

N CULLIGAN
JUN 17 2020

APITAL CONNECTION, INC.

E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
1 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

WEST PARCEL PROPERTY

ERS ASSOCIATION, INC.

- 27770

HORVATH

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: BAN

JUN 17 AM

Name _____

Date

Time

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 18, 2020

CAPITAL CONNECTION, INC.

SUBJECT: OEP WEST PARCEL PROPERTY OWNER'S ASSOCIATION, INC.
Ref. Number: W20000061917

We have received your document for OEP WEST PARCEL PROPERTY OWNER'S ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan
Regulatory Specialist II

Letter Number: 920A00012059

2020 JUN 18 PM 1:37

FILED

2020 JUN 19 AM 11:53

SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
OEP WEST PARCEL PROPERTY OWNER'S ASSOCIATION, INC.**

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of Florida these Articles of Incorporation for the purposes of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I – NAME AND ADDRESS

The name of this corporation is OEP WEST PARCEL PROPERTY OWNER'S ASSOCIATION, INC. (the "Association"). The principal office and mailing address of the Association shall be c/o Ripley Entertainment, Inc., 7576 Kingspointe Pkwy #188, Orlando, FL 32819.

These Articles of Incorporation are hereinafter referred to as the "Articles", and the bylaws of the Association are hereinafter referred to as the "Bylaws."

ARTICLE II - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof. This Association is formed pursuant to the provisions of the Reciprocal Easement and Cost Sharing Agreement and Declaration of Easement recorded 02/03/2016, as Document #20160057267 of the Public Records of Orange County, Florida, as supplemented by Supplement to Reciprocal Easement and Cost Sharing Agreement and Declaration of Easement as to OEP's Section 8 Signage Rights recorded 05/04/2016, as Document #20160224421 of the Public Records of Orange County, Florida, Supplement to Reciprocal Easement and Cost Sharing Agreement and Declaration of Easement to Include Additional Property and Grant Additional Drainage Rights recorded 12/21/2016, as Document #20160662870 of the Public Records of Orange County, Florida, and Supplement to Reciprocal Easement and Cost Sharing Agreement and Declaration of Easement as to Extended Access Road recorded 01/22/2018 as Document #20180042013 of the Public Records of Orange County, Florida (collectively the "Easement Agreement"). The real property defined in the Easement Agreement as "OEP's Property" and "Buyer's Property" and the "Lake 3 Property," together with any real property conveyed to the Association is referred as the "OEP West Parcel". This Association is formed generally to perform any legal act or to perform any legal duty or obligation as may legally be permitted by the Florida Not For Profit Corporation Act, *Florida Statutes*, chapter 617.

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, for shall the Association engage in any other activity prohibited by such section, nor shall the Association engage in any other acting or perform any act in violation of any provision governing such tax exempt organizations as determined by the federal revenue laws. The Association's amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate of any assessment paid or the amount of the rebate.

ARTICLE III – MEMBERSHIP

Every person or legal entity who holds legal title of record to a present fee simple interest in any Lot (as such term is defined in the Easement Agreement) in OEP West Parcel, and every person or legal entity who holds legal title of record to a fee simple interest in any Lot being a part of any additional property in OEP West Parcel provided that such property has come under the jurisdiction of the Association by the recordation of the Easement Agreement or an appropriate supplement thereto among the Public Records of Orange County, Florida, shall be a member for each such Lot owned by such person or legal

entity. Membership shall be appurtenant to and may not to be separated from ownership of any Lot that is subject to the provisions of the Easement Agreement.

ARTICLE IV – CORPORATE EXISTENCE AND DISSOLUTION

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Association shall exist perpetually. Notwithstanding anything in the foregoing to the contrary, the Association may be terminated in accordance with the Easement Agreement and the Bylaws, provided that upon such termination proper written consent must be duly recorded in the Public Records of Orange County, Florida, subject, however to any required prior governmental approval. In the event of dissolution, the assets owned by the Association, including without limitation, the control and right of access to all surface water management system facilities, shall be conveyed or dedicated to an appropriate agency of local government, and if such agency refuses to accept such assets, then such assets shall be dedicated to a non-profit corporation similar to the Association.

ARTICLE V – VOTING RIGHTS

The Association shall have two (2) classes of voting membership. The voting rights of each class of membership shall be set forth, and governed by the Bylaws of the Association.

ARTICLE VI – BOARD OF DIRECTORS

The business affairs of this Association shall be managed by a Board of Directors. The method of election or appointment of the Board of Directors shall be set forth, and be governed by the Bylaws.

ARTICLE VII – INITIAL DIRECTORS

The names of the initial Directors of the Association and their street addresses are:

<u>Name</u>	<u>Address</u>
Kyle McNulty	7576 Kingspointe Pkwy #188 Orlando, Florida 32819
Stan Manousos	1255 Roswell Road Marietta, Georgia 30062
Jake Flourmoy	233 12 th Street, Suite 900 Columbus, Georgia 31901

ARTICLE VIII – OFFICERS

The Officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need to be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected or appointed at such time and such terms as set forth in the Bylaws.

The names of the Officers who are to manage the affairs of the Association until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Kyle McNulty	President	7576 Kingspointe Pkwy #188 Orlando, Florida 32819
Stan Manousos	Vice President	1255 Roswell Road Marietta, Georgia 30062
Jake Flournoy	Secretary/Treasurer	233 12 th Street, Suite 900 Columbus, Georgia 31901

ARTICLE IX – INCORPORATOR

The name and address of the Incorporator is as follows: Robert F. Greene, Esq., Greene Hamrick Quinlan & Schermer, P.A., 601 12th Street West, Bradenton, Florida 34205.

ARTICLE X – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Association is 601 12th Street West, Bradenton, Florida 34205. The name of the initial Registered Agent of the Corporation is Robert F. Greene.

ARTICLE XI – AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

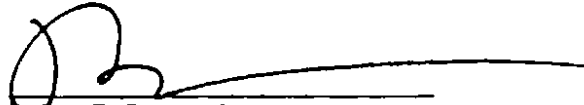
ARTICLE XII – INDEMNIFICATION OF OFFICERS

All Officers and Directors shall be indemnified by the Association and against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any Officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all Officers and Directors for any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE XIII – INTERPRETATION

Express reference is hereby made to the terms and provisions of the Easement Agreement where necessary to interpret, continue, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions of these Articles shall be consistent with the provisions of the Easement Agreement, and these Articles shall be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

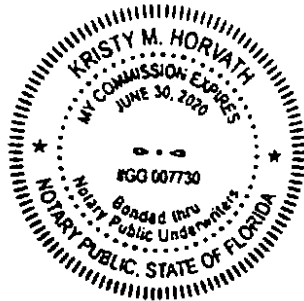
IN WITNESS WHEREOF, for the purposes of forming a corporation not for profit pursuant to the laws of the State of Florida, the undersigned Incorporator hereby duly executes the foregoing Articles of Incorporation this ____ day of June, 2020.

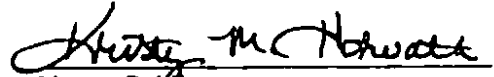

Robert F. Greene, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me by means of ☒ physical presence, or ☐ online notarization, this 16th day of June, 2020, by Robert F. Greene who ~~is~~ personally known to me, or ☐ has produced _____ as identification.

SEAL




Notary Public
Print Name: Kristy M. Horvath

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

Pursuant to Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

OEP WEST PARCEL PROPERTY OWNER'S 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 c/o Ripley Entertainment, Inc., 7576 Kingspointe Pkwy #188, Orlando, FL 32819, has named Robert F. Greene, with registered office at: 601 12th Street West, Bradenton, Florida 34205, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Robert F. Greene, Registered Agent

Dated this 16th day of June, 2020

2020 JUN 19 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FL

FILED