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FLORIDA PROFIT/NON PROFIT CORPORATION
GRAY HAWK II HOMEOWNER'S ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION OF
GRAY HAWK II HOMEOWNER'S ASSOCIATION, INC.**

In accordance with Chapter 617, F.S., effective as of this 9th day of August, 2023, the undersigned ("Developer") hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation (these "Articles" or "Articles of Incorporation") for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I - NAME. The name of this corporation is **GRAY HAWK II HOMEOWNER'S ASSOCIATION, INC.** For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Association."

ARTICLE II - DURATION. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE III - PURPOSE AND POWERS OF THE ASSOCIATION. The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, the Declaration of Covenants, Conditions, Easements and Restrictions for Gray Hawk II (the "Declaration") recorded or to be recorded in the Public Records of Volusia County, Florida. Capitalized terms used herein without definition shall have the same meanings given to such terms in the Declaration. The Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the laws of the State of Florida, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws of the Association, the Declaration or the Association Act. The Association shall have the power and obligation to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation and the Bylaws of the Association, including, but not limited to, (1) the ownership and maintenance of all Common Property, (2) the levy and collection of Assessments, charges and fines against Members of the Association and their respective Property, and (3) to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association as specified in the Declaration. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and the means of revocation. The Association is not formed for pecuniary profit and the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, Directors or Officers (as that term is defined in the Bylaws).

Not to limit the generality of the foregoing: The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system. 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.

ARTICLE IV - PRINCIPAL OFFICE. The initial principal office and mailing address for the Association shall be 711 N. Orlando Ave., Ste. 302, Maitland, Florida 32751. The Association may change its principal office from time to time. The Developer is the incorporator and has a mailing address of 711 N. Orlando, Ave., Ste. 302, Maitland, Florida 32751.

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ARTICLE V - REGISTERED OFFICE AND AGENT. Greenspoon Marder LLP, whose address is 201 E. Pine Street, Suite 500, Orlando, Florida 32801, is the current registered agent of the Association and the registered office shall be at said address.

ARTICLE VI - DISSOLUTION OF THE ASSOCIATION. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following matter: Conveyance to a not for profit corporation homeowners' association similar to the Association or dedication to any applicable municipal or other governmental authority determined by the Board to be appropriate for such dedication, which authority is willing to accept such dedication of all property and responsibilities of the Association, which association or governmental authority shall then be responsible for the operation and maintenance thereof.

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 must be transferred to and accepted by an entity which would comply with Section 62-330, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VII - MEMBERSHIP. Every person or entity which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Declaration, these Articles of Incorporation, the Bylaws of the Association, any Rules and Regulations, the Florida Not For Profit Corporation Act and the provisions of the Association Act.

ARTICLE VIII - VOTING RIGHTS.

8.1 The Association shall have two classes of voting membership as provided in the Declaration, which shall have such voting rights as set forth in the Declaration.

8.2 A Member's right to vote shall vest immediately upon such Member's qualification for membership as provided in the Declaration and these Articles of Incorporation. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in the Declaration, these Articles of Incorporation, and the Bylaws.

8.3 Unless elsewhere specifically provided to the contrary in the Declaration or these Articles of Incorporation, any provision of the Declaration, these Articles of Incorporation or the Bylaws which requires the vote or approval of a majority or other specified fraction or percentage of the total voting interests of the Association, shall be deemed satisfied by either of the following:

A. The vote in person or by proxy of the majority or other specified fraction or percentage of the total voting interests of the Association at a meeting duly called and noticed pursuant to the provisions of the Bylaws dealing with annual or special meetings of the Members of the Association.

B. Written consents signed by the majority or other specified fraction or percentage of the total voting interests of the Association.

8.4 Except as provided otherwise in the Declaration or these Articles of Incorporation, a quorum at meetings shall consist of thirty percent (30%) of the total voting interests in the Association, whether represented in person or by proxy. Subject to any contrary provision or requirement contained in the Declaration, if a quorum is present, the affirmative vote of a majority of voting interests represented at a meeting and entitled to vote on the subject matter shall constitute the acts of the Members, except when

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approval by a greater vote is required by the Declaration, the Articles of Incorporation, these Bylaws, or by Florida law. When a specified item of business is required to be voted upon by a particular class of Members, a majority of the voting interests of such class of Members shall constitute a quorum for the transaction of such item of business by that class, unless provided to the contrary in the Articles of Incorporation, in the Declaration, or otherwise required by Florida law. After a quorum has been established at a meeting, the subsequent withdrawal of a Member so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting of any adjournment thereof.

ARTICLE IX - BOARD OF DIRECTORS. The affairs of the Association shall be managed by a Board of Directors who shall be appointed or elected pursuant to the provisions of the Declaration and the Bylaws. The number of Directors constituting the Board of Directors shall be three (3). The names and addresses of the persons who are to act in the capacity of Directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Cristian Moreno	2600 Maitland Center Parkway, Suite 130 Maitland, FL 32751
Steven Hiss	711 N. Orlando Ave., Ste. 302 Maitland, Florida 32751
Benjamin Lobo	2600 Maitland Center Parkway, Suite 130 Maitland, FL 32751

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ARTICLE X - OFFICERS. The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the persons who are to act in the capacity of Officers until the appointment/election and qualification of their successors are:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Benjamin Lobo	President	2600 Maitland Center Parkway, Suite 130 Maitland, FL 32751
Cristian Moreno	Secretary	2600 Maitland Center Park way, Suite 130 Maitland, FL 32751
Steven Hiss	Treasurer, Vice Secretary	711 N. Orlando Ave., Ste. 302 Maitland, Florida 32751

ARTICLE XI - AMENDMENT. These Articles of Incorporation may be changed, amended or modified at any time and from time to time, by the Members or the Developer, if applicable, in the same manner (and subject to the same restrictions) as the Members and the Developer may change, amend or modify the Declaration, as set forth in the Declaration.

ARTICLE XII - INDEMNIFICATION.

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12.1 Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, of any appeal from such proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or Officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he or she so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. 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.

12.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by a majority of the Directors upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that he or she is not to be indemnified by the Association as authorized by these Articles of Incorporation.

12.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, against any liability asserted against him or her and incurred by him or herein any such capacity, or arising out of his or her status as such whether or not the Association would have the power to indemnify him or her against such liability under the provisions of these Articles of Incorporation.

ARTICLE XIII - BYLAWS. The Bylaws of the Association may be altered, amended or rescinded in the manner provided in the Bylaws.

ARTICLE XIV - NON-STOCK CORPORATION. The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

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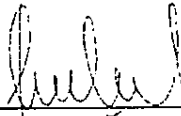
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IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation as Incorporator and Developer on the date set forth below.

WITNESSES:

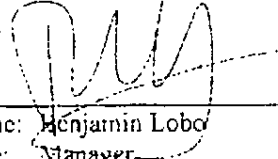
GRAY HAWK CFB HOMES, LLC.
a Florida limited liability company

FFB PROPERTY LLC,
a Florida limited liability company, its Manager



Print Name: Felipe Lobo

Print Name: Rodr Jimenez

By: 


Name: Benjamin Lobo
Title: Manager

STATE OF FLORIDA
COUNTY OF Volusia

I HEREBY CERTIFY that the foregoing instrument was executed before me by means of ☒ physical presence or ☐ online notarization, this 19 day of August, 2023 by Benjamin Lobo, as Manager of FFB PROPERTY LLC, a Florida limited liability company, as Manager of GRAY HAWK CFB HOMES, LLC,, a Florida limited liability company, on behalf of said company, to me well known to be the person described in and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same on behalf of the company.



(NOTARIAL SEAL)



Notary Public, State of Florida
My commission expires: 7/19/2027

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CERTIFICATE OF 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: GRAY HAWK II HOMEOWNER'S ASSOCIATION, INC.
2. The name and address of the initial registered agent and office is:

GREENSPOON MARDER, LLP
201 E. Pine Street, Suite 500
Orlando, Florida 32801
Attn: Michael G. Candiotti

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT ON THIS CAPACITY. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

GREENSPOON MARDER, LLP

By: 
Name: Michael Candiotti
Title: Partner

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