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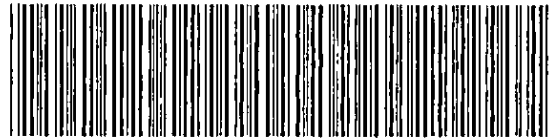
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AMENDMENT

1. **MID-FLORIDA LOGISTICS PARK OWNERS' ASSOCIATION, INC.**

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
MID-FLORIDA LOGISTICS PARK OWNERS' ASSOCIATION, INC.**

Patrick T. Lee, being the Incorporator of MID-FLORIDA LOGISTICS PARK OWNERS' ASSOCIATION, INC., a Florida non-profit corporation (the "Corporation"), hereby certifies:

These Second Amended and Restated Articles of Incorporation (the "Amended Articles") restate, integrate, and further amend the provisions of the Corporation's Articles of Incorporation.

The terms and provisions of these Amended Articles were adopted on July 21, 2020 and affirmatively approved by the Board of Directors of the Corporation and did not require Member approval.

Pursuant to Sections 617.1007 and 617.01201 of the Florida Business Corporation Act, the text of the Articles of Incorporation of the Corporation, is hereby amended and restated to read in its entirety as follows:

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation shall be MID-FLORIDA LOGISTICS PARK OWNERS' ASSOCIATION, INC., a Florida non-profit corporation (the "Association"). The principal office of the Association shall be located at 2560 Orange Blossom Trail, Apopka, Florida 32712.

**ARTICLE II
PURPOSE**

The purpose for which the Association is organized is to engage as a non-profit organization to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Mid-Florida Logistics Park recorded on May 17, 2019 as Document No. 20190309232 in the Public Records of Orange County, Florida. (the "Declaration"), to be executed by BPG Apopka Properties I LLC, a Delaware limited liability company (as successor-in-interest via assignment to Mid-Florida Freezer Warehouses, Ltd., a Florida limited partnership) (the "Declarant"), and to protect the value of the property of the Members of the Association, as to be more fully described in the Declaration (the "Property"), and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property, and for the property of the Association (held for the benefit of the Members) (collectively, the "Property"), including the establishment and enforcement of payment of charges and assessments contained in the Declaration. All terms used in these Articles which are defined in the Declaration shall have the same meaning in these Articles as in the Declaration.

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ARTICLE III
POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1 Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit including, but not limited to, those powers set forth and described in Chapter 617 (2018), Florida Statutes, as the same may be amended from time to time, together with, or as limited by, these Articles, and the Declaration and Bylaws of the Association, all as may be amended from time to time, together with, or as limited by, these Articles, and the Declaration and Bylaws of the Association, all as may be amended from time to time.

3.2 Necessary Powers. The Association shall have the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

(a) To operate and manage the Common Improvements in accordance with the purpose and intent contained in the Declaration;

(b) To make and collect assessments and special assessments against Members to defray the Common Improvement maintenance expenses, Committee expenses and any other expenses approved by the Association and incurred for the benefit of the Property;

(c) To use the proceeds of assessments in the exercise of its powers and duties;

(d) To maintain, repair, replace and operate the Common Improvements and the Improvements located thereon;

(e) To reconstruct Improvements upon the Common Improvements after casualty;

(f) To make and amend Bylaws for the Association and any rules and regulations respecting the use of the Property;

(g) To pay all taxes and other assessments which are liens against the Common Improvements;

(h) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws and any rules and regulations of the Association, including without limitation, architectural and use restrictions contained in the Guidelines (as, if, and when adopted), the Declaration, the Articles of Incorporation of the Association, or the Bylaws of the Association promulgated by the Association.

(i) To provide for management and maintenance, and, in its discretion, to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as collection of assessments, preparation of records, enforcement of the conditions and restrictions of the Declaration, and maintenance of the Common

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Improvements. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of assessments, special assessments, and the execution of contracts on behalf of the Association.

(j) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold and convey real and personal property.

(k) To do and perform all such other acts and things permitted and to exercise all powers granted to a corporation not for profit under the laws of the State of Florida as those laws now exist or as they may hereafter provide.

3.3 Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration.

3.4 Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV MEMBERS AND VOTING RIGHTS

Membership and voting rights shall be as set forth in the Declaration.

ARTICLE V DURATION

The Association shall have perpetual existence.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of directors consisting of not less than three (3) nor more than seven (7) directors (the "Board" or "Board of Directors"). Until the earlier of (i) four (4) years after the Effective Date of the Declaration, and (ii) the date upon which Declarant ceases to own any portion of the Property governed by the Declaration (the "Termination Date"), being such time as the Declarant, under the Declaration, relinquishes control of the Association, as described in the Declaration and By-Laws, the Declarant shall have the right to appoint a majority of the members of the Board of Directors and to approve or disapprove the appointment of all Officers of the Association. Further, although any director appointed by the Declarant need not be a Member, however, all directors elected by Members other than the Declarant must be Members. The Board shall consist of three (3) directors appointed by the Declarant. The Declarant shall be entitled at any time, and from time to time, to remove or replace any director originally appointed by the Declarant. The Declarant may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint. The following persons shall constitute the Board of Directors:

Name: Scott Alexander

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Name: Matthew Roth

Name: Ben Cohara

ARTICLE VII OFFICERS

The officers ("Officers") named in this Article VII shall serve until replaced by the Declarant or until the first regular meeting of the Board of Directors, whichever shall occur first. Officers elected at the first meeting of the Board shall hold office until the next annual meeting of the Board of Directors, or until their successors shall have been appointed and shall qualify. So long as the Declarant retains control of the Association, as defined in the Declaration, no Officer elected by the Board shall serve the Association until such time as the Declarant approves the Officer. Upon the election of an Officer by the Board of Directors, whether the election occurs at the annual meeting or otherwise, the Board shall forthwith submit the name of such newly appointed Officer or Officers, as the case may be, in writing, to the Declarant. The Declarant shall approve or disapprove said Officer, or Officers, within twenty (20) days after receipt of said name or names. In the event the Declarant fails to act within such time period, such failure shall be deemed approval by the Declarant. The following persons shall serve as Officers of the Association.

President: Scott Alexander

Vice-President: Matthew Roth

Secretary: Matthew Roth

Treasurer: Ben Cohara

ARTICLE VIII BYLAWS

The Bylaws of the Association may be adopted, amended, altered, or rescinded as provided in the Bylaws; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.

ARTICLE IX AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by (a) the affirmative vote or written consent of the Owners holding not less than sixty-six and two-thirds percent (66-2/3%) of the voting power of the Class A Members and the affirmative vote of the Class B Member (so long as the Class B Member exist), or (b) by the affirmative vote of the Class B Member. These Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose on the affirmative vote of two-thirds (2/3) of the Class A Members present in person or by proxy at a meeting at which a quorum is present, except that the Declarant shall have the right to (i) veto any amendment while the Class B membership exists and (ii) unilaterally approve and file any amendment to remove or replace any director or officer of the Association until the Termination Date.

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ARTICLE X
DISSOLUTION

The Association may be dissolved, consistent with applicable provisions of Florida Statutes, upon petition having the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members, if more than one class then exists. Upon dissolution of the Association other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE XI
APPROVALS

Provided there is a Class B membership, the following actions will require the prior approval of the Class B Member: annexation of additional properties, mergers and consolidations, mortgaging of Common Improvements, dedication of Common Improvements or easements, beyond the original Common Improvements and Easements described in the Declaration, dissolution, and amendment of these Articles.

ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE

The registered agent for this corporation shall be C T Corporation System and the address of the registered office of this corporation shall be 1200 South Pine Island Road, Plantation, Florida 33324.

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IN WITNESS WHEREOF the undersigned ~~has~~ executed these Articles of Incorporation, effective as of this 21 day of July, 2020.

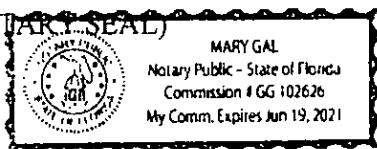
Patrick T. Lee
By: Patrick T. Lee, President

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 21 day of July, 2020, by Patrick T. Lee, who is personally known to me, or has produced _____ as identification.

(NOTARY SEAL)



Mary Gal
Print Name: MARY GAL
Notary Public
Serial Number (if any): GG 102626

My Commission Expires: JUNE 19, 2021

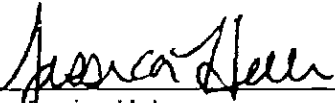
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ACKNOWLEDGEMENT

C T Corporation System is hereby familiar with and accepts the duties and responsibilities as registered agent for MID-FLORIDA LOGISTICS PARK OWNERS' ASSOCIATION, INC., a Florida non-profit corporation.

C T CORPORATION SYSTEM

By: 
Name: Jessica Hale
Title: Assistant Secretary

DATED: this 28th day of July, 2020

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