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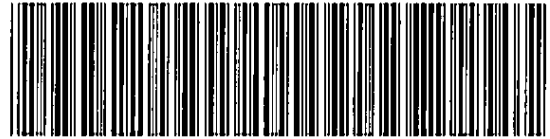
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SEP 10 2018

T SCHROEDER

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 377306 7790422

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : September 6, 2018

ORDER TIME : 2:08 PM

ORDER NO. : 377306-005

CUSTOMER NO: 7790422

DOMESTIC FILING

NAME: KEY LOGISTICS CENTER PROPERTY
OWNERS' ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Croft - EXT. 62925

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
KEY LOGISTICS CENTER PROPERTY OWNERS' ASSOCIATION, INC.,
a Florida not for profit corporation

The undersigned for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, by and under the provisions of the Statutes, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit as follows:

I.

Name and Address

The name of the corporation shall be KEY LOGISTICS CENTER PROPERTY OWNERS' ASSOCIATION, INC. For convenience the corporation shall be referred to in these Articles as the "Association." The initial principal office and mailing address of the Association shall be located at 2133 Harden Boulevard, Suite 120, Lakeland, Florida 33803.

II.

Definitions

A declaration entitled Declaration of Easements, Covenants, Conditions and Restrictions of Key Logistics Center, has been or will be recorded in the Public Records of Polk County, Florida (the "Declaration") with respect to the land described therein. All initially capitalized terms in these Articles shall have the meanings ascribed thereto in the Declaration, unless otherwise defined in these Articles.

III.

Purpose

3.1 The Association is formed and organized to: (a) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon; (b) perform the duties delegated by the Declaration; (c) administer the interests of the Association and the Owners; and (d) promote the health, safety and welfare of the Owners.

3.2 The Association shall make no distributions of income to its members, Board or officers.

3.3 The Association shall not have or issue shares of stock.

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IV.

Powers and Duties

The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations. The powers of the Association shall include, without limitation, and be governed by the following provisions:

4.1 The Association shall have and exercise all rights and powers conferred upon corporations not for profit under the laws of the State of Florida consistent with these Articles and the Declaration.

4.2 The Association shall have all of the powers and duties set forth in these Articles, and the Declaration, and all of the powers and duties reasonably necessary to operate the Property pursuant to the Declaration as may be amended from time to time, including but not limited to the following:

- a. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as defined in the Declaration;
- b. To fix, levy, collect and enforce payment by any lawful means of all charges or Assessments and Assessment liens pursuant to the terms of the Declaration, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes for governmental charges levied against the property of the corporation;
- c. To use the proceeds of Assessments in the exercise of its powers and duties;
- d. To maintain, repair, replace and operate the Property (specifically the Common Area, and the property within the Association's jurisdiction or otherwise pursuant to the terms of the Declaration);
- e. To acquire (by gift, purchase or lease), to own, hold, improve, insure, build upon, operate, maintain, replace and to repair, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, and to contract for improvements and to repair, remodel and demolish the same, on any property for which the Association is responsible for the operation and maintenance, and to reconstruct the applicable improvements after casualty and to further improve the Property pursuant to the relevant terms of the Declaration;
- f. To borrow money, and with the consent of two-thirds (2/3) of the voting interest, mortgage, pledge, deed, or hypothecate any or all of its real or personal property, including any lien rights it may have, as security for money borrowed or debts incurred;

- g. To participate in mergers or consolidations with other not for profit corporations organized for the same or similar purposes, provided that such mergers or consolidations shall have the consent of two-thirds (2/3) of the voting interests;
- h. To employ such legal counsel, accountants and other agents or employees as may be deemed necessary for the protection and furtherance of the interests of the Association and of its members and to carry out the purposes of the Association;
- i. To purchase insurance upon the Property (and specifically the Common Area) and insurance for the protection of the Association and its members as Owners;
- j. To make and amend reasonable rules and regulations respecting the use of the Property and any other property or facilities over which the Association may have control, jurisdiction or administrative responsibilities, and to provide penalties for the violation of any such rules and regulations;
- k. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws of the Association and any rules and regulations for the use of the Property;
- l. To contract for the management and maintenance of the Property (and specifically the Common Area) and to authorize and delegate to such manager all powers and duties of the Association, or as otherwise so authorized and delegated to such manager to assist the Association in carrying out its powers and duties, except such as are specifically required by the Declaration to have the approval of the membership of the Association. Provided, however, the Association and its Board of Directors and officers shall retain at all times the powers and duties granted by the Declaration, these Articles, and the Bylaws.
- m. To employ personnel to perform the services required for proper operation of the Property;
- n. To maintain bank accounts on behalf of the Association;
- o. To levy fines against Owners and collect such fines;
- p. To purchase Lots in the Property, and to acquire and hold, lease, mortgage and convey the same, subject, however to the provisions of the Declaration and the Bylaws of the Association relative thereto;
- q. To operate and maintain the Common Area, specifically the Stormwater Management System as permitted by SWFWMD, and as further set forth in the Declaration;

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ALLIANCE COUNTY, ILLINOIS

- r. To pay taxes and assessments which are liens against the Property operated and maintained by the Association or any part of the Property other than individual Lots, and to assess the same against the Lots;
- s. To have and to exercise any and all powers, rights, and privileges which a not for profit corporation organized under the laws of the State of Florida may now, or hereafter, have or exercise, including, without limitation, those set forth in Section 617.0302, Florida Statutes, and any successor statutes; and
- t. To appoint committees, including an architectural control committee (if any), and delegate certain duties thereto.

4.3 All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the Association in accordance with the applicable provisions of the Declaration, these Articles, and the Bylaws.

V.

Members

5.1 The members of the Association shall consist of all the record Owners, by deed or otherwise, of all Lots in the Property. It shall be mandatory that any person or entity who is the Owner of record of the fee simple interest in any Lot and entitled to the beneficial enjoyment thereof shall be a member of the Association. Ownership of the Lot shall be the sole qualification for membership and membership shall not run to persons who hold an interest in a Lot merely as security for performance of an obligation.

5.2 Declarant shall be a Member of the Association so long as Declarant owns any portion of the Property that is subject to the Declaration or that Declarant intends to be subjected to the terms of the Declaration.

5.3 Change of membership in the Association shall be established, after receiving approval of the Association if required by the Declaration, by recording in the Public Records of Polk County, Florida, a deed or other instrument establishing a record title to a Lot in the Property. A copy of such instrument shall be delivered to the Association. The Owner designated by such instrument thereby automatically becomes a member of the Association and the membership of the prior Owner is terminated.

5.4 The Owner of each Lot shall be entitled to vote the interest he has acquired incident to purchasing his Lot subject to the terms of the Declaration. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

VI.

Directors

6.1 The affairs of the Association will be managed by a Board consisting of the number of directors ("Directors" or "directors") determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. The term of the Directors shall be as set forth in the Bylaws. All Directors shall be members of the Association; provided, however, that pursuant to Paragraph 6.3 hereof, any Declarant-appointed Directors need not be members of the Association.

6.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

6.3 The initial Board of Directors of the Association shall consist of three (3) members who need not be members of the Association and who shall be appointed or elected by the Declarant. The initial Board of Directors named in these Articles shall serve until Owners are entitled to elect Owners to replace a member or members of the initial Board of Directors as contained in the schedule set forth in Paragraphs 6.4 and 6.5 hereof. Any vacancies in the Declarant-appointed Directors may be filled by the Declarant appointing a replacement (and any Declarant-appointed Directors need not be members of the Association). All other vacancies between annual meetings of the members shall be filled by the remaining Directors.

6.4 The Owners other than the Declarant shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors at such time as the Owners other than the Declarant own fifty percent (50%) or more of the Lots in the Property that will be operated ultimately by the Association, or at such earlier time as the Declarant in its discretion may determine.

6.5 Owners other than the Declarant shall be entitled to elect not less than a majority of the members of the Board of Directors upon the Turnover Date (as defined and set forth in the Declaration), being the occurrence of the earlier of the following:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership;

(b) Declarant, in its sole and absolute discretion, elects to terminate its Class A membership by written notice of such election delivered to the Association and the Class B members; or

(c) On December 31, 2028.

6.6 Declarant is entitled to appoint/elect at least one (1) member of the Board of Directors of the Association as long as the Declarant holds for sale in the ordinary course of

business at least twenty-five percent (25%) of the Lots that will be operated ultimately by the Association. Further, Declarant reserves the right to remove any Director it has appointed, designated or elected to the Board of Directors, and to fill vacancies of any such Directors whether caused by such removal or by voluntary resignation. The fact that Owners have not elected or refuse to elect Directors shall not interfere with the right of Directors appointed or designated by Declarant to resign. Upon the Turnover Date, the Class A members shall be obligated to elect the Board and assume control of the Association.

6.7 The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Austin T. Jones	2133 Harden Boulevard, Suite 120 Lakeland, Florida 33803
Shawn W. Jones	2133 Harden Boulevard, Suite 120 Lakeland, Florida 33803
Matt Tucker	2133 Harden Boulevard, Suite 120 Lakeland, Florida 33803

VII.

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 its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the initial 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	Matt Tucker	2133 Harden Boulevard, Suite 120 Lakeland, Florida 33803
Vice President	Shawn W. Jones	2133 Harden Boulevard, Suite 120 Lakeland, Florida 33803
Secretary/Treasurer	Austin T. Jones	2133 Harden Boulevard, Suite 120 Lakeland, Florida 33803

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JULIA A. HARRIS, CLERK
1000 N. HIGHLAND AVE.
SUITE 100
LAKELAND, FL 33803

VIII.

Registered Office and Registered Agent

The street address of the initial registered office of the Association is Law Office of Craig B. Hill, P.L., 50 Lake Morton Drive, Lakeland, Florida 33801. The name of the Association's initial registered agent is Craig B. Hill.

IX.

Indemnification

9.1 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 proceedings 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, whether or not he is a Director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except when the Director or officer is adjudged liable for gross negligence or willful misconduct in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors 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 not exclusive of all other rights to which such Director or officer may be entitled.

9.2 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 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.

9.3 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, against any status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

X.

Bylaws

The first 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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XI.

Amendments

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

11.1 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.

11.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. A resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and the members owning a majority of the voting interests of the Association at a meeting called for that purpose at which a quorum is present.

11.3 In the alternative, an amendment may be made by an agreement signed and acknowledged by not less than a majority of the Board of Directors and not less than a majority of the record Owners of Lots subject to the jurisdiction of the Association in the manner required by the execution of a deed.

11.4 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members affected by said change. No amendment shall be made that is in conflict with the Declaration. Further, Article VI of these Articles may not be amended without the consent of Declarant so long as Declarant is a member of the Association. Additionally, notwithstanding anything to the contrary contained herein, no amendment to these Articles shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, which may be withheld for any reason whatsoever. If the prior written approval or consent of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written approval or consent must also be obtained.

11.5 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Polk County, Florida, along with a certificate executed by the President or authorized officer and attested by the Secretary or Assistant Secretary of the Association reciting the facts necessary to establish that the amendment was duly adopted, and said certificate shall be conclusively binding in favor of anyone relying thereon.

XII.

Term

The term of the Association shall be perpetual.

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XIII.

Incorporation

The name and address of the incorporator of these Articles is as follows:

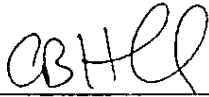
Name

Address

Craig B. Hill

Law Office of Craig B. Hill, P.L.
50 Lake Morton Drive
Lakeland, Florida 33801

I am the incorporator submitting these Articles and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes. I acknowledge that I have read the "Notice of Annual Report" statement and understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to remain "active" status.



Required Signature

Craig B. Hill, Incorporator

Date

9/6/18

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XIV.

Conflict

In the case of any conflict between the Bylaws and these Articles, these Articles shall control; in the case of any conflict between the Declaration and these Articles, the Declaration shall control.

XV.

Miscellaneous

Whenever the context so requires, the use of any gender shall be deemed to include all genders, and the use of the plural shall include the singular and the singular shall include the plural.

XVI.

Effective Date

The effective date shall be the date of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 6th day of September, 2018.

CB Hill

Craig B. Hill
Incorporator

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Craig B. Hill, who [X] is personally known to me or who [] has produced _____ as identification.

WITNESS my hand and official seal this 6th day of September, 2018, at Lakeland, Florida.



Catherine M Gangloff

Notary Public
State of Florida at Large

(NOTARIAL SEAL)

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REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the appointment as registered agent.

CB Hill

Craig B. Hill

Date:

9/6/18

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