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FLORIDA PROFIT/NON PROFIT CORPORATION
New Creek Road Property Owner's Association, Inc.

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**ARTICLES OF INCORPORATION
OF
NEW CREEK ROAD PROPERTY OWNER'S ASSOCIATION, INC.**

**ARTICLE 1
NAME**

1.1 Name. The name of the corporation is: NEW CREEK ROAD PROPERTY OWNER'S ASSOCIATION, INC. (the "**Association**").

**ARTICLE 2
DEFINITIONS**

2.1 Definitions. Unless defined in these "Articles of Incorporation of New Creek Road Property Owner's Association, Inc." (these "**Articles**") or in the "Bylaws of New Creek Road Property Owner's Association, Inc." (the "**Bylaws**"), all terms used in these Articles and the Bylaws shall have the same meanings as used in the "New Creek Road Declaration of Easements, Covenants, and Restrictions", recorded or to be recorded in the Public Records of Orange County, Florida (the "**Declaration**"), which Declaration pertains to the real property described therein and incorporated herein by reference (the "**Land**").

**ARTICLE 3
PRINCIPAL OFFICE OF THE ASSOCIATION**

3.1 The principal place of business and the mailing address of the Association is located at 1958 Monroe Drive NE, Atlanta, Georgia, 30324.

**ARTICLE 4
PURPOSE**

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

4.1.1 To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

4.1.2 To administer, enforce, and carry out the terms and provisions of the Declaration as same may be amended and/or supplemented from time to time.

4.1.3 To promote the health, safety, comfort, and social and economic welfare of the Members of the Association and the Owners of the Parcels within the Land which is intended to be developed as a multi-family residential development (the "**Project**") as authorized by the Declaration, these Articles, and the Bylaws.

ARTICLE 5
POWERS

5.1 Powers. The Association shall have the following powers:

5.1.1 All of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles or the Declaration.

5.1.2 All of the powers granted to the Association in the Declaration, these Articles, and the Bylaws, (collectively, the "**Governing Documents**") and all of the powers reasonably necessary to implement the purposes of the Association.

5.1.3 To perform any act required or contemplated by the Association under the Governing Documents.

5.1.4 To enter into the Declaration and any amendments thereto and instruments referred to therein.

5.1.5 To enter into, make, establish, and enforce rules, regulations, Bylaws, 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 without limitation fines, liens, actions for damages, equitable actions, foreclosure, injunctive relief, administrative actions, or any combination of these.

5.1.6 To fix, levy, and collect Assessments, including but not limited to Annual Assessments and Special Assessments, from Members of the Association 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 operation and maintenance of the Common Areas.

5.1.7 To purchase, sell, mortgage, lease, acquire, own, improve, construct, develop, use, operate, occupy, provide, administer, manage, control, regulate, inspect, service, maintain, repair, replace, and/or reconstruct real and personal property.

5.1.8 To borrow and to hold funds, select depositories, administer bank accounts, 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 and as may be provided in the Declaration and the Bylaws.

5.1.9 To purchase insurance for the protection of the Association, its Officers, Directors, and Members, and such other parties as the Association may determine to be in the best interests of the Association.

5.1.10 To acquire, own, improve, construct, develop, use, operate, occupy, provide, administer, manage, control, regulate, inspect, service, maintain, repair, replace, and/or

reconstruct the Common Areas and such other portions of the Project as may be determined by the Association from time to time.

5.1.11 To enter into contracts and agreements between third parties and the Association. To honor and perform under all contracts and agreements entered between third parties and the Association or third parties and the Declarant which are assigned to the Association.

5.1.12 To provide for private security, fire, safety, and protection, and similar functions and services within the Project, as the Board (hereinafter defined) in its discretion determines necessary or appropriate.

5.1.13 To acquire, own, improve, construct, develop, use, operate, occupy, provide, administer, manage, control, regulate, inspect, service, maintain, repair, replace, and/or reconstruct such buildings, structures, street lights, Streets, Streetscapes, Medians, open space, sidewalks, multi-use trails, pedestrian paths (such as jogging and bicycle paths), and other structures, landscaping, paving, and equipment, both real and personal, related to the health, safety, and social welfare of the Members of the Association and the Owners of Parcels within the Project as the Board in its discretion determines necessary or appropriate.

5.1.14 To employ any personnel necessary to perform the obligations, services, and/or duties required of or to be performed by the Association 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 shall enter.

5.1.15 To establish, maintain, operate, and use reserve funds for capital improvements, repairs, and replacements. To establish, maintain, operate, and use reserve funds for items, services, property, and/or any other purpose as the Board may determine to be in the best interest of the Association.

5.1.16 To enter into a management contract with a third party for the maintenance and repair of any Common Areas and for the operation of the Association. The Board 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.

5.1.17 To enter into agreements and/or contracts with professionals, including without limitation attorneys and accountants, to assist the Association in the performance of its obligations, services, and duties required of or to be performed by the Association. The Board will carry out this power on behalf of the Association.

5.1.18 To create, appoint, and/or dissolve any committees that the Board may deem appropriate.

5.1.19 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, these Articles, the Bylaws, and/or Florida law.

5.1.20 To adopt, change, repeal, and/or amend the Bylaws.

ARTICLE 6

MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

6.1 Membership and Voting Rights. Membership and voting rights in the Association shall be as provided in the Declaration and the Bylaws.

ARTICLE 7

BOARD OF DIRECTORS

7.1 Members of the Board of Directors. The affairs of the Association shall be managed by a Board of Directors (the "Board") consisting of not less than three (3) Directors, nor more than five (5) Directors, and which shall always be an odd number. The number of Directors shall be determined in accordance with the Bylaws. In the absence of such determination, there shall be three (3) members of the Board.

7.1.1 The names and addresses of the initial Directors who have been appointed by the Declarant and who shall hold office until their successors are elected or appointed, or until removed, in accordance with the Bylaws, are as follows:

JAMES G. LEVY	1958 Monroe Drive NE Atlanta, Georgia 30324
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LEE S. FREEMAN	1958 Monroc Drive NE Atlanta, Georgia 30324
----------------	--

TIMOTHY L. HALL	1958 Monroe Drive NE Atlanta, Georgia 30324
-----------------	--

7.1.2 Any Director may be removed, and vacancies on the Board shall be filled, in the manner provided by the Bylaws.

7.1.3 All of the duties and powers of the Association existing under Chapter 617 of the Florida Statutes, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board, its agents, contractors, or employees, subject to approval by the Members only when specifically required by the Declaration or by Florida law.

ARTICLE 8

OFFICERS

8.1 Officers. The officers of the Association ("Officers") shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution create. The Officers shall serve at the pleasure of the Board, and the

Bylaws shall provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. The names of the Officers who shall serve until their successors are designated by the Board are as follows:

JAMES G. LEVY	President
LEE S. FREEMAN	Vice President
TIMOTHY L. HALL	Secretary/Treasurer

ARTICLE 9

INDEMNIFICATION

9.1 Indemnification of Officers, Members of the Board, or Agents. The Association shall indemnify any Person who was or is a party, or is threatened to be made a party, to any threatened, pending, or contemplated action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such Person is or was a Director, an Officer, an employee, or an agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if such Person acted in good faith and in a manner such Person reasonably believed to be in, or not opposed to, the best interest of the Association; and, in any criminal action or proceeding, only if such Person had no reasonable cause to believe such Person's conduct was unlawful; and, in any matter as to which such Person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of such Person's duty to the Association, only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such Person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. 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, in and of itself, create a presumption that such Person did not act in good faith and in a manner which such Person reasonably believed to be in, or not opposed to, the best interest of the Association; and, in any criminal action or proceeding, that such Person had no reasonable cause to believe that such Person's conduct was unlawful.

9.1.1 To the extent that a Director, an Officer, an employee, or an agent of the Association is entitled to indemnification by the Association in accordance with this Article 9, such Person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonable incurred by him or her in connection therewith.

9.1.2 Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding; but such Director, Officer, employee, or agent shall repay such amount if it shall ultimately be determined that such Person is not entitled to be indemnified by the Association as authorized in this Article.

9.1.3 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of Members, or otherwise. As to action taken in an official capacity while holding office, the indemnification provided by this Article shall continue as to a Person who has ceased to be a Director, an Officer, an employee, or an agent of the Association, and shall inure to the benefit of the heirs, executors, and administrators of such Person.

9.1.4 The Association shall have the power to purchase and maintain insurance on behalf of any Person who is or was a Director, an Officer, an employee, or an agent of the Association, against any liability asserted against him or her and incurred by him or her in any such capacity, as arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE 10 **BYLAWS**

10.1 Initial Bylaws. The initial Bylaws shall be adopted by the Board, and may be altered, amended, or rescinded in the manner provided by the Bylaws.

ARTICLE 11 **AMENDMENTS**

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

11.1.1 Initiation. A resolution to amend these Articles may be proposed by the Board, or by Members holding not less than ten percent (10%) of the votes of the entire Membership of the Association.

11.1.2 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting of the Members at which a proposed amendment is to be considered.

11.1.3 Adoption. Any term or provision of these Articles may be amended or repealed, and any new term or provision of these Articles may be adopted, by a majority vote of the Members present at any annual meeting of the Members or at any special meeting of the Members called for that purpose, or by majority action of the Members who have acted by written consent in lieu of a meeting as permitted by the Bylaws.

11.1.4 Limitations. Notwithstanding anything herein to the contrary, there shall be no amendment to these Articles which shall: (i) abridge, prejudice, amend, or alter the rights of Declarant, without the prior written consent of Declarant; (ii) abridge, prejudice, amend, or alter the rights of any Institutional Mortgagee, without the prior written consent of such Institutional Mortgagee; or (iii) make any changes in the qualifications for Membership or in the voting rights or property rights of Owners and/or Members, including but not limited to altering the proportionate voting interest appurtenant to a Parcel or increasing the proportion or

percentage by which a Parcel shares in the expenses of the Association, without the approval of both all Owners and all record owners of liens on the Parcels.

11.1.5 Filing. Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Florida Department of State as provided by law, and a copy certified by the Florida Department of State shall be kept on file at the principal office of the Association and shall be available for review and inspection by all Members during normal business hours.

ARTICLE 12 **TERM**

12.1 The existence of the Association shall commence with the filing of these Articles with the appropriate agency of the State of Florida.

12.2 The Association shall have perpetual existence.

ARTICLE 13 **INCORPORATOR**

13.1 The name and street address of the Incorporator is:

JAMES G. LEVY
c/o Watkins Real Estate Group
1958 Monroe Drive NE
Atlanta, Georgia 30324

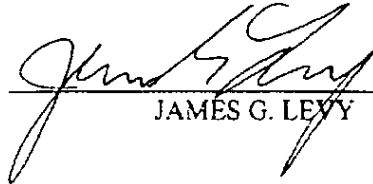
ARTICLE 14 **INITIAL REGISTERED OFFICE ADDRESS AND NAME OF INITIAL REGISTERED AGENT**

14.1 The name and the Florida street address of the initial registered agent is:

C T Corporation System
1200 S. Pine Island Rd.
Plantation, FL 33324

FILED
MAY 14 2021
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of the Association, has executed these Articles of Incorporation this 13 day of May, 2021.

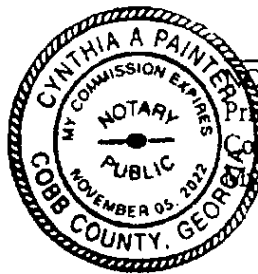

JAMES G. LEVY

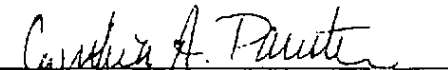
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me, by means of [☒] physical presence or [] online notarization, this 13th day of May, 2021, by JAMES G. LEVY who ☒ is personally known to me OR ☐ has produced _____ as identification.

NOTARY STAMP:




NOTARY PUBLIC, State of Florida
Print Name: Cynthia A. Painter
Commission No. _____
Commission Expires: 11/5/22

11/5/22

**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:

NEW CREEK ROAD PROPERTY OWNER'S ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1200 South Pine Island Road, Plantation, Florida, 33324 has named C T CORPORATION SYSTEM 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:

C T CORPORATION SYSTEM,
a Delaware corporation

By: 

By: _____
Print Name: Tracy Kellner
Title: Assistant Secretary

Dated: May 13, 2021

FILED
MAY 14 2021
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA