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To:

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From:

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407)843-4600  
Fax Number : (786)901-8020  
Attn: Tamr D. Passley

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Email Address: jtomaino@thekleincompany.com

**FLORIDA PROFIT/NON PROFIT CORPORATION****Dwell at Oviedo Property Owners' Association, Inc.**

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
DWELL AT OVIEDO PROPERTY OWNERS' ASSOCIATION, INC.  
(A Not for Profit Corporation Under the Laws of the State of Florida)**

The undersigned incorporator, desiring to form a not for profit corporation under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be **DWELL AT OVIEDO PROPERTY OWNERS' ASSOCIATION, INC.**, a Florida not-for-profit corporation, which is hereinafter referred to as the "Association".

**ARTICLE II  
OFFICE**

The principal office and mailing address of the Association shall be at 1600 Market Street, Suite 3150, Philadelphia, PA 19103, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office.

**ARTICLE III  
PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the **Declaration of Covenants, Conditions, Easements & Restrictions for Dwell at Oviedo** recorded (or to be recorded) in the Public Records of Seminole County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in the Property (as defined in the Declaration) and to maintain the Common Areas thereof for the benefit of the Members of the Association. The Association shall have the power to establish and enforce rules and regulations in pursuit of such objects and purposes.

The Association is organized not for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of Declarant) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

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 these Articles and the Declaration above identified. The Association shall also have all of the powers necessary to implement the purposes

of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership.

Definitions set forth in the Declaration are incorporated herein by this reference.

#### **ARTICLE IV** **MEMBERS**

**Section 1. Membership.** DWELL AT OVIEDO LTD., a Florida limited partnership (or its successor or assignee as Declarant under the Declaration), and each Owner as exists from time to time shall be a Member of the Association, provided that any such person or entity who holds an ownership interest merely as security for the performance of an obligation shall not be a Member. Declarant shall be a Member as long as it owns any portion of the real property subject to the terms of the Declaration. If one Parcel is co-owned by two or more entities, all co-Owners of a single Parcel shall be deemed to be one single Member.

**Section 2. Voting Rights.** Voting rights are set forth in the Declaration.

**Section 3. Meetings of Members.** The Bylaws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if a majority of the votes which may be cast by Members shall be present or represented at the meeting. If a quorum is satisfied upon the commencement of a meeting, then the quorum shall be deemed to remain in effect throughout the duration of the meeting, notwithstanding any change in the number of attendees that may occur during that meeting. Once a quorum is satisfied, any matter not specifically identified by these Articles, the Bylaws, or the Declaration as requiring more than a simple majority, shall be effectively determined by a vote of the majority of votes present at that meeting and not a majority of the Members themselves.

**Section 4. General Matters.** When reference is made herein, or in the Declaration, Bylaws or Association rules and regulations to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the total votes held by the Members or those Members voting on a particular matters (as applicable) and not of the Members themselves.

#### **ARTICLE V** **CORPORATE EXISTENCE**

The Association shall have perpetual existence, and shall terminate only in accordance with the Declaration, the Bylaws, and these Articles of Incorporation.

#### **ARTICLE VI** **BOARD OF DIRECTORS**

**Section 1. Management by Directors.** The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons. Initially, the Board of Directors shall consist of three (3) persons, appointed by

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DWELL AT OVIEDO LTD., a Florida limited partnership (as Declarant). As each Parcel owned by Declarant is sold by Declarant additional directors will be added to the Board of Directors in the manner set forth in the Declaration. A number of directors having a majority of voting rights shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting. Voting of the Board of Directors shall be in accordance with the vote allocations set forth by the Declaration. All decisions of the Board shall be determined by majority of Director votes present, unless otherwise specified herein, in the Declaration or in the Bylaws.

**Section 2. Appointment of Members of Board of Directors.** As long as Declarant is a Member, Declarant shall be entitled to appoint such Directors as it would be entitled as Owner of a Parcel. After Declarant is no longer a Member, directors shall be appointed by the Members, such that each Member shall appoint one Director.

**Section 3. Original Board of Directors.** The names and addresses of the first Board of Directors of the Association, shall be as follows:

<u>Name</u>	<u>Address</u>
Stephen Klein	1600 Market Street, Suite 3150 Philadelphia, PA 19103
James J. Tomaino	1600 Market Street, Suite 3150 Philadelphia, PA 19103
Donna Colbert	1600 Market Street, Suite 3150 Philadelphia, PA 19103

**Section 4. Duration of Office.** Except as provided herein or in the Bylaws to the contrary, the term of each Director's service shall extend until his or her successor is duly appointed and has taken office, or until he or she is removed in the manner elsewhere provided.

**Section 5. Vacancies and Removal.** Vacancies in the Board of Directors shall be filled by the appointment of another Director by the applicable Member. Directors shall serve at the pleasure of the Member who appointed such Director and may be removed and replaced by such Member at any time.

## **ARTICLE VII**

### **OFFICERS**

**Section 1. Officers Provided For.** The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

**Section 2. Election and Appointment of Officers.** The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and

have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

**Section 3. Initial Officers.** The names and addresses of the initial officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Stephen Klein	President	1600 Market Street, Suite 3150 Philadelphia, PA 19103
James Tomaino	Vice President	1600 Market Street, Suite 3150 Philadelphia, PA 19103
Donna Colbert	Secretary	1600 Market Street, Suite 3150 Philadelphia, PA 19103
Donna Colbert	Treasurer	1600 Market Street, Suite 3150 Philadelphia, PA 19103

## ARTICLE VIII BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

## ARTICLE IX

### AMENDMENTS AND PRIORITIES

**Section 1. Amendments.** Amendments to these Articles of Incorporation may be proposed by any Member or director, and may be approved by the Board of Directors by affirmative vote of two-thirds (2/3) of the votes entitled to be cast by the directors in accordance with the voting provisions of the Declaration and these Articles of Incorporation, all in the manner provided, and in accordance with the notice provisions of, Section 617.017, Florida Statutes.

**Section 2. Conflicts.** In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Name  
James J. Tomaino

Address  
1600 Market Street, Suite 3150  
Philadelphia, PA 19103

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**ARTICLE XI**  
**INDEMNIFICATION**

**Section 1. Indemnification.** The Association shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Association) by reason of the fact that he is or was a director, officer, employee or agent (each, an "Indemnitee") of the Association, against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or 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 reasonably believed to be in, or not opposed to, the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Association shall indemnify any person, who was or is a party to any proceeding by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Association against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, 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 indemnity for such expenses which such court shall deem proper.

**Section 2. 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 proceeding referred to in Section 1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

Section 3. **Decision to Indemnify.** Any indemnification under Sections 1 or 2 above, unless pursuant to a determination 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 has met the applicable standard of conduct set forth in Sections 1 or 2 above. 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 proceeding;

(b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a Committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors, not at the time parties to the proceeding;

(c) By independent legal counsel:

(i) selected by the Board of Directors prescribed in paragraph (a) or the committee prescribed in paragraph (b); or

(ii) if a quorum of the Directors cannot be obtained for paragraph (a) and the Committee cannot be designated under paragraph (b) selected by majority vote of the full Board of Directors (in which Directors who are parties may participate).

Section 4. **Reasonableness of Expenses.** Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by Section 3(c) above shall evaluate the reasonableness of expenses and may authorize indemnification.

Section 5. **Advanced Payment of Expenses.** Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Association in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Association pursuant to this Article XI. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

Section 6. **Other Advancements of Expenses.** The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the Association may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

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(a) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(b) A transaction from which the director, officer, employee, or agent derived an improper personal benefit; or

(c) Willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the Association to procure a judgment in its favor or in a proceeding by or in the right of the members of the Association.

**Section 7. Former Directors, Officers, and Employees.** Indemnification and advancement of expenses as provided in this Article shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

**Section 8. Requests for Indemnification.** Notwithstanding the failure of an Association to provide indemnification, and despite any contrary determination of the Board or of the Members in the specific case, a director, officer, employee, or agent of the Association who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if it determines that:

(a) The director, officer, employee, or agent is entitled to mandatory indemnification under Section 3 above, in which case the court shall also order the Association to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;

(b) The director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the Association of its power pursuant to Section 7 above; or

(c) The director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in Section 1, Section 2, or Section 7 above, unless (i) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or acted in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court further specifically determines that indemnification should be denied. The termination of any 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 did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any



criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

**Section 9. Indemnification Definitions.** For purposes of this Article, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer; the term "serving at the request of the Association" shall be deemed to include any service as a director, officer, employee or agent of the Association that imposes duties on such persons.

**Section 10. Consent to Amendments to Indemnification.** Anything to the contrary herein notwithstanding, no amendment to the provisions of this Article shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

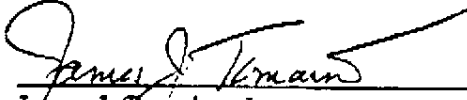
**Section 11. Amendments to Indemnification.** The provisions of this Article shall not be amended, except in compliance with Section 10, above.

## **ARTICLE XII** **REGISTERED AGENT**

Until changed, LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A., shall be the registered agent of the Association and the registered office shall be at 215 N. Eola Drive, Orlando, FL 32801.

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IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this  
5th day of February, 2024.

  
James J. Tomaino, Incorporator

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAYBE SERVED.

In compliance with the laws of Florida, the following is submitted:

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Orange, State of Florida, the Association named in the said articles has named LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A., located at 215 N. Eola Drive, Orlando, FL 32801, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, the undersigned is familiar with the obligations of that position, and hereby accepts the same and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

Registered Agent:

LOWNDES, DROSDICK, DOSTER,  
KANTOR & REED, P.A., professional  
association

By: *[Signature]*

Gary M. Kaleita

DATED this 5<sup>th</sup> day of February, 2024.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 5<sup>th</sup> day of February, 2024 by Gary M. Kaleita of LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A., on behalf of the company, who is personally known to me or has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)



MONICA L. BAIRD  
Notary Public  
State of Florida  
Comm# MH425111  
Expires 8/10/2027

*Monica L. Baird*

Signature of Notary Public

Monica L. Baird

Typed or Printed Name of Notary

(Name typed, printed or stamped)

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