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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**MANDARIN GROVE OF MANATEE COMMUNITY ASSOCIATION,**  
**INC**

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**ARTICLES OF INCORPORATION FOR  
Mandarin Grove of Manatee Community Association, Inc.  
(a corporation not-for-profit)**

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be **Mandarin Grove of Manatee Community Association, Inc.**, a Florida corporation not-for-profit (the "Association").

**ARTICLE II - DEFINITIONS**

Each term used herein, except as otherwise defined herein, is defined in the Declaration of Covenants, Conditions, and Restrictions of Mandarin Grove of Manatee (the "Declaration") recorded, or to be recorded, among the Public Records of Manatee County, Florida by **SK MANDARIN, LLC**, a Delaware limited liability company (the "Declarant") and shall have the same meaning or definition ascribed thereto in the Declaration.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Association shall be **150 NE 1<sup>st</sup> Street, Delray Beach, Florida 33444**.

**ARTICLE IV- PURPOSE(S)**

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, subject to the extent applicable, to Chapter 720, as amended from time to time ("HOA Act") of the laws of the State of Florida. The purposes for which the corporation is organized are to: (i) provide for ownership, operation, maintenance and preservation of the Common Areas and improvements thereon; (ii) perform the duties delegated to it in the Declaration, Bylaws and these Articles; and (iii) administer the interests of the Declarant, Builders, the Association and Owners.

**ARTICLE V- GENERAL POWERS**

The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws or the Declaration including, without limitation, the following:

Section 1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.

Section 2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

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Section 3. To delegate power or powers where such is deemed in the interest of the Association.

Section 4. To levy Assessments on Lots, collect such Assessments and fines from Lot Owner Members and tenants, as applicable, and to use the proceeds thereof in the exercise of its powers and duties.

Section 5. To pay taxes and other charges, if any, on or against the Association Property, excepting Lots not owned by the Association, and the Common Area.

Section 6. To have all express powers conferred upon the Association by the Declaration, Bylaws and Chapter 720, Florida Statutes, and to have all powers conferred upon a corporation by the laws of the State of Florida, including Chapter 617, Florida Statutes, except as prohibited herein.

Section 7. To engage in activities which will actively foster, promote and advance the common interests of all Owners of any portion of the Property, including contracting for services to be provided to the Association.

Section 8. To own, convey, buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein of the Association for purposes of advancing the common interests of all Owners of any portion of the Property, except as otherwise expressly limited or prohibited in these Articles, the Declaration, the Bylaws or the HOA Act.

Section 9. To borrow money for any purpose subject to all limitations in the Declaration or Bylaws.

Section 10. To sue and be sued, and to enforce by legal means the provisions of the HOA Act, other applicable laws, the Declaration, these Articles, the Bylaws, the Rules and Regulations, and the policies of the Association.

Section 11. To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration.

Section 12. To operate and maintain the Surface Water Management System in the event the CDD does not operate and maintain the Surface Water Management System. In the event the Surface Water Management System are not owned and operated by the CDD, the Association may operate, maintain and manage the Surface Water Management System in a manner consistent with the SWFWMD Permit requirements and applicable SWFWMD rules, and shall assist in the enforcement of the provisions of the Declaration that relate to the Surface Water Management System. In such event, the Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Surface Water Management System. In the event the District does not own and operate all Surface Water Management System, Assessments may be used for the maintenance and repair of the Surface

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Water Management System and mitigation of preservation areas, including, but not limited to, work within retention areas, drainage structures, and drainage easements;

#### ARTICLE VI- MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

#### ARTICLE VII - MEMBERS

Section 1. Every Owner of a Lot shall be a Member of the Association and subject the terms and conditions of the Declaration. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

#### ARTICLE VIII- DIRECTORS

The Board of Directors of the Corporation shall be comprised of at least three (3) directors. The initial members of the Board of Directors and their street addresses are:

Greg Meath  
14025 Riveredge Drive, Suite 175  
Tampa, Florida 33637

Roger Aman  
14025 Riveredge Drive, Suite 175  
Tampa, Florida 33637

Ed Suchora  
14025 Riveredge Drive, Suite 175  
Tampa, Florida 33637

Those directors appointed to the Board of Directors by Declarant or its designated successor or assigns, need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Declarant shall serve at the pleasure of the Declarant, and may be removed from office, and a successor Director may be appointed at any time by the Declarant.

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All of the duties and powers of the Association existing under the HOA Act, the Declaration, these Articles, the Bylaws and the Rules and Regulations (all as amended from time to time) shall be exercised by the Board of Directors or such committees to which authority is given by the Board or pursuant to the HOA Act or the Governing Documents of the Association, subject only to approval by Members when such approval is specifically required.

At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors, other than those appointed by Declarant, shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. The number of directors may be increased or decreased by approval of at least 2/3 of the directors seated at least 75 days prior to an election, but in no event shall the total number be more than five (5) absent approval of a majority of the membership, and never less than three (3).

#### ARTICLE IX - OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association unless and until reappointed by Declarant prior to Turnover and elected by the Board thereafter are:

Greg Meath  
14025 Riveredge Drive, Suite 175  
Tampa, Florida 33637

President

Roger Aman  
14025 Riveredge Drive, Suite 175  
Tampa, Florida 33637

Vice-President

Ed Suchora  
14025 Riveredge Drive, Suite 175  
Tampa, Florida 33637

Secretary and Treasurer

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**ARTICLE X - REGISTERED AGENT, MAILING ADDRESS AND STREET ADDRESS**

The street and mailing address of the Corporation's registered office is 150 NE 1<sup>st</sup> Street, Delray Beach, Florida 33444 and the Registered Agent is SK MANDARIN, LLC, a Delaware limited liability company.

**ARTICLE XI - CORPORATE EXISTENCE**

The Association shall have perpetual existence. In the event the Association is dissolved, other than incident to a merger or consolidation, and to the extent the Surface Water Management System Facilities are not owned and operated by the CDD, the Surface Water Management System Facilities shall be transferred to, accepted and maintained by an entity in accordance with Rule 62-330.310, Florida Administrative Code (2022), and the Environmental Resource Permit Applicant's Handbook Volume 1, Section 12.3, as such may be amended from time to time, and be approved by the WMD prior to such termination, dissolution, or liquidation.

**ARTICLE XII - BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles. The Bylaws for the Association will be recorded in the Public Records as originally enacted by Declarant, and as thereafter amended from time to time in accordance with the provisions for amendment set forth therein.

**ARTICLE XIII - AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendment of these Articles requires the approval of at least two-thirds (2/3) of the membership votes. Notwithstanding the foregoing; (a) for so long as the Declarant has the right to appoint the entire Board of Directors of the Association, the Declarant or its successor or assignee shall be permitted to unilaterally amend these Articles; and (b) for so long as Declarant owns any portion of the Property, no amendment of these Articles shall 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 Declarant, unless the Declarant joins in the execution of the amendment; and (c) for so long as SK MANDARIN, LLC owns any portion of the Property, no amendment of these Articles shall make any changes which would in any way adversely affect SK MANDARIN, LLC, without the prior written consent of SK MANDARIN, LLC.

Such amendments shall be subject to the prior approval required by any appropriate governmental agency. Notwithstanding anything to the contrary herein contained, amendments for correction of scrivener's errors may be made by the Board of Directors of the Association alone without the need of consent of any other person. Notwithstanding the foregoing, matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such Declaration. Additionally, the provisions which are governed by the By-laws of this Association may not be amended except as provided in the Bylaws.

Any amendment to these Articles that would alter the Surface Water Management System Facilities, conservation areas or any water management areas of the Common Areas (if any) must

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have the prior approval of the WMD. Any such proposed amendments must be submitted to the WMD for a determination of whether the amendment necessitates a modification to the WMD Permit. If the proposed amendment necessitates a modification to the WMD Permit, the modification to the WMD Permit must be approved by the WMD prior to the amendment to these Articles.

#### ARTICLE XIV- INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. **Indemnity.** The Association shall indemnify any Officer, Director, or Committee Member 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/she is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he/she 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/she had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. 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, of itself, create a presumption that the person failed to act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee Members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

Section 2. **Defense.** To the extent that a Director, Officer, or Committee Member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 above, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him/her in connection therewith.

Section 3. **Advances.** Reasonable 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 receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Association as authorized by this Article XIV.

Section 4. **Miscellaneous.** The indemnification provided by this Article XIV 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, Officer, or Committee Member and shall inure to the benefit of the heirs and personal representatives of such person.

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Section 5. **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee, or agent of the Association, or a Director, 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, or arising out of his status as such, whether or not the Association would have the duty to indemnify him against such liability under the provisions of this Article.

#### ARTICLE XV- DISSOLUTION

The Association may be dissolved if three-fourths (3/4) of the votes cast at a duly held meeting of the Members of the Association vote in favor of dissolution, if permitted by the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose.

#### ARTICLE XVI- INCORPORATOR

The name and address of the Incorporator is:

Name: SK MANDARIN, LLC  
Address: 150 NE 1st Street  
Delray Beach, Florida 33444

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*[signatures on the following pages]*

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8<sup>th</sup> day of May, 2023.

SK MANDARIN, LLC, a Delaware limited liability company

By: Name: James P. HarveyIts: Authorized Signatory

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 8<sup>th</sup> day of May, 2023 by James P. Harvey as Authorized Signatory of SK MANDARIN, LLC, on behalf of the company, who is ☒ personally known to me or he [ ] produced \_\_\_\_\_ as identification.

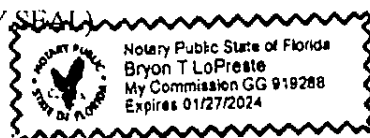
  
Notary Public SignatureBryon T. LoPreste

Notary Name [Printed/Typed/Handwritten]

State of Florida

Commission Expires: 01/27/2024

(NOTARY SEAL)

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**REGISTERED AGENT**

The undersigned hereby accepts appointment as Registered Agent of Mandarin Grove of Manatee Community Association, Inc., a Florida corporation not-for-profit this 8th day of May, 2023.

SK MANDARIN, LLC, a Delaware limited liability company

By: Name: James P. HarveyIts: Authorized Signatory**FILED****2023 MAY -9 PM 11:48****CLERK OF STATE  
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