Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all

(((H210002841793)))

pages of the document.

Electronic Filing Cover Sheet



Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number

: (850)617-6381

From:

Account Name : NELSON MULLINS RILEY & SCARBOROUGH LLP

Account Number : I19980000090

Phone

: (407)839-4200

Fax Number

: (407)839XXXXX 425-8377

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

ALAN@ASHLOCKDECATUR.COM Email Address:_

FLORIDA PROFIT/NON PROFIT CORPORATION EAST ORLANDO COMMERCE CENTER PROPERTY OWNERS ASSOCIATION

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

ARTICLES OF INCORPORATION OF EAST ORLANDO COMMERCE CENTER PROPERTY OWNERS ASSOCIATION, INC.

The undersigned incorporator hereby acknowledges and adopts these Articles of Incorporation (these "Articles") for the purpose of forming a corporation not for profit under the laws of the State of Florida, Chapter 617, Florida Statutes.

ARTICLE 1 DEFINITIONS

- Section 1. <u>Declaration</u>. "Declaration" shall mean and refer to the Declaration of Covenants, Easements and Restrictions for East Orlando Commerce Center Property Owners Association, Inc., recorded or to be recorded by Declarant in the Public Records of Orange County, Florida, as amended and supplemented from time to time.
- Section 2. Defined Terms. All capitalized terms used in these Articles that are not expressly defined in these Articles shall have the definitions and meanings assigned to those terms by the Declaration and the said definitions and meanings are hereby incorporated herein by this reference.

ARTICLE 2 NAME

The name of the corporation is EAST ORLANDO COMMERCE CENTER PROPERTY OWNERS, INC. For convenience, the corporation is sometimes referred to herein as the "Association."

ARTICLE 3 COMMENCEMENT, DURATION AND TERMINATION

The Association shall commence existence upon the filing of these Articles with the Florida Department of State. The corporation shall have perpetual existence. Prior to any termination, dissolution or liquidation of the Association, the control of, or right of access to, the property containing the Surface Water Management System Facilities that are the responsibility of the Association shall be conveyed or dedicated to an appropriate governmental unit or public utility and, if not accepted, then the control of, or right of access to, the said property and the Surface Water Management System Facilities located therein shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE 4 PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the Association is 2727 Lake Pickett Place, Chuluota, Florida, 32766. The Board may change the principal office and/or mailing address of the Association at any time and from time to time without amending these Articles.

ARTICLE 5 REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 2727 Lake Pickett Place, Chuluota, Florida, 32766, and the initial registered agent at that address is Alan Ashlock. The Board may change the registered office and/or registered agent of the Association at any time and from time to time without amending these Articles.

ARTICLE 6 PURPOSE

The purpose for which the Association is organized is to carry out the duties imposed, and to exercise the powers conferred, on the Association pursuant to the Governing Documents.

ARTICLE 7 DIRECTORS

Section 1. Qualifications and Number. The property, business and affairs of the Association shall be managed by a board of directors consisting of the number of directors determined in the manner provided by the Bylaws.

<u>Section 2.</u> <u>Election and Removal.</u> Directors of the Association shall be elected in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE 8 TRANSACTION IN WHICH DIRECTOR OR OFFICER IS INTERESTED

No contract or transaction between the Association and any director or officer, or between the Association and any Affiliate or other entity in which any director or officer of the Association serves as a director or officer, or has a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his her or their votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that he or she is, or may become, interested in any such contract or transaction. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transaction.

ARTICLE 9 AMENDMENTS

Section 1. Members. Except as otherwise expressly required by law or these Articles, these Articles may be amended by the Members in accordance with this Section. After the Turnover Date (as defined in the Declaration), the Members may amend any provision of these Articles by either one of the following methods: (a) by written agreement (the "Member Articles Amendment Agreement") setting forth the amendment and signed by the holders of at least two-thirds (2/3) of the votes in the Association (without regard to class), or (b) by the casting of votes, in person or by proxy, by Members holding at least two-thirds (2/3) of the votes in the Association (without regard to

class) in favor of a resolution (the "Member Articles Amendment Resolution") approving the amendment at a duly-convened annual or special meeting of the Members. An amendment by the Members may be proposed by Declarant (for so long as Declarant owns any of the Parcels, by the Board, or by petition signed by the holders of at least ten percent (10%) of the votes in the Association).

Except as provided in the next sentence, each amendment made pursuant to this Section shall take effect upon the filing of the amendment with the Florida Department of State in accordance with Florida law and the recordation in the Public Records of the executed and acknowledged Member Articles Amendment Agreement (if the amendment was adopted by written agreement) or, in the alternative, a fully executed and acknowledged certificate signed by an officer of the Association certifying that the copy of the Member Articles Amendment Resolution attached thereto is a true and correct copy of the Member Articles Amendment Resolution duly adopted by the affirmative vote of Members holding at least two-thirds (2/3) of the votes in the Association at a duly-convened meeting of the Members (if the amendment was approved by vote). The foregoing is subject to the exception that, if the amendment expressly provides for a later effective date, the later effective date shall control.

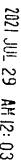
Notwithstanding anything to the contrary, prior to the Turnover Date, no amendment to these Articles shall be effective unless consented to in writing by the Declarant.

Section 2. Declarant. Except as otherwise provided in the next sentence or as limited by Section 3 of this Article, until the Turnover Date, Declarant may unilaterally amend these Articles without the approval of the Association, any other Owner or any other party, except that this procedure for amendment may not be used if such an amendment would, in the Declarant's reasonable opinion, materially adversely affect substantial property rights of Parcel Owners, unless the affected Parcel Owners consent in writing to the amendment. The execution and recording of any amendment by the Declarant pursuant to this Section 2 shall be conclusive evidence that the amendment does not materially adversely affect substantial property rights of Parcel Owners who did not join in or consent to such execution, and any such amendment shall be effective, unless subsequently revoked.

Except as provided in the next sentence, each amendment made by Declarant pursuant forthis Section 2 shall take effect on the date a written instrument setting forth the amendment to these Articles and executed and acknowledged by Declarant and any Member, Owner or mortgage holder whose joinder is expressly required by this Section 2, if any, is recorded in the Public Records rulef the amendment expressly provides for a later effective date, the later effective date shall control.

Section 3. <u>Limitations</u>. The provisions of Sections 1 and 2 of this Article 9 are subject to the limitation that an amendment to these Articles by the Members or Declarant may not materially and adversely after the proportionate voting interest of any Member or increase the proportion or percentage by which any Member or Owner shares in the Common Expense of the Association beyond any such alteration or increase that is expressly permitted by the Declaration unless the adversely affected Member or Owner, as the case may be, and all record owners of first mortgage liens on the adversely affected Owner's Unit, if any, consent in writing to the amendment. These Articles may not be amended or interpreted so as to conflict with the Declaration.

Section 4. Reliance. Each Member Articles Amendment Agreement, each certified copy of a Member Articles Amendment Resolution, and each amendment by Declarant recorded in



the Public Records shall be binding upon, and conclusive in favor of, all persons and entities having any interest in the Parcels and no such person or entity shall have any duty or obligation to inquire regarding any fact or circumstance pertaining to adoption of the amendment described therein.

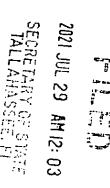
ARTICLE 10 INCONSISTENCY AND SEVERABILITY

In the event of any inconsistency between the Declaration and these Articles, the Declaration shall control. These Articles shall be effective to the fullest extent permitted by law. The invalidation of any provision of these Articles shall not affect or modify any other provision and all other provisions shall remain in full force and effect. If any provision of these Articles, or the application thereof to any person or circumstance, shall for any reason and to any extent be determined or held by a court of competent jurisdiction to be illegal, invalid or unenforceable, the remainder of these Articles and the application of such provision to any other persons or circumstances as to which it is legal, valid and enforceable, if any, shall not be affected thereby and it shall be enforced to the maximum extent possible. To the extent reasonable under the circumstances, a provision that is as close as possible to the operation and effect of any illegal, invalid or unenforceable provision stricken from these Articles due to such determination or holding, but which is not illegal, invalid or unenforceable, shall be inserted in licu of any provision of these Articles that is determined or held by a court to be illegal, invalid or unenforceable. The provisions of this Section shall also apply to any amendment of these Articles.

ARTICLE 11 INCORPORATOR

The name and street address of the sole incorporator to these Articles of Incorporation is as follows:

Alan Ashlock 2727 Lake Pickett Place Chuluota, Florida 32766



IN WITNESS WHEREOF, the undersigned sole incorporator of this corporation has executed these Articles on this 2to day of 1111, 2021.

Alan Ashlock

STATE OF FLORIDA)
) ss:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me by means of physical presence or online notarization this 26 day of 1011. 2021, by Alan Ashlock, who is personally known to me.

Notary Stamp:

Noun Public State of Florida

Notary Public State of Florida
Jacqueline Bradshaw
My Commission GG 251418
Expres 08/22/2022

2021 JUL 29 AM 12: 03 SECRETARY SELSTATI

CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS

EAST ORLANDO COMMERCE CENTER PROPERTY OWNERS ASSOCIATION, INC., desires to organize as a corporation under the laws of the State of Florida, with its initial registered office at 2727 Lake Pickett Place, Chuluota, Florida, 32766, and has named as its agent to accept service of process within this state Alan Ashlock.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this Certificate, I hereby accept appointment as registered agent, agree to act in this capacity, and agree to comply with the provisions of said statutes relative to keeping open said office. I acknowledge that I am familiar with the obligations of a registered agent under Florida law.

Registered Agent

Alan Ashlock

Dated: 7/26, 2021

SECRETARY OF STATE
TALL AHASSEE, FL