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FLORIDA PROFIT/NON PROFIT CORPORATION

Ocoee Corners Property Owners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
OCOEE CORNERS PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE 1
NAME**

1.1 **Name.** The name of the corporation is: **OCOEE CORNERS PROPERTY OWNERS ASSOCIATION, INC.** (hereinafter referred to as the "**Association**").

**ARTICLE 2
DEFINITIONS**

2.1 **Definitions.** Unless defined in these Articles or the Bylaws all terms used in these Articles and the Bylaws shall have the same meanings as used in the **Ocoee Corners Declaration of Easements, Covenants and Restrictions** recorded December 3, 2021 in Instrument No. 20210739620, in the Public Records of Orange County, Florida, as amended from time to time (the "**Declaration**"), which pertains to the real property described in 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 c/o Boyd Development Corporation, 14422 Shoreside Way, Suite 130, Winter Garden, Florida 34787.

**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 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 Parcels within the Land which is intended to be developed as a mixed-use development, including, but not limited to, retail, commercial and office components (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.

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5.1.2 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 but not limited to, fines, suspensions of use rights to Common Areas, actions for damages, equitable actions, injunctive relief, administrative actions, or any combination of these

5.1.3 To make and collect Assessments, including but not limited to Aggregate 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.

5.1.4 To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

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

5.1.6 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.

5.1.7 To operate, maintain, manage, repair, control, regulate, replace and/or improve the Common Areas and such other portions of the Project as may be determined by the Association from time to time, and to operate, maintain, manage, repair and/or replace the Stormwater Management System pursuant to the terms of the Declaration and the permits issued by the Water Management District.

5.1.8 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.

5.1.9 To employ personnel necessary to perform the obligations, services and 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 cost thereof in accordance with whatever contractual arrangement the Board of Directors shall enter.

5.1.10 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 of Directors of the Association shall enter in its sole discretion.

5.1.11 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 of Directors of the Association may determine in its sole discretion to be in the best interest of the Association.

5.1.12 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 of Directors will carry out this power on behalf of the Association. The management contract may provide a management fee to

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the management agent and the delegation of certain duties, as may be determined by the Board of Directors of the Association.

5.1.13 To enter into agreements and/or contracts with professionals, including but not limited to, attorneys and accountants, to assist the Association in its performance of the obligations, services and duties required of or to be performed by the Association. The Board of Directors will carry out this power on behalf of the Association.

5.1.14 To create, appoint and/or dissolve any committees that the Board of Directors of the Association may deem appropriate.

5.1.15 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, the Bylaws, these Articles of Incorporation and/or Florida law.

5.1.16 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 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 members of the Board 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 of Directors.

7.1.1 The names and addresses of the initial members of the Board of 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:

KEN L. KUPP	c/o Boyd Development, 14422 Shoreside Way, Suite 130, Winter Garden, Florida 34787
DENNIS SELIGA	c/o Boyd Development, 14422 Shoreside Way, Suite 130, Winter Garden, Florida 34787
GAVIN STEPHENSON	c/o Boyd Development, 14422 Shoreside Way, Suite 130, Winter Garden, Florida 34787

7.1.2 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 of Directors, its agents, contractors or employees, subject to approval by the Members only when specifically required.

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ARTICLE 8
OFFICERS

8.1 Officers. The Officers of the Association shall be a President, Vice Presidents, Secretary, Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The Officers shall serve at the pleasure of the Board of Directors, and the Bylaws may 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 of Directors are as follows:

KEN L.KUPP	President
DENNIS SELIGA	Vice President
GAVIN STEPHENSON	Vice President/Secretary/Treasurer

ARTICLE 9
INDEMNIFICATION

9.1 Indemnification of Officers, Members of the Board of Directors 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 he is or was a member of the Board of Directors, employee, Officer or 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 in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; or 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 his duty to the Association unless and 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 the Person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

9.1.1 To the extent that a member of the Board of Directors, Officer, employee or agent of the Association is entitled to indemnification by the Association in accordance with this Article 9, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonable incurred by him 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; and the members of the Board of Directors, Officer, employee or agent shall repay such amount if it shall ultimately be determined that he 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

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be a member of the Board of Directors, Officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a 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 member of the Board of Directors, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a member of the Board of Directors, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Association would have the power to indemnify him 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 of Directors, 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 a simple majority of the members of the Board of Directors, 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 at which a proposed amendment is to be considered.

11.1.3 Adoption of Amendments.

(a) These Articles may be amended from time to time by a resolution of a simple majority of the votes of the Members of the Association at a meeting specifically called for that purpose.

11.1.4 No amendment shall make any changes in the qualification for membership nor in the voting rights or property rights of Members without the approval of all Members.

11.1.5 Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the 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 Association shall have perpetual existence.

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12.2 In the event of termination, dissolution or final liquidation of the Association, the Association's responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which would comply with the applicable provisions of the permit issued by the Water Management District and the Florida Administrative Code, as they may be amended and/or renumbered from time to time, and be approved by the Water Management District prior to such termination, dissolution or liquidation.

ARTICLE 13
INCORPORATOR

13.1 The name and street address of the Incorporator is:

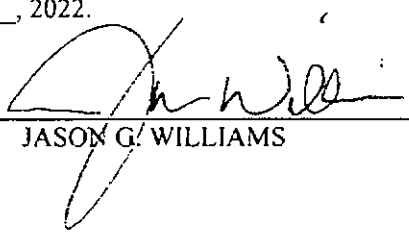
JASON G. WILLIAMS
c/o Shutts & Bowen, LLP
300 South Orange Avenue
Suite 1600
Orlando, Florida 32801

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

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

Corporation Company of Orlando
300 South Orange Avenue
Suite 1600 (JGW)
Orlando, Florida 32801-3373

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 1st day of November, 2022.


JASON G. WILLIAMS

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 1st day of November, 2022, by JASON G. WILLIAMS who ☒ is personally known to me OR ☐ has produced _____ as identification.

NOTARY STAMP:



SERENA M. WILLIAMS
Commission # GG 316007
Expires April 14, 2023
Bonded Third Budget Notary Services


NOTARY PUBLIC, State of Florida

Print Name: _____

Commission No. _____

My Commission Expires: _____

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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:

OCOOE CORNERS PROPERTY OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 300 S. Orange Avenue, Suite 1600 (JGW), Orlando, Florida 32801-3373, has named CORPORATION COMPANY OF ORLANDO, 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:

CORPORATION COMPANY OF ORLANDO, a
Florida corporation

By: 

James G. Willard, President

Dated: 11-1, 2022

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF ORANGE, FLORIDA

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