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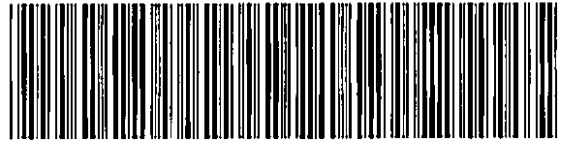
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1.

Parc Hill Commercial Owners Association, Inc  
(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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**SPECIAL  
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**ARTICLES OF INCORPORATION  
OF  
PARC HILL COMMERCIAL OWNERS ASSOCIATION, INC.**

**ARTICLE 1  
NAME**

1.1 Name. The name of the corporation is: **PARC HILL COMMERCIAL OWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Association").

**ARTICLE 2  
DEFINITIONS**

2.1 Definitions. Unless defined in these Articles or the Bylaws all terms used in these Articles and the Bylaws shall have the same meanings as used in the **Parc Hill Declaration of Easements, Covenants and Restrictions**, recorded or to be recorded in the Public Records of Volusia County, Florida (the "**Declaration**"), which pertains to the real property described in therein and incorporated herein by reference (the "**Land**").

**ARTICLE 3  
PRINCIPAL OFFICE OF THE ASSOCIATION**

3.1 The principal place of business of the Association is 882 Jackson Avenue, Winter Park, FL, 32789 and the mailing address of the Association is located at c/o Orange Dale Venture, LLC, P. O. Box 1391, Winter Park, FL 32790.

**ARTICLE 4  
PURPOSE**

4.1 Purpose. The purposes for which the Association is organized are as follows:

4.1.1 To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

4.1.2 To administer, enforce and carry out the terms and provisions of the Declaration as same may be amended or supplemented from time to time.

4.1.3 To promote the health, safety, comfort and social and economic welfare of the Members of the Association and the Parcels within the Land which is intended to be developed as a master planned, mixed-use development, including, but not limited to, retail, commercial, office and multi-family residential components (the "**Project**") known as "**Parc Hill**", as authorized by the Declaration, these Articles, and the Bylaws.

**ARTICLE 5  
POWERS**

5.1 Powers. The Association shall have the following powers:

5.1.1 All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles.

5.1.2 To enter into, make, establish and enforce, rules, regulations, Bylaws, covenants, restrictions, create easements and agreements to carry out the purposes of the Association. The Association may use any enforcement method authorized by the Declaration and/or Florida law, including but not limited to, fines, suspensions of use rights to Common Areas, actions for damages, equitable actions, injunctive relief, administrative actions, or any combination of these

5.1.3 To make and collect Assessments, including but not limited to Annual Assessments, Special Assessments and Service Area Assessments from Members of the Association to defray the costs, expenses, reserves and losses incurred or to be incurred by the Association and to use the proceeds thereof in the exercise of the Association's powers and duties.

5.1.4 To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

5.1.5 To borrow and to hold funds, select depositories, administer bank accounts of the Association, and to pay all expenses, including licenses, public assessments, taxes or government charges, incident to the purposes and powers of the Association, as set forth in these Articles of Incorporation and as may be provided in the Declaration and the Bylaws.

5.1.6 To purchase insurance for the protection of the Association, its officers, directors and Members, and such other parties as the Association may determine to be in the best interests of the Association.

5.1.7 To operate, maintain, manage, repair, control, regulate, replace and/or improve the Common Areas and such other portions of the Project as may be determined by the Association from time to time, and to operate, maintain, manage, repair and/or replace the Master Drainage System pursuant to the terms of the Declaration and the District Permit.

5.1.8 To enter into contracts and agreements between third parties and the Association. To honor and perform under all contracts and agreements entered between third parties and the Association or third parties and the Declarant which are assigned to the Association.

5.1.9 To exercise architectural control, either directly or through appointed committees, over all buildings, structures, landscaping, signage and improvements to be placed or constructed upon any portion of the Project. Such control shall be exercised pursuant to the Declaration.

5.1.10 To provide for private security, fire safety and protection, and similar functions and services within the Project as the Board of Directors in its discretion determines necessary or appropriate.

5.1.11 To provide, purchase, acquire, replace, improve, maintain and/or such buildings, structures, street lights, Streets, Streetscapes, Medians, open space, sidewalks, multi-use trails, pedestrian paths (such as jogging and bicycle paths) and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of

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the Members of the Association and the Owners of parcels within the Project as the Board of Directors in its discretion determines necessary or appropriate.

5.1.12 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties and to pay the cost thereof in accordance with whatever contractual arrangement the Board of Directors shall enter.

5.1.13 To employ any personnel necessary to perform the obligations, services and/or duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties and to pay the costs thereof in accordance with whatever contractual arrangement the Board of Directors of the Association shall enter in its sole discretion.

5.1.14 To establish, maintain, operate and use reserve funds for capital improvements, repairs and replacements, at the Association's discretion. To establish, maintain, operate and use reserve funds for items, services, property and/or any other purpose as the Board of Directors of the Association may determine in its sole discretion to be in the best interest of the Association.

5.1.15 To enter into a management contract with a third party for the maintenance and repair of any Common Areas and for the operation of the Association. The Board of Directors will carry out this power on behalf of the Association. The management contract may provide a management fee to the management agent and the delegation of certain duties, as may be determined by the Board of Directors of the Association.

5.1.16 To seek (in conjunction with the County) formation of an MSTU to have responsibilities with respect to Common Areas as more particularly set forth in the Declaration, at the discretion of the Association.

5.1.17 To enter into agreements and/or contracts with professionals, including but not limited to, attorneys and accountants, to assist the Association in its performance of the obligations, services and duties required of or to be performed by the Association. The Board of Directors will carry out this power on behalf of the Association.

5.1.18 To create, appoint and/or dissolve any committees that the Board of Directors of the Association may deem appropriate.

5.1.19 To collect delinquent Assessments by fine, claim of lien, suit or otherwise and to file and defend any suit or other proceeding in pursuit of all legal and/or equitable remedies or defense of all claims relating to the Declaration, the Bylaws, these Articles of Incorporation and/or Florida law.

5.1.20 To adopt, change, repeal and/or amend the Bylaws.

## **ARTICLE 6**

### **MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION**

6.1 Membership and Voting Rights. Membership and Voting Rights in the Association shall be as provided in the Declaration and the Bylaws.

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**ARTICLE 7**  
**BOARD OF DIRECTORS**

7.1 Members of the 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.

7.1.1 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:

|                 |   |
|-----------------|---|
| Andre Vidrine   | P. O. Box 1391, Winter Park, FL 32790     |
| Kaitlyn Noyes   | P. O. Box 1391, Winter Park, FL 32790     |
| Robert Zlatkiss | 3911 Orange Lake Drive, Orlando, FL 32817 |

7.1.2 Any other provisions of these Articles notwithstanding, the Declarant shall be entitled to appoint and remove any Director while Class B Membership exists. When Class B Membership terminates, Class A Members shall elect Directors by written ballot at a Special Meeting of the Associations' Members. Any Director may be removed, and vacancies on the Board of Directors shall be filled, in the manner provided by the Bylaws.

7.1.3 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 approval by the Members only when specifically required.

**ARTICLE 8**  
**OFFICERS**

8.1 Officers. The Officers of the Association shall be a President, Vice Presidents, 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 the Officers. The names of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

|                 |                                    |
|-----------------|------------------------------------|
| Andre Vidrine   | President                          |
| Kaitlyn Noyes   | Vice President/Secretary/Treasurer |
| Robert Zlatkiss | Vice President                     |

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## **ARTICLE 9 INDEMNIFICATION**

9.1 Indemnification of Officers, Members of the Board of Directors or Agents. 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 attorneys' fees and appellate attorneys' 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, or not opposed to, 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 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 duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the 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 a 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.

9.1.1 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 9, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonable incurred by him in connection therewith.

9.1.2 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.

9.1.3 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 Members or otherwise. As to action taken in an official capacity while holding office, the indemnification provided by this Article shall continue as 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.

9.1.4 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 is or was serving at the request of the Association as a member of the Board of Directors, Officer, 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 against such liability under the provisions of this Article.

## **ARTICLE 10** **BYLAWS**

10.1 **Initial 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 11** **AMENDMENTS**

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

11.1.1 **Initiation.** A resolution to amend these Articles may be proposed by a simple majority of the members of the Board of Directors, or by Members holding not less than ten percent (10%) of the votes of the entire membership of the Association.

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

11.1.3 **Adoption of Amendments.**

(a) These Articles may be amended from time to time by a resolution of a simple majority of the combined votes of the **Class "A"** and **Class "B"** Members of the Association at a meeting specifically called for that purpose.

11.1.4 No amendment shall make any changes in the qualification for membership nor in the voting rights or property rights of Members without the approval of all Members.

11.1.5 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.

## **ARTICLE 12** **TERM**

12.1 The Association shall have perpetual existence.

12.2 In the event of termination, dissolution or final liquidation of the Association, the Association's responsibility for the operation and maintenance of the Master Drainage System must be transferred to and accepted by an entity which would comply with the applicable provisions of the District Permit and the Florida Administrative Code, as they may be amended and/or renumbered from time to time, and be approved by the District prior to such termination, dissolution or liquidation.

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**ARTICLE 13  
INCORPORATOR**

13.1 The name and street address of the Incorporator is:

R. TRAVIS RENTZ  
c/o Godbold, Downing, Bill & Renz, PA  
222 West Comstock Avenue, Suite 101  
Winter Park, Florida 32789

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**ARTICLE 14  
INITIAL REGISTERED OFFICE ADDRESS  
AND NAME OF INITIAL REGISTERED AGENT**

14.1 The name and the Florida street address of the registered agent is:

Godbold, Downing, Bill & Renz, PA  
222 West Comstock Avenue, Suite 101  
Winter Park, Florida 32789

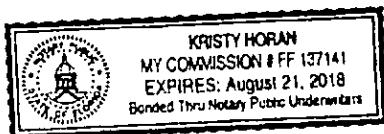
**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 29 day of MARCH, 2018.


  
R. TRAVIS RENTZ

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 29th day of MARCH, 2018, by R. TRAVIS RENTZ who ☒ is personally known to me OR ☐ has produced \_\_\_\_\_ as identification.

NOTARY STAMP:



  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
Print Name: \_\_\_\_\_  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS**

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

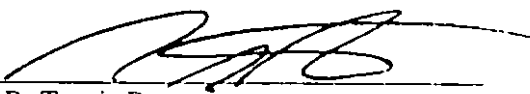
PARC HILL COMMERCIAL OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 222 W. Comstock Avenue, Suite 101, Winter Park, Florida 32789, has named GODBOLD, DOWNING, BILL & RENTZ, PA, located at the above-registered office, as its Registered Agent to accept service of process within the State of Florida.

**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:

GODBOLD, DOWNING, BILL & RENTZ, PA,  
a Professional Association

By:   
R. Travis Rentz

Dated: MARCH 29, 2018

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