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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CORNERSTONE SEMINOLE WOODS ASSOCIATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CORNERSTONE SEMINOLE WOODS ASSOCIATION, INC.**

The undersigned hereby executes these Amended and Restated Articles of Incorporation for the purpose of amending the filed Articles of the not-for-profit corporation formed under Chapter 617.0202 Florida Statutes.

**ARTICLE I
NAME**

The name of the corporation shall be **CORNERSTONE SEMINOLE WOODS ASSOCIATION, INC.**, a not-for-profit Florida corporation ("Association").

**ARTICLE II
PURPOSE**

The purpose and objective of the Association shall be to provide enforcement of the OEA (as hereinafter defined) and otherwise engage in activities which provides for the mutual benefit of the members of the Association. The performance of the acts and duties herein imposed shall also be in accordance with the terms, provisions, covenants and restrictions contained in these Articles, the Operation and Easement Agreement ("OEA") as recorded in the Public Records of Flagler County, Florida and the Bylaws ("Bylaws") of this corporation, each as may be amended from time to time. The Association shall be conducted as a Florida not-for-profit corporation. The terms used in these Articles and not otherwise defined shall have the same meanings as set forth in the OEA.

**ARTICLE III
POWERS**

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this corporation is chartered, and the powers and privileges which may be granted unto said corporation or exercised by it under any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to:

1. Making and establishing reasonable rules and regulations governing the use of the easements as set out in the OEA.

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2. Levying and collecting assessments against members of the Association to defray the common expenses of the Shopping Center as provided in the OEA and in the Bylaws of this Association which may be hereafter adopted.

3. The power to operate, maintain, and manage the Surface Water or Stormwater Management System(s) in a manner consistent with the St. Johns River Water Management District ("District") permit requirements, and applicable District rules and assist in the enforcement of the restrictions and covenants contained herein. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System. The assessments collected by the Association shall be used, inter alia, for the maintenance and repair of the Surface Water Management System included but not limited to work within retention areas, drainage structures and drainage easements.

4. Maintaining, repairing, replacing, operating and managing the Common Area and Common Facilities, including the right to reconstruct improvements after casualty and to make further improvements on the Common Area and areas upon which the Common Facilities may be located.

5. Contracting for maintenance of the easements of the Association.

6. Enforcing the provisions of the OEA, these Articles of Incorporation and the Bylaws of the corporation which may be hereafter adopted, and the rules and regulations governing the use of the easements as the same may be hereafter established, and the provisions of the West Parcel Declaration.

7. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the corporation acquires leaseholds, memberships and other possessory or use interests in land or facilities, whether or not contiguous to lands of the Shopping Center, to provide benefit to the members of the Association, all as may be deemed by the Board of Directors to be in the best interests of the corporation.

8. To exercise, undertake, accomplish and enforce all of the rights, duties and obligations which may be granted to or imposed upon the corporation pursuant to the OEA.

ARTICLE IV
MEMBERS

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

A. Each Party shall be a member of the Association. If any Lot (as defined below) is owned by more than one (1) Party, all owners of such Lot, collectively, shall be deemed to be one (1) member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any portion of the Shopping Center which is subject to assessment.

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B. Membership shall be established by the acquisition of fee title to any of the following parcels of land in the Shopping Center (each, a "Lot" and collectively, the "Lots"): the BJ's Tract or an Outparcel, whether by conveyance, devise, judicial decree or otherwise and the membership of a Party shall be automatically terminated upon being divested of all title in and to a fee ownership interest in any land except that nothing herein contained shall be construed as terminating the membership of any Party who may own two (2) or more Lots, so long as such person shall retain title to at least one (1) Lot.

C. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to its Lot. The funds and assets of the corporation shall belong solely to the corporation, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the OEA and in the said Bylaws.

D. Each member of the Association and shall have one (1) vote for each Lot owned on all matters brought before the members for determination.

ARTICLE V **TERM**

The corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. If the corporation shall be voluntarily dissolved, the assets shall be dedicated to a public body or conveyed to a non-profit organization having purposes as set forth in Article II hereof. Further, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System shall be transferred to and accepted by an entity which shall comply with Section 40C-42.027, Florida Administrative Code, and which shall be approved by the District prior to such termination, dissolution or liquidation. Further, the City of Palm Coast is not required to take title to, or to operate any of the improvements, upon such termination, dissolution or liquidation of the corporation. This provision cannot be changed or amended without the written consent of the City of Palm Coast.

ARTICLE VI **LOCATION, INCORPORATOR AND REGISTERED AGENT**

The principal office of the corporation shall be located at 7331 Office Park Place, Suite 200, Viera, FL 32940 but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. The name of the Incorporator and the initial Registered Agent is Matthew T. Williams whose address is that of the corporation.

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ARTICLE VII **DIRECTORS**

The affairs of the corporation shall be managed by the Board of Directors. The number of members of the first Board of Directors of the corporation shall be three (3), except as may be changed from time to time by the Bylaws of the corporation. The members of the Board of Directors shall be elected as provided by the Bylaws of the corporation. The Board of Directors shall be members of the corporation or shall be authorized representatives, officers or employees of a corporate, limited liability company or partnership member of this corporation. Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors. The first election of Directors shall be held within sixty (60) days after the Common Area Tract is conveyed by the BJ's Tract Owner to the Association, and thereafter, election of Directors shall be held once a year at the annual membership meeting.

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

Ernest C. Euler
7331 Office Park Place, Suite 200
Viera, FL 32940

Matthew T. Williams
7331 Office Park Place, Suite 200
Viera, FL 32940

Bernice K. Brooks
7331 Office Park Place, Suite 200
Viera, FL 32940

ARTICLE VIII **OFFICERS**

The Board of Directors shall elect a President, Vice President, Secretary and a Treasurer and as many additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer needs to be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President, Secretary, Treasurer, Assistant Secretary or Assistant Treasurer be held by the same person.

The affairs of the corporation shall be administered by the officers designated in the Bylaws of the corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and with the approval of the Board

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of Directors may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the portions of the Shopping Center for which the Association is responsible, and the affairs of the corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the corporation or a director of the corporation.

The names and addresses of the officers who will serve until their successors are designated are as follows:

President:	Ernest C. Euler 7331 Office Park Place, Suite 200 Viera, FL 32940
Secretary:	Bernice K. Brooks 7331 Office Park Place, Suite 200 Viera, FL 32940
Treasurer:	Matthew T. Williams 7331 Office Park Place, Suite 200 Viera, FL 32940

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ARTICLE IX BYLAWS

The original Bylaws of the corporation shall be adopted by the Board of Directors and thereafter, such Bylaws may be altered or rescinded by the Board of Directors only in such manner as said Bylaws may provide.

ARTICLE X INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that, in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

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ARTICLE XI
AMENDMENTS

Any amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the corporation acting upon a vote of the majority of the directors, or by the members of the corporation, including the member which owns the BJ's Tract, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the corporation or other officer of the corporation in the absence of the President, who shall thereupon call a special meeting of the members of the corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by the seventy-five percent (75%) vote of the members in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles shall be transcribed and certified in such form as may be necessary to register the same in the Office of the Secretary of State of Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof may be recorded in the public records of Flagler County, Florida after the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles, the written vote of any member of the corporation shall be recognized, if such member is not in attendance at such meeting or represented there at by proxy, provided such written vote is delivered to the Secretary of the corporation at or prior to such meeting. Notwithstanding anything herein to the contrary, no change that would affect the Surface Water Management System shall be made without the prior written approval of the District, to the extent required by the District, its successors or assigns.

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IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this
21 day of March, 2023.

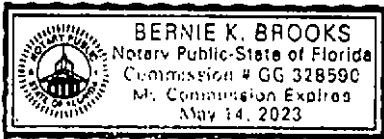

Matthew T. Williams
Incorporator

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STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, by means of ✓ physical presence or online notarization, personally appeared Matthew T. Williams, personally known to me, or who provided N/A, as identification, who being by me first duly sworn, acknowledged that he executed the foregoing Amended and Restated Articles of Incorporation for the purposes therein expressed on this 29 day of March, 2023.



Bernie K. Brooks
Notary Public, State of Florida
My Commission expires:

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CERTIFICATE OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: **CORNERSTONE SEMINOLE WOODS ASSOCIATION, INC.**, a corporation not for profit, desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation, at Melbourne, County of Brevard, State of Florida, has named Matthew T. Williams, 7331 Office Park Place, Suite 200, Viera, FL 32940 as its agent 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 Act relative to keeping open said office.

Matthew T. Williams
Matthew T. Williams, Resident Agent

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