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FLORIDA PROFIT/NON PROFIT CORPORATION

CVI Professional Park Owners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
CVI PROFESSIONAL PARK OWNERS ASSOCIATION, INC.
(a Florida not-for-profit corporation)**

In compliance with the requirements of Chapters 617 and 718, Florida Statutes, the undersigned, acting as incorporator of this corporation, hereby forms a corporation not for pecuniary profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

**ARTICLE I.
NAME AND DEFINITIONS**

The name of this corporation shall be CVI Professional Park Owners Association, Inc. (the "Association"). Unless the context shall otherwise require, words used in these Articles of Incorporation (the "Articles") (including capitalized terms) shall have the same meanings as set forth in (i) Chapter 718, Florida Statutes (the "Condominium Act") or (ii) the Declaration of Condominium for CVI Professional Park, a Condominium, recorded or to be recorded in the current public records of Marion County, Florida, as supplemented, restated, renewed, extended or amended, from time to time (the "Declaration"), and to which these Articles have been annexed.

**ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The location of the Association's principal office and its mailing address shall be 2111 SW 20th Place, Ocala, Florida 34471, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

**ARTICLE III.
PURPOSES**

The Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof (hereinafter referred to individually as a "Member" and collectively as "Members"), and the specific purposes for which it is formed are to (i) provide for the maintenance, preservation and architectural control of the Units and the Common Area within the Property (as those terms are defined in the Declaration) and such additional property as may be submitted to the Declaration and brought within the jurisdiction of the Association pursuant to the Declaration, and (ii) promote the health, safety and welfare of the Owners and residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The general nature, objects and purposes of the Association include, without limitation, the following:

3.01 To promote matters of common interest and concern of the Owners of property within the real property subject to the terms and provision of the Declaration.

3.02 To own, manage, operate, maintain, improve, repair and replace the Common Area, including without limitation the roads, structures, landscaping and other improvements

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located thereon, for which the obligation to maintain and repair has been delegated to and accepted by the Association.

3.03 To operate, maintain and manage the Storm System in a manner consistent with any Southwest Florida Water Management District ("SWFWMD") Permits, as such permits may be amended from time to time, and applicable SWFWMD rules, and to assist in the enforcement of the restrictions and covenants contained therein and in the applicable permits issued or to be issued by the Army Corps of Engineers, as the same may be amended from time to time.

3.04 To cooperate with other associations responsible for administration of adjacent or contiguous properties in matters of common interest to the Association and such other associations and to contribute to such common maintenance interests whether within or without the Property.

3.05 To provide, purchase, acquire, replace, improve, maintain, operate and repair such buildings, structures, landscaping, equipment, and to provide such other services for the benefit of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

3.06 To operate without profit for the sole and exclusive benefit of its Members.

3.07 To perform all of the functions contemplated for the Association and undertaken by the Board of Directors pursuant to the terms and conditions of the Declaration.

ARTICLE IV. GENERAL POWERS

The Association shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors:

4.01 Any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

4.02 The powers necessary or desirable to perform all obligations and duties of the Association and to exercise all rights and powers of the Association as set forth in the Declaration or as set forth in the Bylaws of the Association (the "Bylaws"), and as the same may be amended from time to time as therein provided, including, without limitation, the following:

- (a) The rights granted by Chapter 718 Florida Statutes (the "Act");
- (b) To fix, levy, collect and enforce the payment of, by any lawful means, all charges of assessments pursuant to the terms of the Declaration;
- (c) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against property of the Association;

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(d) To acquire (by gift, purchase or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property subjected to the Declaration or any other property for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services;

(e) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility as set forth in the Declaration;

(f) To enter into, make, perform or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(g) To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(h) To engage in activities which will actively foster, promote, and advance the interests of owners of real property subject to the Declaration; and

(i) To adopt the Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may be inconsistent with or contrary to any provisions of these Articles or the Declaration.

4.03 To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles.

4.04 To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate all of the purposes for which the Association is organized.

4.05 To delegate power or powers where such is deemed in the interest of the Association.

4.06 To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association (including without limitation contracts for services to provide for operation and routine custodial maintenance of the Storm System); to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration and these Articles and not forbidden by the laws of the State of Florida.

4.07 To fix assessments to be levied against all or any portion of the Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors to enter into agreements with other property owners' associations or maintenance entities for the collection of such assessments. The foregoing shall include the power to levy and collect adequate assessments against the Members for the costs of maintenance and operation of the Storm System. Such assessments shall be used for the maintenance and repair of the Storm

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System, including but not limited to, work within retention areas, drainage structures and drainage easements.

4.08 To charge recipients for services rendered by the Association and the users of the Association property where such is deemed appropriate by the Board of Directors of the Association and permitted by the Declaration.

4.09 To pay taxes and other charges, if any, on or against property owned, accepted, or maintained by the Association.

4.10 To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed, or in payment for property acquired, or for any of the other purposes of the Association, and to secure the payment of such obligations by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

4.11 To merge with any other association which may perform similar functions located within the same general vicinity of the Property.

4.12 In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

4.13 The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and future rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or interference from the items of any other paragraph or provisions of this Article.

ARTICLE V. MEMBERSHIP

5.01 The Owner of a Unit as defined in the Declaration shall be a Member of the Association.

5.02 All Members agree to be bound by the terms and provisions of these Articles and the Bylaws, as each may be amended from time to time. Membership, transfer of Membership, classes of Members and voting by Members shall be as set forth in the Declaration.

5.03 Change of Membership in the Association shall be established by recording in the public records of Marion County, Florida, a deed or other instrument establishing a record title to a "Unit" as defined in the Declaration, and the delivery to the Association of a certified copy of such instrument. The Owner designated by such instrument thus becomes a Member of the Association, and the Membership of the prior Owner is terminated with respect to that Unit.

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5.04 The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the ownership of a Unit.

ARTICLE VI. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors (referred to as a "Board of Administration" in the Condominium Act) consisting of no less than three (3) Directors, who need not be Members of the Association. The method of election of the board of directors is stated within the Bylaws. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are elected or appointed pursuant to the Bylaws are as follows:

<u>Name</u>	<u>Address</u>
Siva Gummadi, M.D.	2111 SW 20 th Place Ocala, FL 34471
Premranjan Singh, M.D.	2111 SW 20 th Place Ocala, FL 34471
Randy Wardlow	2111 SW 20 th Place Ocala, FL 34471

ARTICLE VII. DURATION

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law.

ARTICLE VIII. BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended, or repealed by resolution of the Board of Directors.

ARTICLE IX. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed upon the affirmative vote of Members holding a majority of the total votes represented in person or by proxy at a meeting of the Members at which a quorum is present.

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**ARTICLE X.
REGISTERED AGENT**

The name and address of the Registered Agent of the Association is as follows:

Milam Howard Nicandri Gillam & Renner, P.A.
Attn: Robert G. Shaffer, II
14 East Bay Street
Jacksonville, Florida 32202

**ARTICLE XI.
INCORPORATOR**

The name and address of the Incorporator of the Association is as follows:

Randy Wardlow
2111 SW 20th Place
Ocala, FL 34471

**ARTICLE XII.
DISSOLUTION OF THE ASSOCIATION**

12.01 Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

(a) Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

(b) Remaining assets shall be distributed among the Members, subject to the limitation set forth below, each Member's share of the assets to be determined by multiplying such remaining assets by a fraction the numerator of which is all amounts assessed by the Association since its organization against the portion of Property which is owned by the Member at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of the Property. The year of dissolution shall count as a whole year for purposes of the preceding fractions.

12.02 The Association may be dissolved upon a resolution to that effect being approved by a majority of the Board of Directors and by two-thirds (2/3) of the Members. In the event of incorporation by annexation or otherwise, of all or part of the Property by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.

12.03 In no event shall the Association be dissolved or merged, and any attempt to do so shall be ineffective, unless and until maintenance responsibility for the Storm System and

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discharge facilities located within the Property is assumed by an entity which is approved by the Southwest Florida Water Management District, Florida Department of Environmental Regulation, or other governmental authority having jurisdiction, pursuant to the requirements of Rule 62-330.310, Florida Administrative Code, Applicant's Handbook Volume I, Section 12.3 or other administrative regulation of similar import. Further, such dissolution or merger shall require the prior approval of the Army Corps of Engineers, if applicable.

**ARTICLE XIII.
MERGERS AND CONSOLIDATIONS**

Subject to the provisions of the Declaration applicable to the Property and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes, as the same may be amended from time to time. For purposes of any vote of the Members required pursuant to said statutes, for so long as the Developer shall own any portion of the Property, any such merger or consolidation shall require the Developer's prior approval.

SIGNATURES APPEAR ON FOLLOWING PAGE

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IN WITNESS WHEREOF, the Incorporator has hereto set his hand and seal this 12th day of February, 2020

WITNESSES:

INCORPORATOR:

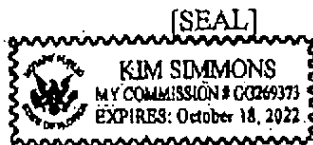
[Signature]
Name: Kim Simmons

By: [Signature]
Randy Wardlow

[Signature]
Name: Emilie Boneriani

STATE OF FLORIDA
COUNTY OF Marion

The foregoing instrument was acknowledged before me on February 12, 2020 by Randy Wardlow, the Incorporator of CVI Professional Park Owners Association, Inc., a Florida not for profit corporation, on behalf of the corporation, who ☒ physically appeared in person or ☐ who appeared before me by using audio-visual technology, and who is ☒ personally known to me or ☐ who produced _____ as identification.



[Signature]
Print Name: Kim Simmons
Notary Public, State of Florida
Commission No.: CG 269373
My Commission Expires: 10/18/22

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

CVI Professional Park Owners Association, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at 2111 SW 20th Place, Ocala, Florida 34471, appoints Milam Howard Nicandri Gillam & Renner, P.A., 14 East Bay Street, Jacksonville, Florida 32202, as its agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned individual hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 12th day of February, 2020.

Milam Howard Nicandri Gillam & Renner, P.A.



Robert G. Shaffer, II,
Secretary