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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Upshot Medical Center at Mills Park Owners' Associat**

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Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION  
OF  
UPSHOT MEDICAL CENTER AT MILLS PARK OWNERS' ASSOCIATION, INC.

a Florida nonprofit corporation

Capitalized terms not otherwise defined in these Articles of Incorporation of Upshot Medical Center at Mills Park Owners' Association, Inc. (the "Articles") shall have the same meaning ascribed to such capitalized terms in that certain Declaration of Covenants, Conditions and Restrictions for Upshot Medical Center at Mills Park (the "Declaration"), unless the context otherwise requires and states.

ARTICLE I

NAME

The name of the corporation shall be Upshot Medical Center at Mills Park Owners' Association, Inc. For convenience this corporation shall be referred to as the "Association".

ARTICLE II

PURPOSES

1. The purpose for which the Association is organized is to manage, operate and maintain a commercial subdivision to be known as the Upshot Medical Center at Mills Park, Orange County County, Florida (the "Commercial Subdivision") in accordance with the Declaration, and for any other lawful purpose.

2. The Association shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE III

POWERS

1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.

2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Commercial Subdivision documents.

3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and Bylaws of the Association.

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#### ARTICLE IV

##### MEMBERS

The qualifications of members, the manner of their admission to the Association, and voting by members shall be as follows:

1. All Owners of Lots within the Commercial Subdivision are members of this Association, and no other persons or entities are entitled to membership. Each Owner shall be entitled to vote in accordance with the Bylaws and the Declaration.

2. Changes in membership in the Association shall be established by the recording in the Public Records of Orange County, Florida, of a deed or other instrument establishing a change of record title to a Lot. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall be thereby terminated.

#### ARTICLE V

##### DIRECTORS

1. The affairs of the Association shall be managed by a board of directors (the "Board"), as more specifically set forth in the Bylaws of the Association. The initial Board shall consist of three (3) directors. The number of directors may be increased in accordance with the Bylaws.

2. The names and addresses of the members of the initial Board, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Raul Socarras  
c/o: Upshot Medical Center at Mills Park Owners' Association, Inc.  
255 S. Orange Avenue, Ste. 720  
Orlando, Florida 32801

Juan Carlos B. Gomez  
c/o: Upshot Medical Center at Mills Park Owners' Association, Inc.  
255 S. Orange Avenue, Ste. 720  
Orlando, Florida 32801

Drew Webb  
c/o: Upshot Medical Center at Mills Park Owners' Association, Inc.  
255 S. Orange Avenue, Ste. 720  
Orlando, Florida 32801

3. The method of election, removal, filling of vacancies on the Board and the terms of office of directors shall be set forth in the Bylaws.

4. The Board may delegate its operating authority to such corporation, individuals, and committees as it, in its discretion, may determine.

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## ARTICLE VI

INDEMNIFICATION

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by, or imposed upon, such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE VII

BYLAWS

The Bylaws shall be adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

## ARTICLE VIII

AMENDMENTS

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

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
2. Proposal of an amendment and approval thereof shall require the affirmative action of a majority of the entire membership of the Association. No amendment of these Articles will be permitted if such amendment would prejudice or impair to any material extent the rights of a Member or its mortgagee, without the consent of such Member and mortgagee.
3. Any amendment of these Articles shall be subject to and shall be exercised in accordance with the provisions of the Bylaws and the Declaration.
4. Once adopted, an amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Osceola County, Florida.
5. Notwithstanding the foregoing, these Articles may be amended by the Declarant (as defined in the Declaration), as may be required by any governmental entity or as may be necessary to conform these Articles to any governmental statutes.

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**ARTICLE IX****TERM**

The term of the Association is perpetual unless terminated in accordance with Florida law.

**ARTICLE X****INCORPORATOR**

The name and residence of the incorporator to these Articles of Incorporation is as follows:

**Name****Address**

Juan Carlos B. Gomez

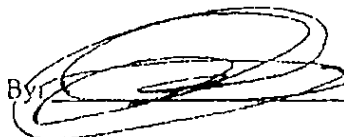
Raul Socarras, P.A  
255 S. Orange Avenue, Suite 720  
Orlando, FL 32801**ARTICLE XI****REGISTERED AGENT**

The Association hereby appoints Raul Socarras, PA, as its registered agent to accept service of process within this state. The registered office shall be located at 255 South Orange Avenue, Suite 720, Orlando, FL 32801.

**ARTICLE XII****PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Association shall be 255 South Orange Avenue, Suite 720, Orlando, FL 32801, or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 718.

IN WITNESS WHEREOF the incorporator has hereto affixed the incorporator's signature this 3<sup>RD</sup> day of MARCH, 2022.

By   
Printed Name: Juan Carlos Gomez

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REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That Upshot Medical Center at Mills Park Owners' Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named **Raul Socarras, P.A.**, located at such registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states that he is familiar with Section 617.0501, Florida Statutes.

Raul Socarras, P.A.,  
a Florida Professional Association

By: 

Juan Carlos B. Gomez, Vice President

DATED: 3/3/2022

FILED  
2022 MAR 21 PM 7:21  
STATE OF FLORIDA  
DEPARTMENT OF BANKING AND FINANCE  
TALLAHASSEE, FLORIDA

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