

6/14/2019

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**ARTICLES OF INCORPORATION
OF
SPRING ISLE D EAST PROPERTY OWNERS ASSOCIATION, INC.**

In compliance with the requirements of Florida law, the undersigned Incorporator has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is SPRING ISLE D EAST PROPERTY OWNERS ASSOCIATION, INC.

**ARTICLE II
DEFINITIONS**

Unless otherwise provided in these Articles of Incorporation, all terms used in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the Declaration of Easements, Covenants and Restrictions recorded November 16, 2018 under Instrument No. 20180672039, Public Records of Orange County, Florida, as it may be amended and/or supplemented from time to time (hereinafter called the "**Declaration**").

Reference in the Declaration to "Association" shall mean Spring Isle D East Property Owners Association, Inc. (hereinafter called the "**Association**").

**ARTICLE III
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal place of business and the mailing address of the Association is located at 1805 US Highway 82 West, Tifton, Georgia 31793.

**ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Association shall be located at 428 Main Street, Windermere, Florida 34786, and the initial registered agent of the Association shall be the Frank H. Cawthon, Jr. The Association may change its registered agent or the location of its registered office, or both, from time to time, without having to amend these Articles of Incorporation.

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ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

Section 1. Purpose. The purposes for which the Association is organized are as follows:

(a) To operate as a corporation not for profit pursuant to Chapter 617 and any other applicable provisions of the Florida Statutes, as they may be amended and/or renumbered from time to time. The Association does not contemplate pecuniary gain or profit. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, Directors or officers.

(b) To administer, enforce and carry out the terms, conditions, restrictions and provisions of the Declaration as it may be amended and/or supplemented from time to time.

(c) To administer, enforce and carry out the terms and provisions of any other declaration of covenants, conditions and restrictions or similar document, submitting property to the jurisdiction of or assigning responsibilities, rights or duties to the Association.

Section 2. Powers. The Association shall have the following powers:

(a) All of the common law and statutory powers of a not-for-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 of Incorporation, the By-Laws or the Declaration.

(b) To enter into, make, establish, amend and enforce rules, regulations, By-Laws, covenants, restrictions 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 Shared Facilities, actions for damages, equitable actions, injunctive relief, administrative actions, or any combination of those.

(c) To fix, levy and collect assessments provided for by the Declaration for the Shared Facilities from Owners 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, including, but not limited to, the costs of maintenance and operation of all of the Shared Facilities as more specifically set forth in Articles 2 through 9, inclusive, of the Declaration.

(d) To fix, levy and collect assessments against all Owners to the extent that the assessments are insufficient to fund the services which the Association is authorized or required to provide or against particular Owners and Parcels for expenses incurred against particular Parcels, and/or Owners to the exclusion of others and other charges against specific Parcels or Owners as contemplated in the Declaration.

(e) To make, adopt, establish, amend and enforce rules and regulations regarding the use, appearance and/or condition of any portion of the Parcels bound by the terms, covenants, conditions and restrictions of the Declaration.

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(f) To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real property and personal property to the extent authorized under the Declaration.

(g) 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 By-Laws.

(h) To purchase insurance for the protection of the Association, its officers, Directors, Members and such other parties as the Association may determine to be in the best interests of the Association. To require Members to purchase insurance for the protection of their Parcels and any structures, landscaping, and/or improvements thereon.

(i) To operate, maintain, manage, repair, control, regulate, replace and/or improve the Shared Facilities.

(j) To enter into contracts and agreements between third parties and the Association to implement the obligations and duties under the Declaration.

(k) To employ any personnel necessary to perform the obligations, services and/or duties required of or to be performed by the Association under the Declaration 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.

(l) To establish, maintain, operate and use reserve funds for capital improvements, repairs and replacements as contemplated under the Declaration. 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 as contemplated under the Declaration.

(m) To enter into a management contract with a third party for the maintenance and repair of any Shared Facilities 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.

(n) 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.

(o) 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 By-Laws, these Articles of Incorporation and/or Florida law.

(p) To adopt, change, repeal and/or amend the By-Laws.

(q) To adopt, change, repeal and/or amend By-Laws that would be effective only in an emergency, as defined in Article XIII of these Articles of Incorporation.

ARTICLE VI MEMBERSHIP

Section 1. Membership in the Association shall be in accordance with the terms and conditions set forth in Article 12 of the Declaration.

ARTICLE VII BOARD OF DIRECTORS

The affairs of the Association shall be managed and administered by a Board of Directors consisting of three (3) members, as may be determined from time to time by the Association's membership. The initial Board of Directors shall consist of three (3) members. All of the duties, power and authority of the Association existing under Florida law, the Declaration, these Articles and/or the Bylaws shall be exercised exclusively by the Board of Directors, subject to approval by the Members only when specifically required. The names and addresses of persons who are to act in the capacity of Director until appointment or election of their successors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|---|
| Chad Tullos | 1805 US Highway 82 West Tifton, Georgia 31793 |
| Stephanie Ruffin | 3050 Peachtree Road NW, Suite 540 Atlanta, Georgia 30305 |
| Frank H. Cawthon, Jr. | 428 Main Street Windermere, Florida 34786 |

The Members shall elect Directors by written ballot at a Special Meeting of the Association's Members. A Member must be current in the payment of all Association Assessments to be eligible to run for and hold the position of Director. Directors must be natural persons who are eighteen (18) years of age or older.

Any vacancies on the Board shall be filled as set forth in the Bylaws of the Association.

ARTICLE VIII OFFICERS

The officers of the Association may include a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The officers shall be elected by the Board of Directors and the officers shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

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| <u>OFFICE</u> | <u>NAME</u> | <u>ADDRESS</u> |
|--|-----------------------|---|
| President | Chad Tullos | 1805 US Highway 82 West Tifton, Georgia 31793 |
| Vice President | Frank H. Cawthon, Jr. | 438 Main Street Windermere, Florida 34786 |
| Vice President/ Secretary/ Treasure | Stephanie Ruffin | 3050 Peachtree Rd NW, Suite 540 Atlanta, Georgia 30305 |

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall defend, indemnify and hold harmless any person of the Association who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, officer, Committee member, employee or agent of the Association:

(a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if that person acted in good faith, and, with respect to any criminal action or proceedings, he or she had no reasonable cause to believe his or her conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him or her in connection with the defense or settlement of an action or suit by or in the right of the Association, if he or she acted in good faith.

Section 2. 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, of itself, create a presumption that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

Section 4. Any indemnification under Article IX, Section 1 of these Articles of Incorporation (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director or officer, Committee member, employee or agent is proper in the circumstances because he or she has met the

applicable standard of conduct set forth in Article IX, Section 1 of these Articles of Incorporation. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority vote of Members of the Association.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the Director or officer to repay such amounts if it shall later develop that he or she is not entitled to be indemnified by the Association.

Section 6. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which the Association's Directors, officers, Committee members, employees or agents may be entitled under the Association's Bylaws, agreement, vote of Members or disinterested Directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a Director, officer, Committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Notwithstanding the foregoing provisions, indemnification provided under this Article IX shall not include indemnification for any action of a Director, officer, Committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article IX is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section 8. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of his or her capacities as described in Article IX, Section 1 of these Articles of Incorporation, whether or not the Association would have the power to indemnify him or her under this Article IX.

Section 9. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

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**ARTICLE X
EXISTENCE AND DURATION**

Section 1. The existence of the Association shall commence with the filing of these Articles of Incorporation with the appropriate agency of the State of Florida. The Association shall exist in perpetuity.

**ARTICLE XI
AMENDMENTS**

Amendments to these Articles of Incorporation shall be proposed and adopted as follows:

A. The Board of Directors, by majority vote, must adopt a resolution setting forth the proposed amendment(s).

Written notice of the content of the proposed amendment(s) must be given to all Members of the Association at least fourteen (14) days prior to the date of the meeting when the vote on the proposed amendment(s) will take place. In addition to the content of the proposed amendment(s), the Association shall provide the date, time and location for the meeting where the vote will take place. For purposes of this Article XI(A), the notice will be considered to have been properly sent to the Association's membership when personally delivered or mailed, postage prepaid, by the Association, its employees, agents, officers or Directors, to the address of the person who appears as a Member or Owner on the records of the Association at the time of such delivery or mailing.

B. Any proposed amendment to these Articles of Incorporation must be submitted to a vote by the Members for approval. All Members, who appear either in person or by proxy at any duly called meeting of the Association's membership where a quorum is attained, must vote in favor of adopting any amendment to these Articles of Incorporation. A vote by the Members regarding a proposed amendment to these Articles of Incorporation may take place at any duly called meeting of the Association's membership where a quorum is attained, which may either be the Annual Meeting or a Special Meeting.

C. If an amendment is adopted by the Members pursuant to Article XI(B) of these Articles, a copy of the amendment(s) must be filed with the State of Florida Secretary of State or other appropriate agency of the State of Florida, and a copy that has been certified by the Secretary of State or other appropriate agency of the State of Florida shall be recorded in the Public Records of Orange County, Florida. Any amendment to these Articles of Incorporation shall be effective on the date it has been accepted and filed by the Secretary of State or other appropriate agency of the State of Florida.

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ARTICLE XII BYLAWS

The Bylaws of the Association shall be initially adopted by a majority vote of the Association's Board of Directors and may subsequently be altered, amended, repealed and/or rescinded in the manner provided in the Bylaws.

ARTICLE XIII EMERGENCY BYLAWS

The Association's Board of Directors, by majority vote, may adopt Bylaws that would be effective only in an emergency. For purposes of these Articles of Incorporation, "emergency" shall be defined as a catastrophic event that would prevent a quorum of the Association's Board of Directors from readily assembling, which would include, but is not limited to, the following: a hurricane; a declared state of emergency by the appropriate governmental agencies; and an evacuation of the area where the Property is located ordered by the appropriate governmental agencies.

Any emergency Bylaws adopted by the Association's Board of Directors shall cease to be effective once the reason for the emergency ends. All provisions of the regular Bylaws that do not conflict with the emergency Bylaws remain effective during the emergency.

ARTICLE XIV CONFLICT BETWEEN DOCUMENTS

In the event of any conflict or inconsistency between these Articles of Incorporation and the Declaration, the terms, conditions and provisions of the Declaration shall control and prevail. In the event of any conflict or inconsistency between these Articles of Incorporation and the Bylaws, the terms, conditions and provisions of these Articles of Incorporation shall control and prevail.

ARTICLE XV MERGER

Section 1. The Association may be merged with any other Florida not for profit or for profit corporation, as long as the surviving corporation is a Florida not for profit corporation and has as one of its purposes to administer, enforce and carry out the terms, conditions, restrictions and provisions of the Declaration as it may be amended and/or supplemented from time to time, any subsequent Declaration, any restrictive covenants that run with the land and/or any equitable servitudes that may apply to the Property.

Section 2. In order for a merger to occur, the Association must adopt a plan of merger that contains at a minimum the following: the names of the corporations proposing to merge and the name of the surviving corporation which will be left following the merger; the terms and conditions of the proposed merger; a statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger; and a prohibition on any

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abandonment of the proposed merger after the merger has been approved by the Association's members pursuant to Article XV, Section 3(c) of these Articles of Incorporation, unless such abandonment is first approved by the Association's members.

Section 3. In order to approve a plan of merger:

(a) The Board of Directors, by a majority vote, must first adopt a resolution approving the proposed plan of merger and then submit that plan of merger to a vote of the Association's membership by written notice.

(b) The written notice of the content of the proposed amendment must be given to all Members of the Association at least fourteen (14) days prior to the date of the meeting when the vote on the proposed amendment will take place. In addition to the content of the proposed amendment, the Association shall provide the date, time and location for the meeting where the vote will take place. For purposes of Article XV, Section 3(b) of these Articles of Incorporation, the notice will be considered to have been properly sent to the Association's membership when personally delivered or mailed, postage prepaid, by the Association, its employees, agents, officers or Directors, to the address of the person who appears as a Member or Owner on the official records of the Association at the time of such delivery or mailing.

(c) The proposed plan of merger must then be approved by at least a majority of the Association's Members, voting either in person or by proxy, at a duly called meeting of the Association's Members at which a quorum is attained. This meeting of the Association's Members may be either the Annual Meeting or a Special Meeting.

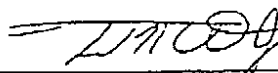
**ARTICLE XVI
INCORPORATOR**

The name and street address of the Incorporator to these Articles of Incorporation are as follows: Frank H. Cawthon, Jr., 428 Main Street, Windermere, Florida 34786.

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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 30th day of MAY, 2019.



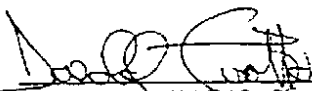
Frank H. Cawthon, Jr.

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 30 day of MAY, 2019, by Frank H. Cawthon, Jr., who ☒ is personally known to me OR ☐ has produced _____ as identification.

NOTARY STAMP:



NOTARY PUBLIC, State of Florida
Print Name: DONALD CUROTTO
Commission No. _____
My Commission Expires: _____



DONALD CUROTTO
Commission # GG 157705
Expires November 12, 2021
Bonded thru Budget Notary Services

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CERTIFICATE DESIGNATING REGISTERED AGENT

FOR SERVICE OF PROCESS

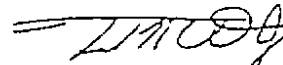
Pursuant to Chapters 48 and 617 of the Florida Statutes, the following is submitted in compliance with said Acts:

SPRING ISLE D EAST PROPERTY OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 428 Main Street, Windermere, Florida 34786, has named Frank H. Cawthon, Jr., 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:



Frank H. Cawthon, Jr.

Dated: 5/30/19, 2019

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