 33432

925 South Federal Highway, Suite
325, Boca Raton, FL 33432

ARTICLE 8

The day-to-day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association, which may include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors 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 as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Richard Phillips	925 South Federal Highway, Suite 325, Boca Raton, FL 33432
Vice President	Kevin Walsh	925 South Federal Highway, Suite 325, Boca Raton, FL 33432
Secretary	Evan Rabinowitz	925 South Federal Highway, Suite 325, Boca Raton, FL 33432

ARTICLE 9

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

173-11-03

ARTICLE 10

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

10.1 Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided by law. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

10.2 Amendments shall be proposed and adopted in the manner provided by law.

10.3 Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Florida Department of State shall be kept on file at the principal office of the Association and shall be available for review and inspection by all members during normal business hours.

10.4 No amendment shall be made that is in conflict with the Declaration.

ARTICLE 11

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 in the Bylaws.

ARTICLE 12

INDEMNIFICATION OF OFFICERS AND DIRECTORS

12.1 The Association shall defend, indemnify and hold harmless any person who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director, officer, committee member, employee or agent of the Association (each, an "Eligible Person"):

(a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such Eligible Person in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if such Eligible Person acted in good faith, and, with respect to any criminal action or proceedings, such Eligible Person had no reasonable cause to believe that his/her conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by such Eligible Person in connection with the defense or settlement of an action or suit by or in the right of the Association, if such Eligible Person acted in good faith.

12.2 The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the Eligible Person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his/her conduct was unlawful.

12.3 Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

12.4 Any indemnification under Section 12.1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of such Eligible Person is proper in the circumstances because such person has met the applicable standard of conduct set forth in applicable laws, these Articles and the Bylaws. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding.

12.5 Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the Eligible Person to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

12.6 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees or agents may be entitled under the Association's bylaws, agreement, vote of members or disinterested directors, or otherwise, both as to actions in their official capacities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

12.7 Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

12.8 The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any Eligible Person of the Association in any of his capacities as described in Section 12.1, whether or not the Association would have the power to indemnify him or her under this Article.

12.9 Any Eligible Person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE 13

INCONSISTENCY

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of Incorporation, the terms and provisions of the Declaration shall prevail.

ARTICLE 14

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members of the Board of Directors. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association (if any) shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not for profit corporation, association, trust or other organization to be devoted to such similar purposes.

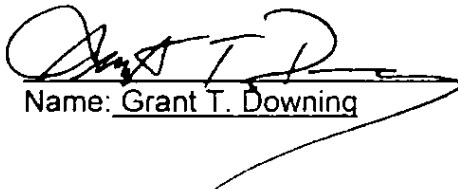
ARTICLE 15

INCORPORATOR

The name and street address of the sole Incorporator to these Articles of Incorporation is as follows:

Grant T. Downing, Esq.
222 W. Comstock Boulevard, Suite 101
Winter Park, Florida 32789


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole Incorporator of this Association, has executed these Articles of Incorporation this 18 day of JULY, 2017.


Name: Grant T. Downing

STATE OF FLORIDA)
) ss:
COUNTY OF ORANGE)

The foregoing Articles of Incorporation were acknowledged before me this 18 day of JULY, 2017, by Grant T. Downing, who is personally known to me.

NOTARY STAMP:


NOTARY PUBLIC
Print Name: Kristy Horan



CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

VILLAGE F – VILLAGE CENTER MULTI-FAMILY PROPERTY OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at is 925 South Federal Highway, Suite 325, Boca Raton, FL 33432, has named Evan Rabinowitz located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

Registered Agent:



Name: Evan Rabinowitz

Dated: 7-14, 2017