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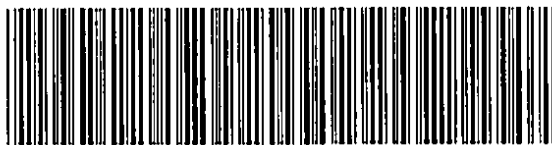
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**CORNERSTONE EXCHANGE OWNERS' ASSOCIATION INC.**

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

**ARTICLES OF INCORPORATION  
OF CORNERSTONE EXCHANGE OWNERS' ASSOCIATION INC.**

By these Articles of Incorporation, the undersigned incorporator forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles"):

**ARTICLE I  
NAME**

The name of the corporation shall be Cornerstone Exchange Owners' Association Inc. For convenience, the corporation shall be referred to in this instrument as the "Association."

**ARTICLE II  
DURATION**

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State. If the Association is dissolved for any reason, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization or similar entity with similar purposes.

**ARTICLE III  
DISSOLUTION**

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system shall be transferred to an entity which would comply with Section 40C-42.02, F.A.C. and be approved by the St. John River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE IV  
DEFINITIONS**

The term "Declaration" shall mean the Declaration of Covenants, Restrictions and Reciprocal Easements for Cornerstone Exchange as may be recorded in the Public Records of Volusia County, Florida, and all amendments or supplements made thereto. All other capitalized words and terms used in these Articles shall have the meaning and definition as provided in the Declaration, unless a new definition is provided in these Articles.

**ARTICLE V  
PRINCIPAL OFFICE**

The principal office of the Association is located at 1140 N. Williamson Boulevard, Suite 140, Daytona Beach, FL 32114.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

Daniel E. Smith, whose address is 1140 N. Williamson Boulevard, Suite 140, Daytona Beach, FL 32114, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

**ARTICLE VII  
PURPOSE AND POWERS OF THE ASSOCIATION**

- 7.1 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 is formed to provide for, among other things, the improvement, maintenance and preservation of the Property, to accomplish the purposes described in the Declaration and to promote the recreation, health, safety and welfare of the Members. The Association shall have all the statutory powers and common law 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 the duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, any Supplemental Declaration, theses Articles or the Bylaws, and to do and perform any and all act which may be necessary or property for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Members and for the Maintenance, administration and improvement of the Property, including the Common area thereof. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part as may be allowed by law or by the Declaration.
- 7.2 The Association shall operate, maintain and manage the Stormwater Management System(s) in a manner consistent with the requirements of the construction permit for the Common Area issued by St. Johns River Water Management District and applicable District rules, and shall assist in the enforcement of the Declaration which relate to the Stormwater Management System. The Association shall levy and collect assessments against Members of the Association for the costs of maintenance and operation of the Stormwater Management System and other improvements.

**ARTICLE VIII  
MEMBERSHIP AND VOTING RIGHTS**

- 8.1 Each owner, including the Declarant, shall be a Member of the Association. The qualifications of Members, the manner of their admission to and termination of membership and voting shall be set forth herein:
- 8.1.1 Class A shall consist of all owners of Lots in Cornerstone Exchange, except the Declarant, or a successor to whom the Declarant may transfer its rights as Declarant, or an entity which may succeed to such rights by operation of law.

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Members of Class A shall have one vote per Lot, and Members shall pay all assessments as set forth in the Declaration. Class A Membership shall commence upon the transfer of title to a Commercial Lot owner.

8.1.2 Class B shall consist of the Declarant. The Class B Member shall be entitled to cast 10 votes per Lot until Turnover.

Any person or entity who holds any interest merely as security for the performance of any obligation shall not be a Member.

8.2 The Association membership of each owner shall be appurtenant to the Lot giving rise to such membership and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new owner thereof and thereafter the prior owner's membership with respect to that lot shall terminate. All voting rights and procedures within the Association shall be governed in accordance with the provisions set forth in the Declaration and in the Bylaws. If the Member is a corporation, partnership, limited liability company or other business entity, such Member shall designate in writing the name of the person to vote on behalf of the Member. If the title to a Lot is held by multiple persons, such persons must designate in writing the name of the person to vote for such Member.

## ARTICLE IX DIRECTORS AND OFFICERS

The affairs of this Association shall be managed by a Board of Directors, and the affairs of the Association shall be administered by the officers. All matters regarding the directors and other officers of the Association, including numbers, election, duration, and the like, shall be governed in accordance with the provisions set forth in the Declaration and in the Bylaws. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and qualified are:

Name:	Address:
Mark E. Patten	1140 N. Williamson Boulevard, Suite 1140 Daytona Beach, FL 32114
Daniel E. Smith	1140 N. Williamson Boulevard, Suite 1140 Daytona Beach, FL 32114
E. Scott Bullock	1140 N. Williamson Boulevard, Suite 1140 Daytona Beach, FL 32114

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## **ARTICLE X INDEMNIFICATION**

Every director and every officer of the Association and every member of the Architectural Review Committee of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon such director, officer or Architectural Review Committee member in connection with any proceedings whether civil, criminal, administrative or investigative, or any appeal from such proceeding to which such person may be a party or in which such person may become involved by reason of his being or having been a director or officer of the Association, a member of its Architectural Review Committee or having served at the Association's request as a director or officer of any other corporation, whether or not such person is serving in such capacity at the time such expenses are incurred, regardless of by whom the proceedings were brought, except in relation to matters as to which any such director, officer or Architectural Review Committee member shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approved 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, officer or Architectural Review Committee member may be entitled. 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, officer or Architectural Review Committee member to repay such amount if it shall be primarily determined that he is not to be indemnified by the Association as authorized in these Article of Incorporation. The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, is or was a member of the Architectural Review Committee or Association, against any liability asserted against him and incurred by him in any such capacity, or 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 these Articles.

## **ARTICLE XI 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.

## **ARTICLE XII AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in accordance with the provisions of this Article XII. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of

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record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting. At such meeting, a vote of the Members to vote thereof shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of seventy-five percent (75%) majority of the votes of Members entitled to vote thereon. Any number of amendments may be submitted to the Members and voted upon by them at one meeting. No amendment shall make any changes in the qualifications for membership. No amendment shall be made that is in conflict with the Declaration.

### **ARTICLE XIII INCORPORATOR**

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

Name:

Address:

Daniel E. Smith

1140 N. Williamson Boulevard, Suite 140  
Daytona Beach, FL 32114

### **ARTICLE XIV NON-STOCK OPTION**

The Master Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Master Association; provided, however, that membership in the Master Association may be evidenced by a certificate of membership, which shall contain a statement that the Master Association is a corporation not for profit.

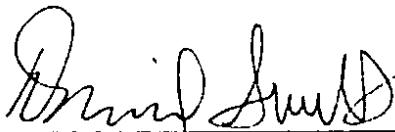
*Signatures appear on following page*

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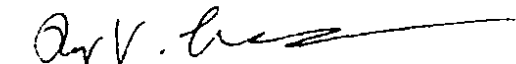
IN WITNESS THEREOF, the undersigned Incorporator as caused these Articles to be executed as of the 15th day of March, 2019.



Print Name: MICHAEL WASAKA



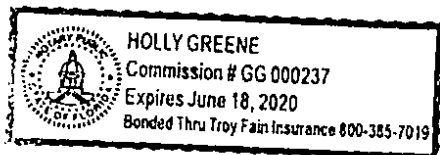
Daniel E. Smith, Incorporator  
Registered Agent



Print Name: Raj Thakkar

STATE OF FLORIDA       )  
COUNTY OF VOLUSIA    )

I HEREBY CERTIFY that on this 15th day of March, 2019, before me, an officer duly authorized in the State of Florida, County of Volusia, to take acknowledgments, personally appeared Daniel E. Smith, the Incorporator described in the foregoing Articles of Incorporation. He is personally known to me.



  
Notary Signature

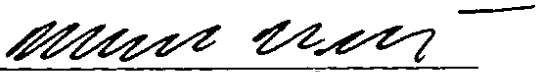
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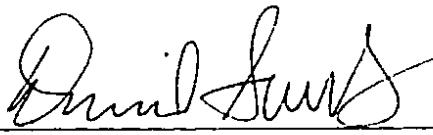


**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Register Agent to accept service of process for the above stated Association at the place designated in Article VI hereof, I hereby accept appointment as Registered Agent and agree to act in this capacity. I am familiar with, and hereby accept, the obligations of my position as Registered Agent.

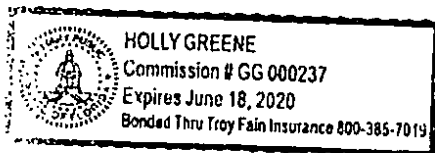
  
Print Name: RAJESH KASHKAR

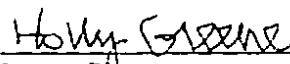
  
Print Name: Raj Thakkar

  
Daniel E. Smith, Registered Agent

STATE OF FLORIDA     )  
COUNTY OF VOLUSIA    )

I HEREBY CERTIFY that on this 15<sup>th</sup> day of March, 2019, before me, an officer duly authorized in the State of Florida, County of Volusia, to take acknowledgments, personally appeared Daniel E. Smith, the Registered Agent described in the foregoing Articles of Incorporation. He is personally known to me.



  
Notary Signature

(Notary Stamp/Seal)

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