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FLORIDA PROFIT/NON PROFIT CORPORATION

Freedom Road Kissimmee Townhomes Homeowners' Association, Inc.

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**ARTICLES OF INCORPORATION
FOR
FREEDOM ROAD KISSIMMEE TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.
(a corporation not-for-profit)**

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, and Chapter 720, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I – NAME

The name of the corporation shall be the Freedom Road Kissimmee Townhomes Homeowners' Association, Inc., a Florida corporation not-for-profit (the "**Association**").

ARTICLE II – DEFINITIONS

Each capitalized term used herein, except as otherwise defined herein, is defined in the Declaration of Covenants, Conditions and Restrictions of Freedom Road Kissimmee Townhomes (the "**Declaration**") recorded, or to be recorded, among the Public Records of Osceola County, Florida by MCV VII SFR KISSIMMEE LLC, a Delaware limited liability company (the "**Declarant**") and shall have the same meaning or definition used herein as the 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 corporation shall be 225 E. Robinson Street, Suite 515, Orlando, Florida 32801.

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 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

Section 1. To promote the health, safety and social welfare of the Lot Owners within the Community as described in the Declaration.

Section 2. To own and maintain, repair and replace the property owned by the Association and the Common Areas and other items, including landscaping, and other improvements in and/or benefiting said Association and Common Areas, for which the obligation to maintain and repair has been delegated.

Section 3. To perform any obligations related to the Surface Water Management System(s) which are specifically delegated or assigned to the Association consistent with the requirements of the rules of, and any applicable permit of, the South Florida Water Management District.

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Section 4. To operate without profit for the benefit of its Members.

Section 5. To perform those functions granted to or reserved by the Association in the Declaration.

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.

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

Section 4. To affix Assessments to be levied against Lots within the Property and the costs of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such Assessments.

Section 5. The Association shall levy and collect adequate Assessments against members of the Association for (a) the costs, if any, of any maintenance and operation of the Surface Water Management System, and (b) the costs of performing any other maintenance obligations, operation obligations or other obligations or activities as set forth or permitted in the Declaration.

Section 6. To pay taxes and other charges, if any, on or against the Common Area and the personal property owned by the Association.

Section 7. To have all express powers conferred upon the Association by the Declaration, Chapter 617 and Chapter 720, Florida Statutes, except as prohibited hereafter.

Section 8. To engage in activities which will actively foster, promote, protect 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 9. To own, convey, buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, maintain and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein of

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the Association for purposes of advancing the common interests of all Owners of any portion of the Property.

Section 10. To borrow money for any purpose subject to all limitations in the Declaration or Bylaws.

Section 11. To sue and be sued.

Section 12. 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 13. To operate and maintain the Surface Water or Storm Water Management System, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains compensation areas, wetlands and any associated buffers and wetland mitigation areas, preserve areas and conservation easements, as applicable and required by any South Florida Water Management District permit, and to contract for services to provide for such operation and maintenance.

Section 14. To contract for services for the operation, maintenance, and management of Common Areas and all other property dedicated to or maintained by the Association.

Section 15. To mortgage or convey Common Area with the affirmative vote of at least two-thirds of the Class A Membership.

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 to the terms and conditions of the Declaration. Membership shall be appurtenant to the Lot and may not be separated from ownership of any Lot which is subject to Assessment.

Section 2. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant during the period of time the Declarant is the Class B Member as provided below, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

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Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to three (3) votes for each of the Class A Member votes until the termination of the Class B Membership in accordance with the Bylaws.

ARTICLE VIII – DIRECTORS

Section 1. The Board of Directors of the Association shall initially be comprised of three (3) directors (and not more than three (3) Directors prior to Declarant's turnover of control of the Association to the Members). The members of the Board of Directors (each a "Director") and their street addresses are:

Ryan Kahn	225 E. Robinson Street, Suite 515, Orlando, Florida 32801
Amy Horn	225 E. Robinson Street, Suite 515, Orlando, Florida 32801
Nikki Wright	225 E. Robinson Street, Suite 515, Orlando, Florida 32801

As long as Declarant or its designated successor or assigns shall have the right to appoint or elect any Director, Directors 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.

Section 2. 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 shall hold office until 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.

ARTICLE IX – OFFICERS

The officers of the Association (each an "Officer") 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 (2) or more offices may be held by the same person except the offices of President and Secretary. Officers need not be Members of the Association and

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need not be residents of the State of Florida. 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 until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President:	Ryan Kahn
Vice President	Amy Horn
Secretary and Treasurer:	Nikki Wright

ARTICLE X – REGISTERED AGENT, MAILING ADDRESS AND STREET ADDRESS

The street and mailing address of the Association's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial Registered Agent at such address is C T Corporation System.

ARTICLE XI - CORPORATE EXISTENCE

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence. In the event of termination, dissolution or final liquidation of the Association, the control or right of access to the property containing the Surface Water Management System shall be conveyed or dedicated to an appropriate governmental unit or public unit (determined to be acceptable by the South Florida Water Management District) and if not accepted, then the Surface Water Management System shall be conveyed to a non-profit corporation similar to the Association (or an entity which would comply with Section 62-330.310, F.A.C., and be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation).

ARTICLE XII – BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

ARTICLE XIII - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Section 1. So long as there is a Class B Membership, Declarant reserves the right to amend these Articles without the consent of the Lot Owners; provided, however, that the Declarant will not amend Article VIII, Section 1 hereof to provide for more than three (3) Directors prior to the Declarant's turnover of control of the Association to Members other than Declarant. Such amendments shall not require the consent of the Institutional First Mortgagees and shall become effective when executed by Declarant and recorded in the Public Records of the County, Florida. After the Class B Membership terminates and except for those terms which

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specify a required vote for amendment, all other terms of these Articles may be amended by consent of not less than two-thirds vote of the Members present at a duly noticed meeting called for the purpose of voting on the amendment at which a quorum has been attained. In the event a meeting called for the purpose of amendments hereto does not attain the required quorum, such meeting shall be adjourned and noticed to be reconvened in not more than thirty (30) days. If the Association is still not able to attain a quorum at the second duly noticed meeting, the Association may again adjourn the meeting and notice the meeting again to be reconvened within thirty (30) days, provided at the third meeting, the quorum requirement shall be reduced by one-half, to fifteen percent (15%) of the Members. The amendment may then be approved by two-thirds of the votes of the Members present at the meeting with the reduced quorum requirement. If the quorum is attained at the third noticed meeting and the amendment is not approved at such meeting or the quorum is not attained, the amendment may not be brought before the membership again for at least ninety (90) days. 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 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.

Section 2. 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 Bylaws of this Association may not be amended except as provided in the Bylaws.

Section 3. Any amendment to these Articles that would alter provisions related to the Surface Water Management System, conservation areas or any water management areas of the Common Areas must have the prior approval of the SFWMD. Any such proposed amendment must be submitted to the SFWMD for a determination of whether the amendment necessitates a modification to the Permit. If the proposed amendment necessitates a modification of the Permit, the modification to the Permit must be approved by the SFWMD prior to the amendment to these Articles.

ARTICLE XIV – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability

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or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Section 2. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

Section 3. The foregoing rights of indemnification shall not be deemed to in any way the powers of the Association to indemnify under applicable law.

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ARTICLE XV – TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Section 1. With the exception of Directors and Officers appointed by the Class B Member, any financial or familial interest of an Officer or Director in any contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its directors or officers are Directors or Officers of the Association, or have a financial interest, shall be disclosed, and further shall not be voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Section 2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction but must abstain from voting on the issue.

ARTICLE XVI – 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 purposes.

ARTICLE XVII – CONFLICTS

In the event of conflicts between the Declaration, Articles and Bylaws, the Declaration controls over these Articles and these Articles control over the Bylaws.

ARTICLE XVIII – INCORPORATOR

Name: MCV VII SFR KISSIMMEE LLC, a Delaware Limited liability company
 Address: 225 E. Robinson Street, Suite 515
 Orlando, Florida 32801

[SIGNATURES APPEAR ON FOLLOWING PAGES]

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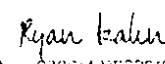
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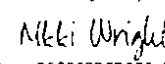
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of July, 2023.

ASSOCIATION:

FREEDOM ROAD KISSIMMEE TOWNHOMES
HOMEOWNERS' ASSOCIATION, INC.

By: 
Ryan Kahn, President

ATTESTED TO BY:

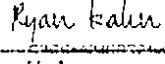
By: 
Nikki Wright, Secretary

DECLARANT/INCORPORATOR:

MCV VII SFR KISSIMMEE LLC,
a Delaware limited liability company

By: Mill Creek Vehicle VII SFR LLC,
a Delaware limited liability company,
its Managing Member

By: MCRT Vehicle VII Manager LLC,
a Delaware limited liability company,
its Managing Member

By: 
Ryan Kahn,
Regional Vice President
Land Acquisition

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REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Freedom Road Kissimmee Townhomes Homeowners' Association, Inc. this 27th day of July, 2023.

C T Corporation System

By: *Theresa Buck*
Name: Theresa Buck
Title: Assistant Secretary

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