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FLORIDA PROFIT/NON PROFIT CORPORATION TERRENO/VALENCIA RECREATION ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
FOR
TERRENO/VALENCIA RECREATION ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
TERRENO/VALENCIA RECREATION ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act.

ARTICLE I

NAME: The name of the corporation, herein called the "Recreation Association", is Terreno/Valencia Recreation Association, Inc., and its address is c/o Pulte Home Company, LLC ("Pulte"), 24311 Walden Center Drive, Suite 300, Bonita Springs, FL 34134.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Recreation Association is organized is to provide an entity pursuant to Chapter 617, Florida Statutes to perform the Recreation Association's obligations under the Declaration of Covenants for Terreno/Valencia Recreation Association, Inc. ("Declaration"). The Recreation Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Recreation Association shall be distributed or inure to the private benefit of any Member, Director or officer. For the accomplishment of its purposes, the Recreation Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida. All funds and the title to all property acquired by the Recreation Association shall be held for the benefit of its Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws ("Governing Documents"). In the event of termination, dissolution or final liquidation of the Recreation Association, the Recreation Association's obligations pursuant to the Declaration and any other any agreement or easement which imposes obligations on the Recreation Association, shall be transferred to and accepted by a similar non-profit organization or entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation.

ARTICLE III

MEMBERSHIP: The initial Member of the Recreation Association is Terreno Homeowners Association, Inc. Valencia Golf and Country Club Homeowners Association, Inc. shall become a Member of the Recreation Association at such time as it executes and delivers to Pulte a Consent and Joinder to the Declaration ("Consent and Joinder"), which shall be recorded in the Public Records of Collier County, Florida.

ARTICLE IV

TERM: The term of the Recreation Association shall be perpetual.

ARTICLE V

BYLAWS: The Recreation Association's Bylaws may be altered, amended, or rescinded in the manner provided therein.

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ARTICLE VI

DIRECTORS AND OFFICERS:

(A) The affairs of the Recreation Association shall be administered by the Recreation Association Board of Directors, initially consisting of three Directors. Each Director shall have one vote.

(B) Initially, the board of directors of Terreno HOA shall appoint 3 Directors. Upon execution and delivery of the Consent and Joinder, one of the Directors on the Recreation Association Board of Directors appointed by the board of directors of Terreno HOA shall resign and the board of directors of Valencia HOA shall appoint 2 Directors to serve on the Recreation Association Board of Directors. From that date forward, the Recreation Association Board of Directors shall consist of 4 Directors, 2 of whom shall be appointed by the board of directors of Terreno HOA and 2 of whom shall be appointed by the board of directors of Valencia HOA. The board of directors of Terreno HOA shall have the authority to remove directors it appoints and the board of directors of Valencia HOA shall have the authority to remove the director it appoints.

(C) The business of the Recreation Association shall be conducted by the officers designated in the Recreation Association's Bylaws. The officers shall be elected each year by the Recreation Association Board of Directors at its annual meeting or subsequent meeting. The initial Directors are as follows:

Scott Brooks
c/o Pulte Home Company, LLC
24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

Kimberly Morton
c/o Pulte Home Company, LLC
24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

Drew Reiser
c/o Pulte Home Company, LLC
24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

The initial Officers are as follows: Scott Brooks, President; Kimberly Morton, Vice President; and Drew Reiser, Secretary/Treasurer.

ARTICLE VII

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

(A) The Recreation Association Board of Directors shall have the authority to adopt amendments to these Articles. Notwithstanding the foregoing, at such time as Valencia HOA executes and delivers the Consent and Joinder to Pulte, 4 Directors must unanimously approve any amendment to these Articles that alters any of the following: (i) that each Director has one vote; (ii) that the Recreation Association Board of Directors shall consist of 4 Directors; and (iii) that Terreno HOA and Valencia HOA

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each have the authority to appoint 2 Directors to the Recreation Association Board of Directors and replace their respective appointees. No amendment to these Articles shall be adopted that alters the quorum requirement set forth in the Bylaws.

(B) An amendment shall become effective upon filing Articles of Amendment with the Florida Department of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required for the execution of a deed.

ARTICLE XIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Recreation Association shall indemnify and hold harmless every Director and every officer of the Recreation Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Recreation Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

(A) Willful misconduct or a conscious disregard for the best interests of the Recreation Association, in a proceeding by or in the right of the Recreation Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

(C) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Recreation Association Board of Directors approves such settlement as being in the best interest of the Recreation Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights which a Director or officer may be entitled.

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ARTICLE IX

INCORPORATOR: The name and address of the Incorporator is as follows:

Scott Brooks
c/o Pulte Home Company, LLC
24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

ARTICLE XI


REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Scott Brooks
c/o Pulte Home Company, LLC
24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134

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IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation not for profit to do business in the State of Florida, under the laws of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 2 day of MAY, 2023.


Scott Brooks, Incorporator


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1 The name of the corporation is:


Terreno/Valencia Recreation Association, Inc.
- 2. The name and address of the registered agent and office is:

Scott Brooks
c/o Pulte Home Company, LLC
24311 Walden Center Drive, Suite 300
Bonita Springs, FL 34134


Scott Brooks, Secretary
DATE: 5-2-2023

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Scott Brooks
DATE: 5-2-2023