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FLORIDA PROFIT/NON PROFIT CORPORATION  
HERITAGE PLAZA PARKING GARAGE CONDOMINIUM  
ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION  
OF  
HERITAGE PLAZA PARKING GARAGE CONDOMINIUM ASSOCIATION, INC.  
(a Florida not for profit corporation)**

The undersigned Incorporator, desiring to form a corporate not for profit under Chapter 617, Florida Statutes, delivers for filing the following Articles of Incorporation for Heritage Plaza Parking Garage Condominium Association, Inc. (the "Association"):

**Article I  
Name and Principal Office**

**Section 1.** The name of the Association shall be Heritage Plaza Parking Garage Condominium Association, Inc.

**Section 2.** The principal office and mailing address of the Association is 4100 Frontage Road South, Suite 100, Lakeland, Florida 33815.

**Article II  
Purpose and Powers**

**Section 1.** The purpose for which the Association is formed is to administer the operation and management of Heritage Plaza Parking Garage Condominium (the "Condominium"), a commercial condominium located in Polk County, Florida. All capitalized terms used in these Articles of Incorporation, if not defined, shall have the meanings ascribed to such terms that are contained in the Declaration of Condominium for the Condominium ("Declaration"), or Chapter 718, F.S., or the Bylaws for the Association ("Bylaws"), and such meanings are incorporated into these Articles of Incorporation by reference as if set forth herein. To the extent that a provision in these Articles of Incorporation conflicts with the Declaration, the Declaration shall govern. "Developer" means BKP Five LLC, a Florida limited liability company, its successors, and/or assigns. "Member" means a member of the Association. The Association shall not be operated for profit and shall make no distributions of income to its Members, directors, or officers.

**Section 2.** The Association shall have all of the powers, rights, and privileges that a corporation organized under the Florida Not For Profit Corporation Act may now or hereafter have or exercise, provided that such powers, rights, and privileges do not conflict with the terms of these Articles, the Bylaws, the Declaration, or applicable provisions of Chapter 718, F.S., and provided further that the Association shall have all the powers, rights, and privileges reasonably necessary or convenient to operate, maintain, and manage the Condominium pursuant to the Declaration and Bylaws, as amended from time to time, other documents or agreements that may exist from time to time pertaining to the Condominium, and Chapter 718, F.S. In addition, the Association shall have the following specific powers and duties:

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(a) Power to Manage Condominium Property, Contract, and Sue. The Association may contract and sue with respect to the exercise or non-exercise of its powers, duties, and functions. For this purpose, the powers of the Association include, but are not limited to, the maintenance, repair, reconstruction, improvement, management, administration and operation of the Condominium Property.

(b) Assessments; Management of Common Elements. The Association has the power to make and collect Assessments as to each Unit and to lease, maintain, repair, replace, alter, add to, improve, administer, and operate the Common Elements and Limited Common Elements as provided in the Declaration and applicable law. The Association may pay ad valorem taxes and Governmental Special Assessments which are liens against any part of the Condominium other than the Units and assess the Members therefor. The Association also may contract for utilities for the Condominium and for commonly metered Utility Service and assess Members for same. The Association may use the proceeds of the Assessments in the exercise of its powers and duties, and enforce levy of the Assessments as to each Unit through lien and foreclosure or by such other action as may be allowed by the Declaration or applicable law.

(c) Right of Access to Units. The Association has the irrevocable right of access to each Unit during reasonable hours, when necessary in its discretion for the maintenance, repair, or replacement of any Common Elements or Limited Common Elements or of any portion of a Unit to be maintained by the Association pursuant to the Declaration, or as necessary in the event of an emergency or to prevent damage to the Common Elements, the Limited Common Elements, or a Unit.

(d) Title to Property. The Association has the power to acquire title to or otherwise, own, operate, hold, convey, lease, grant possessory or use interests in, and mortgage Association Property for the use and benefit of its Members on terms the Board of Directors of the Association ("Board") may deem reasonable. The power to acquire personal property shall be exercised by the Board in its discretion. The Association may purchase Units for any purpose and hold, lease, mortgage, or convey such Units on terms and conditions approved by the Board. Subject to any applicable statutory limitation, the Association, through its Board, has the limited power to convey a portion of the Common Elements to a condemning authority for the purposes of providing utility easements, right-of-way expansion, or other public purposes, whether negotiated or as a result of eminent domain proceedings.

(e) Purchase of Units. The Association has the power to purchase Units and to acquire, hold, lease, mortgage, and convey them. There shall be no limitation on the Association's right to purchase a Unit at a foreclosure sale resulting from the Association's foreclosure of its lien for unpaid Assessments as to the Unit, or to take title by deed in lieu of foreclosure.

(f) Easements. Except as may be prohibited or as otherwise proscribed by the Declaration, the Board has the authority, without the joinder of any Member, to grant, modify, or move any easement if the easement constitutes part of or crosses the Common Elements, the Limited Common Elements, or Association Property.

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(g) Insurance. The Association shall use its best efforts to obtain and maintain adequate insurance to protect the Association, the Association Property, the Common Elements, the Limited Common Elements, and the Condominium Property required to be insured by the Association. The Association also may obtain and maintain other insurance including, but not limited to, liability insurance for the directors and officers, insurance for the benefit of the Association employees, and flood insurance for Common Elements, the Limited Common Elements, Association property and, if deemed appropriate, for Units.

(h) Commingling. All funds shall be maintained separately in the Association's name. Reserve and operating funds of the Association may not be commingled for purposes of investment. No manager or business entity required to be licensed or registered under Section 468.432, F.S., and no agent, employee, officer, or director of the Association shall commingle any Association funds with his funds or with funds from any other condominium association or community association.

(i) Bylaws; Rules and Regulations. The Association has the power to establish the Bylaws for the operation of the Condominium; provide for the administration of the Association; and enforce the provisions of the Declaration, these Articles, and the Bylaws. The Association has the power to adopt Rules and Regulations concerning the Units, Common Elements, Limited Common Elements, and Association Property.

(j) Enforcement. Except as otherwise provided herein, the Association has the power to enforce by legal means the applicable provisions of Chapter 718, F.S., and the Condominium Documents.

(k) Employment of Service Personnel. The Association has the power to employ personnel and enter into agreements reasonably necessary for the performance of services required for the proper exercise of the rights, duties, powers, and functions of the Association.

(l) Contracts for Services. The Association has the power to enter into contracts the Board deems desirable and reasonable, for the provision of services to the Association or the Members, including but not limited to contracts for telephone, water, sewer, gas, security, and pest control services.

(m) Contract for Management and Maintenance. The Association has the power to contract for the management and maintenance of the Condominium and to authorize a management firm to act as the managing entity of the Condominium and, accordingly, perform all of the functions and duties of the Association in its capacity as the managing entity pursuant to the Declaration, Chapter 718, F.S., and any other applicable laws.

(n) Other Authority. The Association has the power to exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth in these Articles and as permitted by the applicable Florida Statutes.

(o) Restriction on City's Ownership Interests. NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, NEITHER THESE ARTICLES OR THE

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BYLAWS SHALL CONSTITUTE A GENERAL OBLIGATION OR A PLEDGE OF THE FAITH AND CREDIT OF THE CITY OF LAKE LAND, THE STATE OF FLORIDA OR ANY POLITICAL SUBDIVISION THEREOF WITHIN THE MEANING OF ANY CONSTITUTIONAL PROVISION OR LIMITATION, ANDY OBLIGATIONS OF THE CITY OF LAKE LAND SHALL BE PAYABLE SOLELY FROM NON-AD VALOREM REVENUES LEGALLY AVAILABLE FOR PAYMENTS OF ITS OBLIGATIONS HEREUNDER SUBJECT TO THE PRIOR SATISFACTION OF FUNDING REQUIREMENTS FOR ESSENTIAL GOVERNMENTAL SERVICES OF THE CITY OF LAKE LAND AND TO THE EXTENT AND SUBJECT TO A PRIOR PLEDGE THEREOF FOR THE PAYMENT OF OTHER OBLIGATIONS OF THE CITY OF LAKE LAND, AND EXPRESSLY EXCLUDING ANY REVENUES OF THE CITY OF LAKE LAND ACCOUNTED FOR IN AN ENTERPRISE FUND UNDER GOVERNMENTAL ACCOUNTING PRINCIPLES EXCEPT TO THE EXTENT THAT ANY SUCH REVENUES DERIVED FROM ANY ENTERPRISE FUND ARE DEPOSITED INTO THE CITY OF LAKE LAND'S GENERAL FUND. No Member shall ever have the right, directly or indirectly, to require or compel the exercise of the ad valorem taxing power of the City of Lakeland or any other political subdivision of the State of Florida or taxation in any form on any real or personal property for any purpose, including, without limitation, for the payment of obligations of the City of Lakeland with respect hereto, or to maintain or continue any activities of the City of Lakeland which generate user service charges, regulatory fees or other non-ad valorem revenues. The Members agree that neither the Members nor the Association shall have a general foreclosure right that entitles the Members or the Association to a deficiency judgment or to retain the City of Lakeland's equity in its ownership interest in the Association or its Units, if any. The Members agree that: (i) neither these Articles nor the bylaws are intended to create a mortgage of or a security interest in the City of Lakeland's interest in its Units as proscribed by *Nohrr v. Brevard County Educational Facilities Authority*, 247 So. 2d 304 (Fla. 1971), and (ii) neither the Members nor the Association may exercise any foreclosure-type remedies under any circumstances against the City of Lakeland, as prohibited under *State v. Brevard County*, 539 So. 2d 461 (Fla. 1989), notwithstanding any provisions to the contrary in these Articles or the bylaws.

### Article III

#### Qualification of Members and the Manner of their Admission

Section 1. The Incorporator constitutes the sole Member(s) of this Association until the recording of the Declaration naming the Association as the condominium association. On recording of the Declaration, the Developer shall own all of the memberships in the Association. When the purchase price is paid and the deed to a Unit is issued and recorded, the Unit Owner automatically becomes a Member. If additional phases are added to the Condominium, Developer initially shall hold all new memberships created, and when the purchase price is paid and the deed to a Unit is issued and recorded, the Unit Owner automatically becomes a Member.

Section 2. Ownership of a Unit shall be a prerequisite to exercising any rights, powers, and privileges as a Member. A Unit may be owned by one or more individuals or by a corporation, partnership, trust, or any other appropriate entity with the power to hold title.

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**Section 3.** Membership shall terminate on the termination of the Condominium, or on transfer of a Member's ownership in the Unit (for that Unit only if more than one is owned), provided the transfer is accomplished in accordance with all provisions of the Declaration. The transferor's membership automatically shall transfer and be vested in the new Unit Owner succeeding to the ownership interest in the Unit, subject to a lien for all unpaid Assessments as to the Unit. The Association may rely on a recorded deed as evidence of transfer of a Unit and terminate the transferor's membership and recognize the membership of the transferee.

**Article IV**  
**Term of Existence**

The Association shall have perpetual existence.

**Article V**  
**Incorporator**

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

Wesley Beck  
4100 Frontage Road South  
Suite 101  
Lakeland, Florida 33815

**Article VI**  
**Officers**

The officers of the Association shall consist of a president, vice president, secretary, treasurer, and such other officers as the Board may from time to time deem appropriate. The officers of the Association shall be elected at the first meeting of the Board, and elected annually by the Board at each annual meeting of the Board thereafter. Any officer may be removed at any meeting by the affirmative vote of a majority of the directors of the Board, either with or without cause, and any vacancy in any office may be filled by the Board at any Board meeting. Any two (2) offices may be held by the same person at any time, except the offices of President and Secretary must be held by two (2) separate people.

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The names of the officers who shall serve until the election of their successors are:

<u>Name</u>	<u>Office</u>
Wesley Beck	President
Tony Delgado	Vice President
Danielle Drummond	Secretary
Steve Moseley	Treasurer

Article VII  
Board of Directors

Section 1. The affairs of the Association shall be managed and conducted by a Board consisting of at least three (3), and not more than seven (7), natural persons who are 18 years of age or older.

Section 2. The initial Board shall consist of four (4) persons. The names and addresses of the initial Board who shall hold office until their successors have been elected and qualified are as follows:

Wesley Beck	4100 Frontage Road South Suite 101 Lakeland, Florida 33815
Tony Delgado	228 South Massachusetts Avenue Lakeland, Florida 33801
Danielle Drummond	1324 Lakeland Hills Blvd. Lakeland, Florida 33805
Steve Mosley	129 South Kentucky Suite 6 Lakeland, Florida 33801

Provisions regarding the election, removal, and filling of vacancies on the Board shall be stated in the Bylaws.

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Article VIII  
Bylaws

The power to adopt the Bylaws shall be vested in the Board. Thereafter, the Bylaws may be amended, altered, modified, or rescinded by the action or manner specified in the Bylaws.

Article IX Amendments to  
Articles

Section 1. Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board shall adopt a resolution setting forth the proposed amendment and, if Members have been admitted, direct that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a unanimous vote of the directors then authorized to vote and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected shall be given to each Member of record entitled to vote within the time and in the manner provided in these Articles for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving an affirmative vote of at least seventy-five percent (75%) of the Members.

Section 2. Any number of amendments may be submitted to the Members and voted on by them at one meeting.

Section 3. Notwithstanding anything in these Articles to the contrary, no amendment shall make any change in the qualifications for membership without approval in writing of all of the Members and the consent of all record holders of mortgages on any Condominium Property or Association Property. No amendment shall be made that is in conflict with any applicable provisions of Chapter 718, F.S., or the Declaration. No amendment which affects the rights and privileges provided to Developer in Chapter 718, F.S., or the Declaration shall be effective without written consent of Developer.

Article X  
Voting

Section 1. Each Member is entitled to vote pursuant to the terms and conditions of the Declaration and the Bylaws.

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Section 2. Votes may be cast either in person or by proxy, subject to the provisions of the Bylaws and Chapter 718, F.S. Any person appointed as proxy may, but need not be, an officer or director of the Association, or affiliated with Developer, its successors, or assigns.

Section 3. For purposes of these Articles, the Bylaws, the Declaration, or any other document of the Association or Condominium, the term "all Members" when used with reference to voting shall mean the total of all Members entitled to vote and shall not mean just those Members present at the meeting in person or by proxy. No vote appurtenant to a Unit shall be cast at any meeting unless the Member(s) owning the Unit is registered on the membership book of the Association.

#### Article XI Additional Provisions

Section 1. No officer, director, or Member shall be personally liable for any debt or other obligation of the Association except as provided in the Declaration.

Section 2. The Association shall not be operated for profit. No dividend shall be paid, and no part of the income of the Association shall be distributed to its Members, directors, or officers. The Association may pay compensation in a reasonable amount to its Members, directors, or officers for services rendered, may confer benefits on its Members in conformity with its purposes, and on dissolution or final liquidation may make distributions to its Members as permitted by a court of competent jurisdiction. No such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income.

Section 3. When the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 4. If voting rights of any Member are suspended pursuant to the provisions of the Declaration or the Bylaws, then the vote(s) of such Member shall not be counted and the total number of authorized votes shall be reduced accordingly during the period of such suspension.

Section 5. Should any paragraph, sentence, phrase, or portion of any provision of these Articles or of the Bylaws or rules and regulations be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts, the remaining instruments, or the application of such provisions to different circumstances.

Section 6. Every director and 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 proceedings or any settlement thereof, 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, except in such cases wherein the director or officer is adjudged guilty of

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willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board as being in 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.

Section 7. The Association shall accept any and all deeds of conveyance delivered to it by Developer.

**Article XII**  
**Registered Agent**

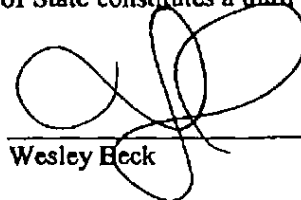
The name and address of the initial registered agent, and the address of the initial registered office for the service of process on the Association within Florida are:

Wesley Beck  
4100 Frontage Road South  
Suite 101  
Lakeland, Florida 33815

The address of the principal office of the Association within Florida is:

4100 Frontage Road South  
Suite 101  
Lakeland, Florida 33815

In witness whereof the subscribing Incorporator has set his hand and seal, and caused these Articles of Incorporation to be executed this 6 day of February, 2019. I submit this document 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.

  
\_\_\_\_\_  
Wesley Beck

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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in Article XII of the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



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Name: Wesley Beck  
Registered Agent

Date: February 6, 2019

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