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**FLORIDA PROFIT/NON PROFIT CORPORATION
EDGEWATER AT CROSS PRAIRIE HOMEOWNERS ASSOS INC**

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**ARTICLES OF INCORPORATION
OF
EDGEWATER AT CROSS PRAIRIE HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation Not for Profit)**

In order to form a corporation not for profit under and in accordance with the provisions of the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes) (the "**Act**"), the undersigned hereby incorporates this corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Articles of Incorporation, certifies as follows:

ARTICLE I.
NAME

The name of the corporation shall be EDGEWATER AT CROSS PRAIRIE HOMEOWNERS ASSOCIATION, INC. (the "**Association**"). For convenience, these Articles of Incorporation shall be referred to as the "**Articles**" and the Bylaws of the Association as the "**Bylaws**". The other terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Conditions, and Restrictions for Edgewater at Cross Prairie ("**Declaration**"), to be recorded in the Public Records of Osceola County, Florida (the "**County**") unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE II.
PRINCIPAL OFFICE

The principal office and mailing address of the Association shall be at Edgewater at Cross Prairie Homeowners Association, Inc., c/o Lennar Homes, LLC, 6675 Westwood Blvd. 5th Floor, Orlando, FL 32821, or such other address as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be designated by the Board of Directors.

ARTICLE III.
PURPOSE OF ASSOCIATION

The purpose for which this Association is organized is to own, operate, manage, maintain, repair, replace, insure, protect, and improve the Common Areas of Edgewater at Cross Prairie, as described in and in accordance with the Association Documents and all other lawful purposes.

ARTICLE IV.
POWERS

The Association shall have the following powers which shall be governed by the following provisions:

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- 4.1. Powers. The Association shall have all the common law and statutory powers of a Florida not for profit corporation, which are not in conflict with the terms of the Association Documents or the Act. The Association shall also have all the powers granted or to be granted to the Association in the Association Documents.
- 4.2. Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provision of the Declaration, these Articles, and the Bylaws.
- 4.3. Distribution of Income. The Association shall not pay dividends to its Members and shall make no distribution of income to its Members, Directors, or officers unless otherwise authorized by the Act or the Declaration.
- 4.4. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws, and the Act, provided that in the event of a conflict, the provisions of the Act shall control over those of the Declaration, these Articles, and the Bylaws.

ARTICLE V.
MEMBERSHIP AND VOTING

- 5.1. Membership. Every Owner of a Lot which is subject to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.
- 5.2. Voting. The voting interests for each Lot are set forth in the Declaration and the Bylaws. All votes shall be exercised or cast in the manner provided by the Edgewater Prairie Declaration and the Bylaws. Any person or entity owning more than one Lot shall be entitled to cast the aggregate number of votes attributable to all Lots owned.

ARTICLE VI.
BOARD OF DIRECTORS

- 6.1. Board. The property, business, and affairs of the Association shall be managed by a Board consisting of the number of directors determined in the manner provided by the Bylaws, but which shall consist of not less than three (3) Directors.
- 6.2. Duties and Powers. All of the duties and powers of the Association existing at law or under the Act, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by the Members when such approval is specifically required.
- 6.3. Term of Declarant's Directors. The Declarant of Edgewater at Cross Prairie shall appoint the members of the initial Board of Directors and their replacements who shall hold office for the periods described in the Bylaws. The names and addresses of the persons designated to serve as the initial Board of Directors are as follows:

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NAME	ADDRESS
Michell Barr	c/o Lennar Homes, LLC, 6675 Westwood Blvd. 5th Floor, Orlando, FL 32821
Lisa Krivan	c/o Lennar Homes, LLC, 6675 Westwood Blvd. 5th Floor, Orlando, FL 32821
Lane Register	c/o Lennar Homes, LLC, 6675 Westwood Blvd. 5th Floor, Orlando, FL 32821

- 6.4. Election; Removal. Directors of the Association shall be elected in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.
- 6.5. Standards. A director shall discharge his or her duties as a director, including any duties as a member of a committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his or her duties, may rely on information, opinions, reports, or statements, including financial statements and other data, if prepared or presented by (a) one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the matters presented, (b) legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence, or (c) a committee if the Director reasonably believes the committee merits confidence. A Director is not liable for any action taken as a director, or any failure to take action, if he or she performed the duties of the office in compliance with the foregoing standards.

ARTICLE VII. OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association in the manner provided in the Bylaws and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal of officers from office, for filling vacancies, and for the duties and qualifications of the officers.

ARTICLE VIII. INITIAL OFFICERS.

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	Michelle Barr
Vice President	Lisa Krivan

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Secretary/Treasurer Lane Register

ARTICLE IX.
DISSOLUTION

The Association may be dissolved only upon (a) a resolution duly adopted by the Board of Directors, (b) the affirmative vote of the Voting Members having not less than two-thirds (2/3) of the total Voting Interests, and (c) so long as Declarant or any of Declarant's affiliates owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration, the consent of the Declarant, for so long as Declarant owns any portion of Edgewater at Cross Prairie.

ARTICLE X.
DURATION

The Association shall have perpetual existence.

ARTICLE XI.
INCORPORATOR

The name and address of the incorporator of these Articles are as follows: Dana Goldman, Dana Goldman, P.A. at 308 Poinciana Island Drive, #710, Sunny Isles Beach, FL 33160.

ARTICLE XII.
AMENDMENTS

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

- 12.1. **Notice.** Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in the Bylaws. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 12.2. **Pre-Declaration Amendments.** Prior to the recording of the Declaration in the Public Records of the County, these Articles may be amended by an instrument approved by the Board of Directors and signed by the President or Vice President and the Secretary and filed in the Office of the Secretary of State of the State of Florida.
- 12.3. **Post-Declaration Amendments.** After the recording of the Declaration in the Public Records of the County, these Articles may be amended as provided in the Declaration.
- 12.4. **Limitation.** No amendment to these Articles shall be permitted that changes the rights, privileges, and obligations of the Declarant or any of the Declarant's affiliates without the prior written consent of the Declarant. No amendment to this Section 12.4 shall be effective.
- 12.5. **Filing and Recording Requirements.** The instrument amending these Articles shall identify the particular Articles being amended, give the exact language of such

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amendment, and give the date of adoption of the amendment by the Board of Directors or Voting Members, as applicable. A copy of each amendment shall be filed with and certified by the Secretary of State of the State of Florida and recorded in the Public Records as an amendment to the Association Documents, if the amendment occurs prior to the recording of the Association Documents, a certified copy of each such amendment together with a certified copy of these Articles shall be attached as an exhibit to the Declaration to be recorded.

ARTICLE XIII. BYLAWS

The initial Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

ARTICLE XIV. INDEMNIFICATION

- 14.1. Indemnity. The Association shall defend, indemnify and hold harmless 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, employee, officer, or agent of the Association, against all loss, damage, claims, liability, cost, and expense reasonably incurred by such person, including reasonable attorneys' fees at the trial and appellate levels, if he or she acted in good faith and in a manner he or 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, has no reasonable cause to believe his or her conduct was unlawful.
- 14.2. Limitations on Indemnification. Notwithstanding the foregoing, no indemnification shall be made with respect to any claim, issue, or matter as to which such person shall be finally adjudged in such action, suit, or proceedings to be liable for or guilty of gross negligence or willful misconduct in the performance of his or her duties to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon adjudication that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- 14.3. Effect of Termination of Action. 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 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 interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- 14.4. Expenses. To the extent that a director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 14.1 above, or in defense of any claim, issue, or matter therein, the person shall be indemnified against expenses (including attorneys' fees and paraprofessional fees at trial and upon appeal) actually and reasonably incurred by him or her in connection therewith.

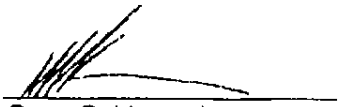
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- 14.5. Approval. Any indemnification under Section 14.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Section 14.1 above. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceedings or (b) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs by independent legal counsel in a written opinion, or by majority of the Voting Interests of the Owners.
- 14.6. Advances. 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 proceedings as authorized by the Board in any specific case upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such amount until such time it shall ultimately be determined that he or she was not entitled to be indemnified by the Association as authorized in this Article XIV.
- 14.7. 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 the Bylaws, agreement, vote of the Owners, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

ARTICLE XV.
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent of the Association shall be CT Corporation System, and the street address of the initial registered office of the Association is Edgewater a Cross Prairie Homeowners Association, Inc., c/a CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed her signature, this 27th day of August 2023.


Dana Goldman, Incorporator

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process and serve as registered agent Edgewater at Cross Prairie Homeowners Association, Inc. at the place designated in this Certificate, the undersigned hereby accepts the designation of Registered Agent of the Association, hereby agrees to act in this capacity and is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

CT CORPORATION SYSTEM

By: Sandra Zwiack
Title: Sandra Zwiack
Print Name: Assistant Secretary

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