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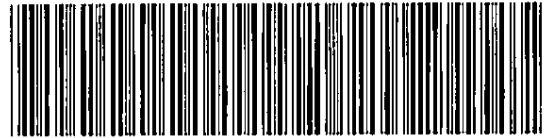
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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PARK AT ALTAMONTE WEST

COMMERCIAL PROPERTY OWNER'S

ASSOCIATION, INC.

Signature _____

Requested by: BA

03/07/23

Name _____

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ARTICLES OF INCORPORATION OF
PARK AT ALTAMONTE WEST COMMERCIAL PROPERTY OWNERS
ASSOCIATION, INC.

a Florida corporation not for profit

Pursuant to Section 617.0202 of the Florida Statutes, this Florida non-profit corporation adopts the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be Park at Altamonte West Commercial Property Owners' Association, Inc. (the "Association").

ARTICLE II
PRINCIPAL OFFICE

The initial principal office and mailing address of the Association shall be 5400 Yonge Street, 5th Floor, Toronto ON M2N 5R5.

ARTICLE III
DEFINITIONS

Capitalized terms herein not otherwise defined in these Articles of Incorporation shall have the same meaning ascribed to them as those set forth in the Commercial Declaration of Covenants, Conditions, and Restrictions for Park at Altamonte West (the "Declaration"), to be recorded in the Public Records of Seminole County, Florida, unless the context otherwise requires.

ARTICLE IV
PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to the Members thereof and shall have no capital stock and shall make no distribution of income to its Members, Directors, or Officers. The specific purposes for which it is formed are to provide an entity for the purpose of holding title from time to time to certain Common Areas appurtenant to that commercial subdivision project known as "Park at Altamonte West", located in Seminole County, Florida (the "Commercial Subdivision"), and to provide for maintenance and preservation of the Common Areas within such project and to promote the health, safety, and welfare of the Owners within the Commercial Subdivision and any additions thereto as may hereafter be brought within the jurisdiction of this Association, in accordance with the Declaration.

The Association shall have the power to exercise all of the common law and statutory powers of a corporation not-for-profit incorporated under the laws of the State of Florida which are not in conflict with the terms of these Articles, the Bylaws of the Association, or the

Declaration, and all other powers reasonably necessary to implement the purposes of the Association.

Without limiting the generality of the foregoing, the Association shall have the following powers:

1. To exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;

2. To own, lease, convey, operate, manage, maintain, repair, improve, rebuild or replace, and alter the Common Areas and any improvements situated thereon in or benefiting the Commercial Subdivision or any portion thereof, to pay all taxes, assessments and utility charges relating thereto, and to provide architectural control over the Lots and Common Areas located within the Commercial Subdivision to the extent permitted or required under the Declaration;

3. To provide, purchase, lease, acquire, replace, improve, maintain and repair such private and public real property, buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal related to the furtherance of the interests and convenience of the Members of the Association, as the Board of Directors in its discretion determines necessary, appropriate and convenient;

4. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

5. To purchase insurance upon the property of the Association and insurance for the protection of the Association and its Members, Directors, and Officers as determined by the Board of Directors;

6. To reconstruct improvements after casualty and make further improvements upon the Property;

7. To enforce by legal means the provisions of the Declaration, these Articles of Incorporation, and the Bylaws of the Association, and the rules and regulations adopted pursuant thereto;

8. To employ personnel to perform the services required for proper operation of the Association;

9. To borrow money, and with the assent of two-thirds (2/3) vote of the Members, to mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

10. To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members; provided that no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) vote of the Members, agreeing to such dedication, sale or transfer;

11. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) vote of the Members;

12. To sue and be sued;

13. To enter into, make, perform or carry out contracts and agreements of every kind with any person, including, but not limited to a contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company for such purpose; and

14. To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

The foregoing enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

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 these Articles of Incorporation, the Bylaws, and the Declaration.

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

ARTICLE V MEMBERSHIP

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 and shall be Members of this Association and no other persons or entities are entitled to membership. As more fully set forth in the Bylaws and the Declaration, the Association shall have two (2) classes of membership, Class A and Class B, the terms of which shall be governed by the Bylaws and the Declaration. Each Member shall be entitled to vote in accordance with the Bylaws and the Declaration.

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JANUARY 11, 2023

2. Changes in membership shall be established by the recording in the Public Records of Seminole 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 and the membership of the prior Owner shall be thereby terminated.

ARTICLE VI
BOARD OF DIRECTORS

1. Number and Qualifications. The business and affairs of the Association shall be managed and directed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3) and may be increased or decreased from time to time in accordance with the Bylaws. Directors need not be Members of the Association.

2. Duties and Powers. All the duties and powers of the Association existing under the Declaration, these Articles of Incorporation, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Members only when such approval is specifically required. The Board may delegate its operating authority to such corporation, individuals, and committees as it, in its discretion, may determine.

3. Election; Removal. The initial Directors shall be appointed by the Declarant, as specified in the Bylaws. All Directors other than the initial Directors shall be elected or appointed in the manner determined by and subject to the qualifications set forth in the Bylaws and the Declaration. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

4. Initial Board of Directors. The names and addresses of the initial Directors, who shall hold office until their successors are appointed, or until removed, are as follows:

Jack Eisenberger
5400 Yonge Street, 5th Floor
Toronto ON M2N 5R5

Lorne Udaskin
5400 Yonge Street, 5th Floor
Toronto ON M2N 5R5

Aviva Eisenberger
5400 Yonge Street, 5th Floor
Toronto ON M2N 5R5

ARTICLE VI
BYLAWS

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

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ARTICLE VII AMENDMENT

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

1. Proposal. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered. The resolution for the adoption of a proposed amendment may be proposed by the affirmative vote of either a majority of the Board of Directors or the affirmative vote of at least one third (1/3) of the voting interests of the Members.

2. Adoption. Approval of a resolution for the adoption of the proposed amendment shall require the affirmative vote of a majority of the voting interests of all of the Members represented at a meeting at which a quorum of the Members is present. Members may participate in such meeting in person, by proxy, or by telephonic or other communication.

3. Limitation. No amendment to these Articles shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members, nor any changes in the Articles hereof entitled "Purposes and Powers" and "Indemnification," respectively, without the approval in writing of all Members and the joinder of all record owners of mortgages on Lots. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, Declarant, or an affiliate of Declarant, unless Declarant shall join in the execution of the amendment. 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.

4. Declarant's Amendment. Notwithstanding the foregoing, Declarant may amend these Articles in any manner consistent with the provisions of the Declaration allowing certain amendments to be effected solely by Declarant, or as may be required by any governmental entity, or as may be necessary to conform these Articles to any governmental statutes.

5. Recording. Once adopted, a copy of each amendment shall be filed with the Secretary of State of the State of Florida and a copy thereof, certified by the Secretary of State, shall be recorded in the Public Records of Seminole County, Florida.

ARTICLE VIII INDEMNIFICATION

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 or she is or was a director or officer of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the

proposed indemnitee, that such person did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe their conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that such person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful. 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 upon the receipt of an undertaking by or on behalf of the affected director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such person. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE IX TERM

The existence of the Association shall be perpetual unless dissolved in accordance with Florida law and these Articles. The Association may be dissolved by a vote of the Members at any regular or special meeting; provided, however, that the proposed dissolution is specifically set forth in the notice of any such meeting, and provided further that for so long as Declarant owns at least one Lot, Declarant's prior written consent to the dissolution of the Association must be obtained. Prior to the dissolution of the Association, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and, if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

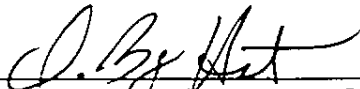
ARTICLE X – INCORPORATOR

The name and residence address of the incorporator of the Association is D. Bradley Hester, Esq., c/o The Ort Law Firm, 1305 E. Plant Street, Winter Garden, FL 34787.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is c/o The Ort Law Firm, 1305 E. Plant Street, Winter Garden, FL 34787, and the name of the initial registered agent at such address is Brad Hester, Esq.

IN WITNESS WHEREOF, the incorporator has hereto affixed their signature this 6th day of March, 2023.

By: 
Print Name: D. Bradley Hester, Esq.

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TALLAHASSEE, FL

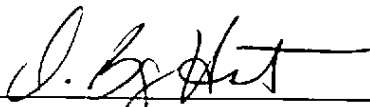
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

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

That, desiring to organize under the laws of the State of Florida, the Association named in the foregoing Articles of Incorporation has named Brad Hester, Esq., whose address is c/o The Ort Law Firm, 1305 E. Plant Street, Winter Garden, FL 34787, as its statutory registered agent to receive service of process.

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby states as follows: I accept the appointment as registered agent and I am familiar with and accept the obligations of this position and agree to act in this capacity.

By: _____


D. Bradley Hester, Esq.

Date: March 6, 2023

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