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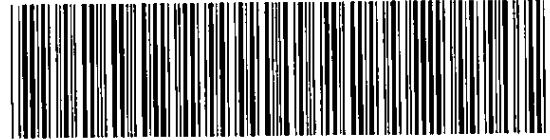
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PROSPERA PROPERTY OWNERS

ASSOCIATION, INC.

Please Debit FCA000000003 For: 78.75

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Signature

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- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
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- ☐ Fictitious Owner Search
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**ARTICLES OF INCORPORATION
OF
PROSPERA PROPERTY OWNERS ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned Incorporators have executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is **PROSPERA PROPERTY OWNERS ASSOCIATION, INC.** (hereinafter called the "Association.").

**ARTICLE II
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal place of business and the mailing address of the Association is 125 South Congress St., Suite 1308, Jackson, Mississippi 39201.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 255 Magnolia Avenue, Southwest, Winter Haven, Florida 33880, and the name of the initial registered agent to accept service of process within the State of Florida is MARK G. TURNER.

**ARTICLE IV
DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Covenants, Conditions and Restrictions of PROSPERA recorded or to be recorded in the Public Records of Polk County, Florida, as it may from time to time be amended (hereinafter called the "Declaration").

**ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION**

Section I. The Association shall have the following powers:

- (a) All of the powers and privileges granted to corporations not-for-profit

under the law pursuant to which this Association is chartered, and all of the powers and privileges which may be granted unto said Association or exercised by it under any other applicable laws of the State of Florida.

(b) All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

(i) To make and establish reasonable rules and regulations governing the use of the Lots, Common Areas of common responsibility in accordance with the terms as may be defined in the Declaration.

(ii) To exercise architectural control and approval of any proposed Improvements to be made to any Lots within the Property.

(iii) To levy and collect assessments against Members of the Association to defray the Common Expenses of the maintenance and operation of the Common Areas of common responsibility as may be provided in the Declaration and in the Bylaws of this Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and maintenance of the Common Areas and in accomplishing the purposes set forth in the Declaration.

(iv) To maintain, repair, replace, operate and manage the Common Areas of PROSPERA and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of said property.

(v) To enforce the provisions of the Declaration and these Articles, the Bylaws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the Common Areas as the same may be hereafter established.

(vi) Subject to the limitations set forth in Section 720.31, Florida Statutes, as amended from time to time, to now or hereafter acquire and enter into leases and agreements of every nature, whereby the Association acquires leaseholds, memberships and other possessory or use interests in land or facilities, including recreational facilities, whether or not contiguous to lands of PROSPERA, to provide enjoyment, recreation, or other use of benefit to the owners of the Property within PROSPERA, all as may be deemed by the Board of Directors to be in the best interests of the Association.

vii To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.

(viii) To operate, maintain, repair and manage the Surface Water Management System in a manner consistent with the Permit requirements and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein.

(ix) To levy and collect adequate assessments against Members of the Association for the costs of operation, maintenance and repair of the Surface Water Management System, including but not limited to, work within retention areas, drainage structures and drainage easements.

(x) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(xi) To dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by the representatives of two-thirds (2/3rds) of each class of Members, agreeing to such dedication, sale or transfer; provided, however, that there shall be no requirement of participation by or agreement of the Members in the event the dedication, sale or transfer is incidental to a replatting of any portion of the Common Property.

(xii) To participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional residential property and Common Property.

(xiii) To sue and be sued in a court of law.

(xiv) The Association shall, subject to the terms and provisions of this Declaration, have sole and exclusive jurisdiction over and responsibility for the administration, monitoring, management, regulation, care, maintenance, repair, restoration, replacement, improvement, preservation and protection of the Surface Water Management System. Accordingly, each property owner ("Owner"), by acceptance of a deed to their Lot, shall be deemed to have agreed that Developer, the City and County, nor any other governmental agency shall have any liability or responsibility whatsoever (whether financial or otherwise) with respect to the Surface Water Management System and each Owner shall be deemed to have agreed to look solely and exclusively to the Association with respect to any such liability or responsibility. The Association shall exist in perpetuity. However, should the Association dissolve, the Surface Water Management System shall be transferred to and maintained by one of the entities set forth below, which shall be operated and maintained in compliance with the requirements of Section 373.416(2), F.A.C. and Chapter 62-330, F.A.C.: i) local government units,

including counties and municipalities, Municipal Service Taxing Units, or Special Taxing Units; ii) water control districts created pursuant to Chapter 298, Florida Statutes, drainage districts created by special act, special districts defined in Chapter 189, Florida Statutes, Community Development Districts created pursuant to Chapter 190, Florida Statutes, Special Assessment Districts created pursuant to Chapter 170, Florida Statutes, or water management districts created pursuant to Chapter 373, Florida Statutes; iii) State or federal agencies; iv) duly constituted communication, water, sewer, storm water, electrical or other public utilities; v) construction permittees, subject to the restrictions herein; or vi) non-profit corporations, including homeowners' associations, property owners associations', condominium owners' or master associations, subject to the restrictions herein. All of the entities set forth above shall have the powers set forth below.

- a. To own and convey property;
 - b. To operate and perform maintenance of the permitted project and Common Areas as exempted or permitted by the District;
 - c. To establish rules and regulations governing membership or take any other actions necessary for the purposes for which the Association was organized;
 - d. To assess owners for the cost of operating and maintaining the Common Areas, including the Surface Water Management System and enforce the collection of such assessments;
 - e. To sue and be sued;
 - f. To contract for services to provide for the operation and maintenance (if the Association contemplates employing a maintenance company);
 - g. To require all Owners of Property to be members of the Association; and
 - h. To demonstrate that the Property on which the Surface Water Management System is located is owned and otherwise controlled by the Association to the extent necessary to operate and maintain the Surface Water Management System or convey operation and maintenance to another entity described above.
- (xv) To have and to exercise any and all powers, rights and privileges which a corporation organized under the not-for-profit corporation law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VI MEMBERSHIP

Every Owner of a Lot which is subject to assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

Members shall be all Owners and shall have one (1) 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 cast with respect to any Lot.

ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed and administered by a Board of Directors consisting of a minimum of three (3) Members. Initially, the Board shall consist of three (3) members, with the number in subsequent years to be determined by the members of

the Board; provided that there shall always be an odd number of directorships created. The number of directors may be changed by amendment to the Bylaws of the Association. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
EDWIN E. SALLIS	125 SOUTH CONGRESS ST SUITE 1308 JACKSON, MS 39201-3395
ANTHONY FROGAMENI	435 5 TH AVENUE NORTH, SUITE 200 ST. PETERSBURG, FL 33701
SYED AHMED	3754 CREEKSIDE DRIVE SEBRING, FL 33875

Any other provision of this Article VII to the contrary notwithstanding. Owners other than Declarant shall be entitled to elect at least a majority of the members of the Board of Directors not later than three (3) months after i) one hundred percent (100%) of the Lots of PROSPERA that will ultimately be operated by the Association have been conveyed to Owners; and ii) Declarant has no direct or indirect control of the senior housing development to be constructed and operated upon the Property. Until then, Declarant shall be entitled to appoint all members of the Board of Directors. Thereafter, Declarant shall be entitled to elect at least one member of the Board of Directors as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots in all phases of PROSPERA.

After Declarant relinquishes control of the Association, Declarant may exercise the right to vote any Declarant-owned voting interests in the same manner as any other Owner, except for purposes of reacquiring control of the Association or selecting the majority of the Members of the Board of Directors. Interim vacancies in the Board of Directors shall be filled by Declarant until Declarant has no authority to appoint Directors and thereafter by the

majority of the remaining Directors, and any such appointed Director shall serve for the remaining term of his predecessor. After Declarant relinquishes its right to appoint the Board of Directors, the Members shall elect the directors by majority vote, for staggered terms of three (3) years each. To create the staggered terms, one post shall become vacant in one (1) year and a successor director shall be elected. The second post shall be deemed vacant at the end of the second year, and a successor director shall be elected. The third post shall be deemed vacant at the end of the third year, and a successor director shall be elected. All successor directors shall serve for terms of three (3) years each. In the event that the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.

ARTICLE VIII OFFICERS

The day-to-day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association, which may include

a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE:</u>	<u>NAME</u>	<u>ADDRESS</u>
President:	EDWIN E. SALLIS	125 South Congress Street, SE, Suite 1308 Jackson, MS 39201-3395
Secretary/Treasurer:	ANTHONY FROGAMINI	435 5 TH Avenue North, Suite 200 ST. Petersburg, FL 33701

ARTICLE IX DURATION

The Association shall commence to exist upon the filing of these Articles with the Florida Department of State, and the Association shall thereafter exist in perpetuity.

ARTICLE X AMENDMENTS

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

Section 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 Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes. Subject to the terms of Articles XIV, any amendment to these Articles of Incorporation shall require the assent of two thirds (2/3) of the votes of the entire membership without regard to class.

Section 3. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Polk County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded.

Section 4. Limitations. No amendment shall be made that is in conflict with the Declaration.

ARTICLE XI BYLAWS

The 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 XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall defend, indemnify and hold harmless any person of the Association who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association:

(a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section 2. 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, or, with, respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Association.

Section 4. Any indemnification under Section 1 (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 or officer, committee member, employee or agent is proper in

the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) 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, or (b) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority vote of Members of the Association.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees or agents may be entitled under the Association's bylaws, agreement, vote of Members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or position; and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section 8. The Association shall have the power, but shall not be obligated, to

purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of his capacities as described in Section 1, whether or not the Association would have the power to indemnify him or her under this Article.

Section 9. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XIII INCONSISTENCY

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of incorporation, the terms and provisions of the Declaration shall prevail.

ARTICLE XIV REQUIRED APPROVALS

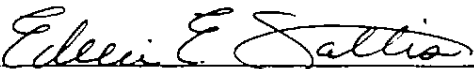
Notwithstanding anything in these Articles to the contrary, as long as there exists a Class "B" membership, if any one or more of HUD, FHA or VA requires approval or consent by it or them to annexation of additional property, any merger or consolidation involving the Association, the placing of any mortgage lien on the Common Property, dedication to the public of any Common Property, any amendment of the Declaration or these Articles, or dissolution of the Association, by any one or more of said agencies as a condition of making, insuring or purchasing loans on Dwellings in the Property, and any such loan has been approved, insured or purchased by the applicable agency at the time of the proposed annexation, merger, consolidation, mortgaging, dedication, amendment or dissolution, then the required consent or approval shall be obtained. In addition, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Master Surface Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE XV
INCORPORATOR**

The name and street address of the sole incorporator to these Articles of Incorporation is as follows:

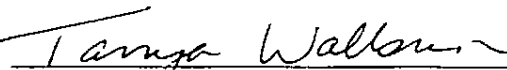
EDWIN E. SALLIS
125 South Congress Street, SE
Suite 1308
Jackson, Mississippi 39201-3395

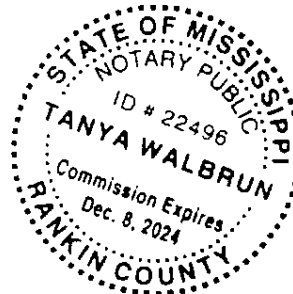
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporators of this Association, has executed these Articles of Incorporation this 5th day of December, 2023.


EDWIN E. SALLIS, Incorporator

STATE OF MISSISSIPPI
COUNTY OF RANKIN

The foregoing instrument was acknowledged before me this 5th day of December, 2023, by EDWIN E. SALLIS, who is personally known to me or who has produced a Mississippi Driver License as identification


Notary Public, State of MISSISSIPPI
My Commission Expires: 12/8/2024



**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

PROSPERA PROPERTY OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, has named MARK G. TURNER, located at 255 Magnolia Avenue, Southwest, Winter Haven, Florida 33880, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.

Registered Agent:



MARK G. TURNER