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SUNTRUST PLAZA OWNERS' ASSOCIATION, INC.

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FEB 10, 2021

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SUNTRUST PLAZA OWNERS' ASSOCIATION, INC.**

The Articles of Incorporation of SUNTRUST PLAZA OWNERS' ASSOCIATION, INC., a Florida corporation not for profit (the "Association") were filed with the Florida Department of State on December 6, 2019 under Document Number N19000012346 (the "Articles").

WHEREAS, it is the intention of the Association that the Articles of Incorporation of the Corporation be amended and restated in their entirety, effective immediately upon filing with the Florida Department of State, in accordance with the proposed amendment and restatement hereinafter set forth; and

WHEREAS, the proposed amendment and restatement of the Articles of Incorporation of the Association as hereinafter set forth was approved pursuant to the provisions of Section 617.1002 Florida Statutes, and the provisions of the Bylaws of the Association, by a vote of the sole member and the directors of the Association on February 3, 2020.

BE IT RESOLVED, that the Articles of Incorporation of the Association are hereby amended and restated in their entirety and supersede the Articles and all amendments to them, effective immediately upon filing with the Florida Department of State, as follows:

**ARTICLE 1**  
**NAME**

The name of the corporation is **SUNTRUST PLAZA OWNERS' ASSOCIATION, INC.** (the "Association").

**ARTICLE 2**  
**PRINCIPAL OFFICE**

The principal office and mailing address of the Association shall be at 111 North Magnolia Avenue, Suite 1500, Orlando, Florida 32801 or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be designated by the Board of Directors.

**ARTICLE 3**  
**DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms and words utilized herein shall be as defined in that certain Declaration of Covenants, Restrictions and Easements for SunTrust

Plaza (said declaration as may be amended from time to time is hereinafter referred to as the "Declaration"), recorded or to be recorded in the Public Records of Orange County, Florida.

#### **ARTICLE 4**

#### **PURPOSE AND POWERS OF THE ASSOCIATION**

4.1 This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and operation of the Common Areas, as more particularly described in the Declaration and to promote the health, safety and welfare of the Permitted Users of the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association.

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Governing Documents. The Association shall have all of the powers and duties permitted by law, except as expressly prohibited, restricted or limited by the Governing Documents, and all of the powers and duties reasonably necessary to operate the Association.

4.2 Without limiting the generality of Section 8.5 of the Declaration, the Association shall provide for the operation and Maintenance of the Drainage System on the Property in order to provide drainage, water storage, conveyance, or other stormwater management capabilities for the Property in a manner consistent with all Applicable Law. In the event of termination, dissolution or final liquidation of the Association, the responsibility for Maintenance of the Drainage System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., if applicable, and be approved in writing, if required, by the Florida Department of Environmental Protection or its designee prior to such termination, dissolution or liquidation. The Florida Department of Environmental Protection or other applicable governing agency shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in the Declaration which relate to the Maintenance of the Drainage System.

4.3 All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Governing Documents.

#### **ARTICLE 5**

#### **MEMBERSHIP**

All Owners of record shall be Members of the Association. The foregoing is not intended to include (a) any Owner of a Unit within a Parcel or any Tenant of any Parcel, or (b) persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to assessment by the Association.

#### **ARTICLE 6**

#### **VOTING RIGHTS**

The voting rights of each Owner are set forth in the Declaration. All votes shall be exercised or cast in the manner provided by the By-Laws. Any person or entity owning more

than one Parcel shall be entitled to cast the aggregate number of votes attributable to all Parcels owned.

## **ARTICLE 7**

### **BOARD OF DIRECTORS**

7.1 Number, Term and Qualification. The property, business and affairs of the Association shall be managed by a Board of Directors. The number, term and qualifications of each director shall be in accordance with the By-Laws. Each Parcel shall be entitled to appoint or elect a Director.

7.2 Duties and Powers. All of the duties and powers of the Association existing under the Governing Documents shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by the Members when such approval is specifically required.

7.3 Election; Removal. Directors of the Association shall be elected or appointed for the term and subject to the qualifications set forth in the By-Laws. Vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

7.4 Standards. A Director shall discharge his duties as a director: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the manners presented, legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence, or a Committee if the Director reasonably believes the Committee merits confidence. A Director is not liable for any action taken as a Director, or any failure to take action, if he performed the duties of his office in compliance with the foregoing standards.

## **ARTICLE 8**

### **OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association 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 By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers.

## **ARTICLE 9**

### **DISSOLUTION**

The Association may be dissolved upon the vote of all the Voting Members, and shall be dissolved following termination of the Declaration or termination of the common interest

ownership of the Common Areas (in each case, as and in accordance with the provisions of the Declaration). Upon dissolution of the Association, other than incident to a merger or consolidation of the Association or termination of the common interest ownership of the Common Areas, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not for profit corporation, association, trust or other organization devoted to such similar purposes.

**ARTICLE 10**  
**DURATION**

The Association shall exist perpetually.

**ARTICLE 11**  
**INCORPORATOR**

The incorporator is Jennifer Slone Tobin, Esq., whose address is 300 S. Orange Ave., Suite 1600, Orlando, Florida 32801.

**ARTICLE 12**  
**AMENDMENTS**

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

12.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

12.2 Adoption. These Articles may be amended by the affirmative vote of all Voting Members.

12.3 Limitation. No amendment to these Articles shall be permitted which materially and adversely changes the rights, privileges and obligations of any Owner without the prior written consent of such Owner.

12.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Orange County, Florida with a specific reference to the book and page of the Public Records where the Master Declaration was recorded which contained, as an exhibit, the initial recording of these Articles.

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ORANGE COUNTY, FLORIDA

**ARTICLE 13**  
**BYLAWS**

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Master Declaration.

**ARTICLE 14**  
**INDEMNIFICATION**

14.1 Indemnitees. The Association shall indemnify any person who was or is a party to any proceeding (other than an action by the Association) by reason of the fact that he is or was a Director, officer, committee member, employee or agent (each, an "Indemnitee") of the Association against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or 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 and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Association.

14.2 Indemnification. The Association shall indemnify any person who was or is a party to any proceeding by the Association to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, committee member, employee, or agent of the Association against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made under this Section in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

14.3 Indemnification for Expenses. To the extent that a Director, officer, committee member, employee, or agent of the Association has been successful on the merits or otherwise in defense of any proceeding referred to in Section 14.1 or 14.2, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

14.4 Determination of Applicability. Any indemnification under Section 14.1 or Section 14.2, unless pursuant to a determination by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, committee member, employee, or agent is proper under the circumstances because he has

met the applicable standard of conduct set forth in Section 14.1 or Section 14.2. 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 proceeding;

(b) If such a quorum is not obtainable, by majority vote of a Committee duly designated by the Board of Directors (in which Directors who are parties may vote on the members of the Committee) consisting solely of two or more Directors who are not at the time parties to the proceeding;

(c) By independent legal counsel selected:

1. by the Board of Directors prescribed in paragraph (a) or the Committee prescribed in paragraph (b); or
2. if a quorum of the Directors cannot be obtained for paragraph (a) and the Committee cannot be designated under paragraph (b), then by a majority of the voting interests of the Voting Members of the Association who were not parties to such proceeding.

14.5 Advancing Expenses. Expenses incurred by a Director or officer in defending a civil or criminal proceeding may be paid by the Association in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Association pursuant to this section. Expenses incurred by committee members, employees or agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

14.6 Exclusivity; Exclusions. The indemnification and advancement of expenses provided pursuant to this Article 14 are not exclusive, and the Association may make any other or further indemnification or advancement of expenses of any of its Directors, officers, committee members, employees, or agents, under any bylaw, agreement, vote of Members or disinterested Directors, or otherwise. However, indemnification or advancement of expenses shall not be made to or on behalf of any Director, officer, committee member, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) A violation of the criminal law, unless the Director, officer, committee member, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(b) A transaction from which the Director, officer, committee member, employee, or agent derived an improper personal benefit; or

(c) Willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the Association to procure a judgment in its favor or in a proceeding by or in the right of the members of the Association.

14.7 Continuing Effect. Indemnification and advancement of expenses as provided in this Article 14 shall continue to a person who has ceased to be a Director, officer, committee member, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

14.8 Application to Court. Notwithstanding the failure of the Association to provide indemnification in any specific case, a Director, officer, committee member, employee, or agent of the Association who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court ordered indemnification or advancement of expenses, if it determines that:

(a) The Director, officer, committee member, employee, or agent is entitled to mandatory indemnification under Section 14.3, in which case the court shall also order the Association to pay the Director reasonable expenses incurred in obtaining court ordered indemnification or advancement of expenses;

(b) The Director, officer, employee, committee member, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the Association of its power pursuant to Section 14.6; or

(c) The Director, officer, committee member, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in Section 14.1, Section 14.2, or Section 14.6.

14.9 Definitions. For purposes of this Article 14, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer.

14.10 Amendment. Anything to the contrary herein notwithstanding, no amendment to the provision of this Article 14 shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

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**ARTICLE 15**  
**INITIAL REGISTERED AGENT**

Corporation Company of Orlando, whose address is 300 South Orange Avenue, Lincoln Plaza, Suite 1600 (J3S), Orlando, Florida 32801 is hereby appointed as the initial registered agent of this Association.

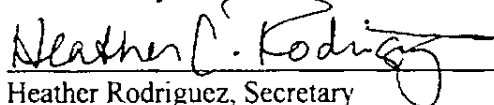
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 7 day of February, 2020.

SUNTRUST PLAZA OWNERS'  
ASSOCIATION, INC.

By: 

Edward J. Price, President

Attested to by:



Heather Rodriguez, Secretary

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TALLAHASSEE, FLORIDA

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**REGISTERED AGENT CERTIFICATE**

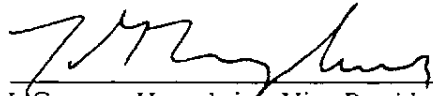
In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That SUNTRUST PLAZA OWNERS' ASSOCIATION, INC. desiring to organize under the laws of the State of Florida has named CORPORATION COMPANY OF ORLANDO, whose address is 300 South Orange Avenue, Lincoln Plaza, Suite 1600 (J3S), Orlando, Florida 32801, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states he is familiar with §617.0501, Florida Statutes.

CORPORATION COMPANY OF ORLANDO

By:   
J. Gregory Humphries, Vice President

Dated: February 4, 2020

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