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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PROSPERA PROPERTY OWNERS ASSOCIATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROSPERA PROPERTY OWNERS ASSOCIATION, INC.
(A Florida Corporation Not For Profit)**

We, the undersigned, being the President and Secretary of the Prospera Property Owners Association, Inc., a not-for-profit Florida corporation ("Association"), in accordance with its Articles of Incorporation do hereby certify:

1. The Association was originally incorporated on December 8, 2023, under Document Number N23000014739, pursuant to Chapter 617 of the laws of the State of Florida.
2. The original Articles of Incorporation of the Association ("Original Articles") were recorded on December 21, 2023 in Official Records Book 12949, Page 1833 of the Public Records of Polk County, Florida.
3. The Original Articles are hereby duly amended and restated in their entirety in accordance with the provisions of Chapter 617, Florida Statutes and Article X, of the Original Articles.
4. These Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the Board of Directors and the affirmative vote of one hundred percent (100%) of the membership of the Association, all acting by unanimous written consent of even date herewith.
5. These Amended and Restated Articles of Incorporation have been duly executed by the President and Secretary of the Association on the dates hereinafter set forth on the execution page.
6. As so adopted, these Amended and Restated Articles of Incorporation replace the Original Articles in their entirety and are substituted therefor.

**ARTICLE I
DEFINITIONS**

Capitalized terms used and not otherwise defined in these Articles shall have the meanings ascribed to such terms in that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions of Prospera ("Declaration") recorded or to be recorded in the Public Records of Polk County, Florida.

**ARTICLE II
NAME**

The name of this corporation shall be the PROSPERA PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation. For convenience, the corporation shall be herein referred

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to as the Association, whose present address is 125 South Congress St., Suite 1308, Jackson, Mississippi 39201.

ARTICLE III PURPOSE

The purpose for which the Association is organized is to take title to, operate, administer and maintain the Association Property, if any, and the Surface Water Management System, if applicable, in accordance with the terms, provisions and conditions contained in the Governing Documents and to carry out the covenants and enforce the provisions relative to the Association as set forth in the Governing Documents and to operate, lease, trade, sell and otherwise deal with the personal and real property of the Association.

ARTICLE IV POWERS

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of the Declaration or Bylaws.

B. The Association shall have all of the powers granted to the Association in the Declaration. All of the provisions of the Declaration and Bylaws are incorporated into these Articles for the purpose of establishing the Association's powers necessary for it to act as contemplated by the Declaration.

C. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

1. To perform any act required or contemplated by it under the Governing Documents;

2. To make, establish, amend abolish (in whole or in part) and enforce reasonable rules and regulations governing the use of the Association Property, if any, and the Surface Water Management System, if applicable, and subject in all instances to the terms and conditions of the Declaration;

3. Subject to the terms of the Declaration, to make, levy and collect Assessments for the purpose of obtaining funds from its Members to pay Common Expenses and other costs defined in the Declaration and costs of collection, and to use and expend the proceeds of such Assessments in the exercise of its powers and duties of the Association;

4. To own, maintain, repair, replace, operate and convey the Association Property, if any, and the Surface Water Management System, if and as applicable, in accordance with and to the extent provided in the Governing Documents;

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5. To enforce by legal means the obligations of the membership of the Association and the provisions of the Governing Documents. In addition to the foregoing, the District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in the Governing Documents which relate to the maintenance, operation and repair of the Surface Water Management System;

6. To employ personnel, retain independent contractors and professional personnel and enter into service and management contracts to provide for the maintenance, operation, management and administration of the Association Property, if any, and the Surface Water Management System, as applicable, and to enter into any other agreements consistent with the purposes of the Association;

7. To enter into the Governing Documents and any amendments thereto and instruments referred to therein;

8. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain the Association Property, if any, and the Surface Water Management System, as provided in the Declaration, in a proper and aesthetically pleasing condition;

9. To borrow money and to obtain such financing as is necessary to maintain, repair and replace the Association Property, if any, and the Surface Water Management System, as applicable, in accordance with the Declaration and, as security for any such loan, to collaterally assign the Association's right to collect and enforce Assessments levied for the purpose of repaying any such loan; and

10. Subject to the terms of the Declaration, the Association shall operate, maintain and manage the Surface Water Management System(s), if and as applicable, in a manner consistent with the District Permit, as such District Permit may be amended, modified or reissued from time to time, and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein.

ARTICLE V MEMBERS AND VOTING

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting shall be as follows:

- A. All Owners of any portion of the Parcels shall be Members of the Association.
- B. No Member may assign, hypothecate or transfer in any manner its membership in the Association except as an appurtenance to its Parcel or portion thereof.

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C. Any Member who conveys or loses title to a Parcel or a portion thereof by sale, gift, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Parcel or portion thereof and shall lose all rights and privileges of a Member resulting from ownership of such Parcel or portion thereof.

ARTICLE VI TERM

The term for which this Association is to exist shall be perpetual. In the event of a termination or dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar owners' association or a public agency having a similar purpose, or any Member may petition the applicable Circuit Court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved corporation and its properties in the place and stead of the dissolved corporation and to make such provisions as may be necessary for the continued management of the affairs of the dissolved corporation and its properties. With regard to the Surface Water Management System, in the event of a termination or dissolution of the Association, the responsibility for the operation and maintenance of the system shall be transferred to and accepted by any entity which complies with Section 40C-42.027, F.A.C., and be approved in writing by the Southwest Florida Water Management District and/or the applicable governmental or quasigovernmental agency with jurisdiction therefor prior to such termination or dissolution.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator of the Original Articles is as follows: Edwin E. Sallis, 125 South Congress Street, SE, Suite 1308, Jackson, Mississippi 39201.

ARTICLE VIII OFFICERS

A. The affairs of the Association shall be managed by the President of the Association, assisted by a Vice President, Secretary and Treasurer.

B. The Board shall elect the President, Secretary and Treasurer and as many Vice Presidents as the Board shall, from time to time, determine. The President shall be elected from amongst the Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the offices of President and a Vice President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person.

ARTICLE IX FIRST OFFICERS

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

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President Edwin Sallis
Vice President Syed Ahmed
Secretary/Treasurer Anthony Frogamini

ARTICLE X
BOARD OF DIRECTORS

A. There shall be three (3) members on the Board. The Owner of each Parcel shall each appoint one (1) Director to the Board, which Directors shall each have one (1) vote. Directors shall serve at the pleasure of and until replaced by the Owner entitled to have appointed them. Directors appointed by the Owner of a Parcel can only be replaced or removed by the Owner of such Parcel (e.g., the Director appointed by the Owner of the Robbins Parcel can only be replaced or removed by the Owner of the Robbins Parcel). If a Parcel, or any portion thereof, as applicable, is subdivided or owned by more than (1) person or entity, the Owners of such Parcel, as applicable, shall among themselves appoint the director or directors, as applicable, to the Board. The decision of who shall serve as Directors, as determined by the Owners of a given Parcel, shall be made outside of the workings or operations of the Association and made in such manner as may be established pursuant to a declaration(s) of condominium or declaration(s) of covenants and restrictions that may govern such Parcel, as applicable. The appointment of Directors as provided herein shall be on an annual basis and the appointment shall be made as of January 1st of each calendar year by written notice to the Association addressed to the Secretary of the Association. Until a successor director, as applicable, is appointed, the current Director shall continue to serve until replaced.

B. The names and street addresses of the persons who are to serve on the initial Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDWIN 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

C. The Board so selected pursuant to this Article X shall serve a term of one (1) year and until the annual meeting of Directors following the expiration of the one-year term whereupon a new Board shall be appointed in the manner provided herein and as set forth in the Bylaws. Vacancies on the Board shall be filled in accordance with the Bylaws, subject to the terms of the Declaration and these Articles.

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D. In the case of deadlock by the Board, application shall be made to a court of competent jurisdiction to resolve the deadlock.

ARTICLE XI INDEMNIFICATION AND LIMITED LIABILITY

A. Each and every Director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including attorney and paralegal fees at all trial and appellate levels and post judgment proceedings, reasonably incurred by or imposed upon him or her in connection with any negotiation, proceeding, arbitration, litigation or settlement in 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, and the foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification provisions provided in this Article XI shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as being in the best interest of the Association. The foregoing right of indemnification provided in this Article XI shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer of the Association may be entitled by common or statutory law.

B. The Association, the Board of Directors, each of the Declarants and any member, agent, or employee of any of the same, shall not be liable to any person for any action or for any failure to act, except to the extent such action or failure to act is found by a court of competent jurisdiction in a non-appealable judgment to have been the result of willful misconduct or gross misconduct.

ARTICLE XII BYLAWS

The Bylaws of the Association shall be adopted by the Board and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XIII AMENDMENTS

A. These Articles may be amended in the same manner as set forth in the Declaration for amendments.

C. Notwithstanding the foregoing, no amendment may be made to the Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration or any amendments or supplements thereto.

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D. A copy of each amendment shall be filed with and certified by the Secretary of State of the State of Florida. After the Declaration is recorded, a certified copy of each amendment or the Articles as restated to include such amendment shall be recorded amongst the Public Records of the County.

E. Notwithstanding the foregoing provisions of this Article XIII, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of: (i) the Declarant, without the prior written consent thereto by the Declarant; or (ii) any Institutional Lender without the prior written consent of such Institutional Lender.

ARTICLE XIV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 255 Magnolia Avenue, Southwest, Winter Haven, Florida 33880, and the initial registered agent of the Association at that address shall be Mark G. Turner.

(SIGNATURE PAGE FOLLOWS)

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The undersigned, being the President and Secretary of the Association, hereby affirm that the foregoing Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the Board of Directors and the affirmative vote of one hundred percent (100%) of the membership of the Association, all acting by unanimous written consent.

By: Edwin Sallis
Edwin Sallis, President

Attest: _____
Anthony Frogamini, Secretary

The undersigned hereby accepts the designation of Registered Agent as set forth in Article XIV of these Amended and Restated Articles of Incorporation, and acknowledges that he or she is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

By: Mark G. Turner
Printed Name: Mark G. Turner

Dated: March 14th, 2024

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The undersigned, being the President and Secretary of the Association, hereby affirm that the foregoing Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the Board of Directors and the affirmative vote of one hundred percent (100%) of the membership of the Association, all acting by unanimous written consent.

By: _____
Edwin Sallis, President

Attest:  _____
Anthony Progamini, Secretary

The undersigned hereby accepts the designation of Registered Agent as set forth in Article XIV of these Amended and Restated Articles of Incorporation, and acknowledges that he or she is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

By: _____
Printed Name: Mark G. Turner

Dated: _____, 2024

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