

# N24000008074

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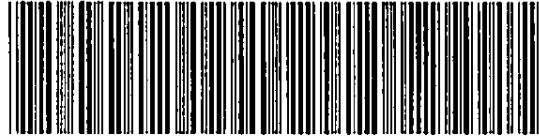
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CSC - Tallahassee  
1201 Hays Street  
Tallahassee, FL 32301-2607  
850-558-1500, Ext:

To: Department Of State, Division Of Corporations  
From: Amanda Miller  
Ext:  
Date: 07/08/24  
Order #: 1550841-1  
Re: HOLLY HILL COMMONS PROPERTY OWNERS ASSOCIATION, INC.  
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$125.00 - FL State Account Number:

I20000000195

AUTH

Please take the following action:

File in your office on basis

Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

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TALLAHASSEE, FL  
DIVISION OF STATE

**ARTICLES OF INCORPORATION**  
**OF**  
**HOLLY HILL COMMONS PROPERTY OWNERS ASSOCIATION, INC.**

In compliance with the requirements of, Chapter 617, Florida Statutes, the undersigned, a resident of the State of Florida, of full age, and for the purpose of forming a corporation, not-for-profit, does hereby certify as follows:

**ARTICLE I**

**Name**

The name of the corporation is Holly Hill Commons Property Owners Association, Inc. (the "Association").

**ARTICLE II**

**Principal Office**

The street address of the initial principal office and the initial mailing address of the Association is 270 West Plant Street, Suite 210, Winter Garden, Florida 34787; but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors of the Association (the "Board").

**ARTICLE III**

**Registered Agent**

The initial registered agent of the Association shall be Corporation Service Company, at 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE IV**

**Definitions**

All capitalized terms used herein which are not defined shall have the meaning assigned to them in the Declaration of Covenants, Conditions, Restrictions and Easements for Holly Hill Commons recorded or to be recorded in the Public Records of Polk County, Florida, as amended and supplemented from time to time (the "Declaration"), unless the context indicates otherwise.

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## ARTICLE V

### Purpose and Powers of the Association

Section 1. The Association does not contemplate pecuniary gain or profit to the Members thereof. The specific purposes for which the Association is formed are to operate as a Not-for-Profit corporation pursuant to Chapter 617, Florida Statutes; to be and constitute the Association to which reference is made in the Declaration; provide for maintenance, preservation and architectural control of such portions of the Property, and any additions thereto, as may hereafter be brought within the jurisdiction of this Association pursuant to the Declaration; to levy and collect assessments in the manner provided in the Declaration, the Governing Documents (as defined in the Declaration), and as provided by law; to own, hold, operate, manage, maintain, repair, replace, and take such other actions for the Common Areas as contemplated pursuant to the Declaration and to operate, manage, maintain, repair, replace, and take such other actions for such other real or personal property pursuant to the Declaration; and to exercise all rights and powers and to perform such other duties and discharge such other responsibilities and obligations, as may be imposed upon, or granted, assigned, or delegated to, or otherwise permitted to be exercised by, the Association pursuant to the Declaration and the Governing Documents, and as provided by law.

(a) The Association shall have all of the powers reasonably necessary to implement the purposes of the Association as conferred by law and as set out in the Governing Documents, including, without limitation, the following:

1. To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, repair, replace, enhance, monitor and model, sell, convey, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property or any improvements thereon in connection with the affairs of the Association.
2. To operate, manage, repair, replace and maintain Common Areas, as may be required, permitted, or contemplated by the Declaration and to fulfill any reporting requirements with respect to the Common Areas.
3. To make, establish and amend reasonable Rules and Regulations (as defined in the Declaration) as may be required, permitted or contemplated by the Declaration governing the use of the Property and the Common Areas.
4. To fix, levy, collect and by any lawful means enforce payment of all assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association.
5. To use the proceeds of the assessments in the exercise of its powers and duties.
6. To sue and be sued.

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7. To enforce by legal means the provisions of the Declaration and the Governing Documents.

8. To employ personnel, agents or independent contractors, to contract for services and to delegate to such parties any and all powers of the Association except those powers that are prohibited to be delegated pursuant to the Declaration, the Governing Documents or applicable law.

9. To borrow money and to mortgage, pledge or hypothecate any and all of the Association's real or personal property as security for money borrowed or debts incurred.

10. To dedicate, sell or transfer all or any part of the Common Areas to the City or any Government Authorities (as defined in the Declaration) including, without limitation, the District (as defined in the Declaration) or utility providers, for such purposes and subject to such conditions as may be approved by the Board.

11. To participate in mergers and consolidations with other Not-for-Profit corporations organized for the same purpose.

12. To exercise architectural control over improvements within the Property pursuant to the rights granted to the Association in the Declaration

13. To enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with, any other association, corporation or other entity or agency, whether public or private.

14. To operate, maintain and manage the Surface Water or Stormwater Management System (as defined in the Declaration) in a manner consistent with the Permit (as defined in the Declaration) requirements and applicable District rules, and shall assist in the enforcement of the Declaration which relate to the Surface Water or Stormwater Management System.

15. To require all Owners to be members of the Association.

(b) The Association shall have and exercise all of the powers and privileges and shall perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended or supplemented from time to time, as well as the provisions of the Governing Documents.

(c) The Association shall have and exercise any and all common law and statutory powers, rights and privileges which a corporation organized under the Not-for-Profit corporation laws of the State of Florida may now or hereafter have or exercise, including, without limitation, those powers specifically set forth in Section 617.0302, Florida Statutes.

(d) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers

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specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

Section 2. The Association shall make no distributions of income to its Members, directors or officers. The Association may, however, reimburse its Members (as defined in the Declaration) for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association.

## **ARTICLE VI**

### **Membership**

Section 1. Every Owner (as defined in the Declaration) 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 Parcel (as defined in the Declaration). If a Parcel is owned by more than one person, all co-Owners shall share the privileges of such membership, subject to reasonable Board regulation and the restrictions set forth in the By-laws and in the Declaration, and all such co-Owners shall be jointly and severally obligated to perform the responsibilities of Owners.

Section 2. The membership rights and privileges of an Owner who is a natural person may be exercised by the Owner or the Owner's spouse. The membership rights of an Owner which is not a natural person may be exercised by any officer, director, partner, or trustee, or by any other individual designated from time to time by the Owner in a written instrument provided to the secretary of the Association.

Section 3. The transfer of the membership of any Owner shall be established by the recording in the Public Records of Polk County, Florida, of a deed or other instrument transferring title to a Parcel. Upon the recordation of such deed or other instrument, the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the recorded deed or other instrument transferring title of the Parcel. It shall be the responsibility and obligation of the former and new Owners of the Parcel to provide a copy to the Association of such deed or other instrument.

Section 4. The interest of a Member in the funds, liabilities and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Parcel owned by such Member.

## **ARTICLE VII**

### **Voting Rights**

Section 1. The Association shall have two classes of membership, which shall include Class A Members and the Class B Member.

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Section 2. Class A Members shall be all Owners, with the exception of Declarant. Declarant shall become a Class A Member upon the termination of the Class B Membership. Each Class A Member shall have one (1) vote for each Assessment Unit owned by such Owner within the Property. No votes or voting rights shall be assigned to or exercised on account of any Parcel which is totally exempt from assessment under the Declaration. All Class A votes shall be cast by the Class A Member or its proxy (except as otherwise specifically provided in the Governing Documents).

Section 3. The sole Class B Member shall be the Declarant. The rights of the Class B Member are specified in the Declaration and the By-laws. During the Declarant's Control Period the Class B Member shall appoint all members to the Board, except as otherwise provided in the By-laws. The Class B Member may assign and transfer its Class B Membership status. Upon termination of the Class B Membership, the Declarant shall become a Class A Member and entitled to Class A votes for all acres which it owns.

Section 4.

(a) Declarant shall have the right, but not the obligation, until the end of the Declarant's Control Period, from time to time, within its sole and absolute discretion, to merge or consolidate this Association with any other property owners association if such action is deemed to be in the best interest of the Association and does not cause a materially adverse impact on the Owner's development, use or cost of development or use of its Parcel and any improvements thereon.

(b) After the end of the Declarant's Control Period, the Association may be merged with another association if approved by two-thirds of the votes of Members of the Association present in person or by proxy at a duly constituted meeting or by written consent.

(c) Upon a merger or consolidation of the Association with another property owners association, the Common Areas, rights and obligations may, by operation of law, be transferred to the surviving or consolidated association, or alternatively, the property, rights and obligations of another property owners association may, by operation of law, be added to the Common Areas, rights and obligations of the Association, as a surviving corporation pursuant to a merger. To the greatest extent practicable, the surviving or consolidated property owners association shall administer the covenants, conditions, easements and restrictions established by the Declaration within the Property, together with any surviving covenants and restrictions established upon any other properties as one scheme, but with such differences in the method or level of assessments to be levied upon the Property and the other properties as may be appropriate, taking into account the different nature or amount of services to be rendered to the owners thereof by the surviving or consolidated association. No such merger or consolidation, however, shall effect any revocation, change, or addition to the covenants established by the Declaration, except as expressly adopted in accordance with the terms hereof.

**ARTICLE VIII**

**Board of Directors**

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The affairs of this Association shall be managed by a Board of not less than three (3) directors, who, during Declarant's Control Period, except as otherwise provided in the By-laws, shall be officers, directors, employees or representatives of the Class B Member who are appointed by the Class B Member, in its sole and absolute discretion, and shall serve such terms as may be established by the Class B Member at the time of their appointment. After termination of Declarant's Control Period, directors shall be Members of the Association, elected by Members as set forth in the Declaration and the By-laws. The number of directors may be changed as provided in the By-laws or by amendment of the By-laws. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Darenda Marvin	270 West Plant Street, Suite 210 Winter Garden, Florida 34787
Max Drewett	270 West Plant Street, Suite 210 Winter Garden, Florida 34787
Jessica Moore	270 West Plant Street, Suite 210 Winter Garden, Florida 34787

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## ARTICLE IX

### Officers

Subject to the direction of the Board, the affairs of the Association shall be administered by a President, a Vice-President, a Secretary, and a Treasurer. Such officers shall be elected by the Board at its first meeting following each annual meeting of the Members of the Association. Officers shall serve without compensation at the pleasure of the Board. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the offices of President and Vice-President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person. The names and addresses of the initial officers who shall serve until their successors are designated by the Board are as follows:

<u>NAME</u>	<u>TITLE(S)</u>	<u>ADDRESS</u>
Darenda Marvin	President	270 West Plant Street, Suite 210 Winter Garden, Florida 34787
Max Drewett	Vice-President	270 West Plant Street, Suite 210 Winter Garden, Florida 34787



Jessica Moore	Secretary/Treasurer	270 West Plant Street, Suite 210 Winter Garden, Florida 34787
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## **ARTICLE X**

### **Dissolution**

During the Declarant's Control Period, the Association may be dissolved by a majority vote of the Board. After termination of the Declarant's Control Period, the Association may be dissolved with the approval of two-thirds of the votes of Members present in person or by proxy at a duly constituted meeting of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to the appropriate government authorities to be used for purposes similar to those for which this Association was created, or for the general welfare of the residents of the city in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes. Any portion of the Common Area which is maintained by the Association as part of the Surface Water Management System must be conveyed to an entity approved by the District, if required by its Permit.

## **ARTICLE XI**

### **Duration**

The Association shall exist perpetually, unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with Secretary of State of the State of Florida.

## **ARTICLE XII**

### **Indemnification**

This Association shall indemnify any and all of its Board members, officers, committee members, employees or agents permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and attorneys' and paralegals' fees and costs actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Board member, officer, committee member, employee or agent, as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled pursuant to the Declaration or as a matter of law or which he may be lawfully granted.

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CLERK OF DISTRICT COURT  
JUL-9 AM 9:47  
CLERK OF DISTRICT COURT

### ARTICLE XIII

#### Incorporator

The name and address of the incorporator is as follows:

Darenda Marvin  
270 West Plant Street, Suite 210  
Winter Garden, Florida 34787

### ARTICLE XIV

#### Amendments

During the Declarant's Control Period, the Declarant reserves the exclusive right to unilaterally amend or repeal any of the provisions of these Articles of Incorporation or any amendments hereto for any purpose, at any time and from time to time without the consent of any other person so long as there is no materially adverse impact on the Association's ability to operate the Project in accordance with the Governing Documents or materially adverse impact on the Owner's development, use or cost of development or use of its Parcel and any improvements thereon. Thereafter, the Association shall have the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendments hereto, provided, however, that any such amendment shall be approved by two-thirds of the votes of Members present in person or by proxy at a duly constituted meeting of the Association. For so long as the Declarant, or any related entity or affiliate, owns any real property in the Property, or fifty (50) years after the recording of the Declaration, whichever is earlier, no amendment shall conflict with any provisions of the Declaration, nor amend, modify, alter or rescind any rights of the Declarant provided herein, without the express prior written consent of the Declarant which may be granted or withheld in the Declarant's sole and absolute discretion. Any amendments to these Articles of Incorporation which affect the rights of the District, shall be subject to the approval of the District, if required by its permit. Amendments to these Articles of Incorporation need only be filed with the Secretary of State and do not need to be recorded in the public records of the Polk County, Florida.

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### ARTICLE XV

#### By-laws

The By-laws of the Association shall be adopted by the first Board, which By-laws may be altered, amended, modified or rescinded in the manner set forth in the By-laws.

[SIGNATURE APPEARS ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, for the purpose of forming this Not-for-Profit corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 20 day of June 2024.

Signed, sealed and delivered  
in the present of:

*Jennifer L. Nadeau*  
Print Name: Jennifer L. Nadeau

*Darenda Marvin*  
Darenda Marvin

*Gayle L. Kuhl*  
Print Name: Gayle L. Kuhl

NOTARY PUBLIC  
STATE OF FLORIDA

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STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by means of physical presence ☒ or online notarization ☐ this 20th day of June, 2024, by Darenda Marvin, who is personally known to me or who has produced \_\_\_\_\_ as identification (if left blank, then personally known).

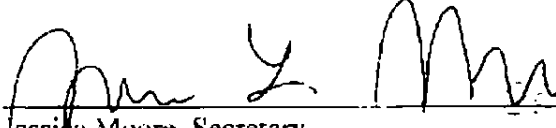


*Gayle L. Kuhl*  
Notary Public, State of Florida  
Print Name: Gayle L. Kuhl  
My Commission Expires: 10-2-2025  
Commission Number: HH 153475

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

In pursuance of the Florida Not-for-Profit Corporation Act, the following is submitted, in compliance with said statute:

That HOLLY HILL COMMONS PROPERTY OWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Winter Garden, County of Orange, State of Florida, has named Corporation Service Company, at 1201 Hays Street, Tallahassee, Florida 32301, as its registered agent to accept service of process within Florida and to perform such other duties as are required in the State of Florida.

  
\_\_\_\_\_  
Jessica Moore, Secretary

Date: 06/04/2024


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TALLAHASSEE, FL  
STATE

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**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated corporation, at the place designated in this Certificate, the undersigned, hereby agrees to act in this capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and the undersigned is familiar with and accepts the obligations of its position of registered agent.

CORPORATION SERVICE COMPANY,  
a Delaware corporation

By:  \_\_\_\_\_  
Print Name: AMANDA MILLER  
Date: \_\_\_\_\_

CSC FIN-57262