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**FLORIDA PROFIT/NON PROFIT CORPORATION  
OSPREY VILLAGE CONDOMINIUM ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION OF  
OSPREY VILLAGE CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE 1**

**NAME**

The name of the corporation shall be **OSPREY VILLAGE CONDOMINIUM ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

**ARTICLE 2**

**PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes, as it exists on the date hereof (the "Act") for the operation, administration and management of that certain condominium located in Osceola County, Florida, and known as **OSPREY VILLAGE, A CONDOMINIUM** (the "Condominium") wherein the Association is designated as the "Association."

**ARTICLE 3**

**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Osceola County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE 4**

**POWERS**

The powers of the Association shall include and be governed by the following:

- 4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit-Chapter 617, Florida Statutes, and under Chapter 718, Florida Statutes, that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

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4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the By-Laws and the Declaration (to the extent that they are not in conflict with the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect Assessments and other charges against members as Unit Owners (whether or not such sums are due and payable to the Association), to lease, maintain, repair and replace the Common Elements and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To buy, accept, own, operate, lease, sell, trade and mortgage both real and personal property in accordance with the provisions of the Declaration.
- (c) To maintain, repair, replace, reconstruct, add to and operate all Condominium and/or Association Property, Common Elements, easements, and other property acquired or leased by the Association.
- (d) To purchase insurance upon all Condominium Property and Association Property and insurance for the protection of the Association, its officers, directors and Unit Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of all Condominium Property and Association Property for the health, comfort, safety and welfare of the Unit Owners.
- (f) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.
- (g) To enforce by legal means the provisions of the Act, each Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property and Association Property.
- (h) To contract for the management and maintenance of all Condominium Property and/or Association Property and to authorize a management agent (which may be an affiliate of Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of various records, enforcement of rules and maintenance, repair and replacement of the Common Elements and Association Property with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of

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Assessments, promulgation of rules and execution of contracts on behalf of the Association.

- (i) To employ personnel to perform the services required for the proper operation of the Association.
  - (J) To execute all documents or consents, on behalf of all Unit Owners (and their mortgagees), required by all governmental and/or quasi-governmental agencies in connection with land use and development matters (including, without limitation, plats, waivers of plat, unities of title, covenants in lieu thereof, etc.) and, in that regard, each Unit Owner, by acceptance of the deed to such Owner's Unit, and each mortgagee of a Unit, by acceptance of a lien on said Unit, appoints and designates the President of the Association as such Unit Owner's and mortgagee's agent and attorney-in-fact to execute, any and all such documents or consents.
- 4.3 Association Property. 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 Declaration, these Articles and the By-Laws.
- 4.4 Distribution of Income. The Association shall not pay a dividend to its members and shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another not-for-profit corporation or public agency or as otherwise authorized by the Florida Not For Profit Corporation Act (Chapter 671, Florida Statutes).
- 4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws.

## ARTICLE 5

### MEMBERS

- 5.1 Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time, and after termination of a Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.
- 5.2 Assignment. 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 Unit for which that share is held.

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- 5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning two (2) or more Units shall be entitled to one (1) vote for each Unit owned.
- 5.4 Meetings. The By-Laws shall provide for an annual meeting of members and may make provision for regular and special meetings of members other than the annual meeting.

**ARTICLE 6****TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE 7****INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

**NAME****ADDRESS**

Hugh Jacobs

2001 West Blue Heron Boulevard  
Riviera Beach, Florida 33404

**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. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Owen Metz	2905 Northwest Boulevard Suite 150 Plymouth, MN 55441
Vice President:	Mark S. Moorhouse	2905 Northwest Boulevard Suite 150 Plymouth, MN 55441

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Secretary/Treasurer:	Paul Sween	2905 Northwest Boulevard Suite 150 Plymouth, MN 55441
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**ARTICLE 9****DIRECTORS**

- 9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the Bylaws.
- 9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required by the Act, the Declaration, these Articles or the Bylaws.
- 9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members 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.
- 9.4 Term of Developer's Directors. Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the Bylaws.
- 9.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Owen Metz	2905 Northwest Boulevard Suite 150 Plymouth, MN 55441
Mark S. Moorhouse	2905 Northwest Boulevard Suite 150 Plymouth, MN 55441
Paul Sween	2905 Northwest Boulevard Suite 150 Plymouth, MN 55441

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- 9.6 Standards. A Director shall discharge his or her duties as a director, including any duties as a member of a Committee: 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 or her 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 matters 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 of which the Director is not a member 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 or her office in compliance with the foregoing standards.

## ARTICLE 10

### INDEMNIFICATION

The Association shall indemnify any officer or Director, or any former officer or Director, to the fullest extent permitted under law. Without limiting the foregoing, each and every Director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including counsel fees at all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any threatened, pending or completed proceeding or litigation, or any settlement in which he is a party, by reason of his being or having been a Director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such a person is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding the foregoing, in the event a Director or officer admits or is adjudged guilty of unlawful conduct or liable for gross negligence or willful malfeasance in the performance of his duties, the indemnification provisions of this Article 10 shall not apply.

## ARTICLE 11

### BY-LAWS

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

## ARTICLE 12

### AMENDMENTS

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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. An amendment may be first considered by either the Board or the members, and notice of the subject matter of the proposed amendment shall be set forth in the notice of the meeting (whether of the Board or of the membership) at which time such proposed amendment shall be considered. Upon approval of a proposed amendment by either the Board or the members, such proposed amendment shall be submitted for approval to the other of said bodies. Approval by the members must be by a vote of two-thirds (2/3) of the votes to be cast by the members at a meeting of the members at which quorum is present, and approval by the Board must be by two-thirds (2/3) of the directors present at a meeting of the directors at which quorum is present.
- 12.3 Limitation. No amendment shall make any changes in the qualifications for membership, or in the voting rights or property rights of members, nor any changes in Article 4, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendments shall be made that is in conflict with the Act, the Declaration or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer and/or Institutional First Mortgagees, unless the Developer and/or the Institutional First Mortgagees, as applicable, shall join in the execution of the amendment. No amendment to this paragraph 12.3 shall be effective.
- 12.4 Developer Amendments. Notwithstanding anything herein contained to the contrary, to the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.
- 12.5 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 Osceola County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded which contains, as an exhibit, the initial recording of these Articles.

### ARTICLE 13

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**INITIAL REGISTERED OFFICE:**  
**ADDRESS AND NAME OF REGISTERED AGENT**  
**PRINCIPAL OFFICE**

The initial registered office of this Association shall be at 1200 South Pine Island Road, Plantation, Florida 33324, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be CT Corporation System.

Until changed, the principal office and mailing address of the Association shall be 2001 West Blue Heron Boulevard, Riviera Beach, Florida 33404.

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IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.

Hugh Jacobs  
Hugh Jacobs

STATE OF FLORIDA  
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 23rd day of June, 2021, by Hugh Jacobs, ( ) who is personally known to me OR ( ) who produced a \_\_\_\_\_ as identification.

My Commission Expires:

October 14, 2023

Lora Lee Connor  
Notary Public, State of Florida



LORA LEE CONNOR  
Commission # HH 026682  
Expires October 14, 2023  
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**REGISTERED AGENT**

The undersigned hereby accepts appointment as Registered Agent of Osprey Village Condominium Association, Inc. this 1st day of September 2021. The street and mailing address of the undersigned is 1200 South Pine Island Road, Plantation, Florida 33324.

CT CORPORAITON SYSTEM

By: Stephanie Hencz  
Name: Stephanie Hencz  
Title: Assistance Secretary

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