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FLORIDA PROFIT/NON PROFIT CORPORATION
Logistics 429 @ Apopka Ridge Property Owners Associa

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

LOGISTICS 429 @ APOPKA RIDGE PROPERTY OWNERS ASSOCIATION, INC.

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under the "Florida Not-For-Profit Corporation Act" Fla. Stat. §§ 617.01011, *et seq.* (the "Act").

ARTICLE I CORPORATE NAME

The name of the Corporation shall be LOGISTICS 429 @ APOPKA RIDGE PROPERTY OWNERS ASSOCIATION, INC. (hereinafter the "Association"). The mailing address is: 189 S. Orange Avenue, Suite 1170, Orlando, Florida 32801.

ARTICLE II DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III DEFINITIONS

Unless otherwise defined herein, each of the capitalized terms used in these Articles of Incorporation shall have the same meaning as the meaning ascribed to it in the Declaration of Covenants, Conditions, Easement and Restrictions for Logistics 429 @ Apopka Ridge Business Park to be recorded in the Public Records of Orange County, Florida ("Declaration") or, if not defined in the Declaration, the meaning defined in the Act. If a term is not defined in these Articles of Incorporation, the Declaration, or the Act, then the plain meaning dictated by the context shall apply.

ARTICLE IV COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE V PURPOSES AND POWERS

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income shall inure to the benefit of any Director, Officer, or Member of the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Association with respect to compensation of Directors, Officers or Members of the Association for the rendition of unusual or exceptional services to the Association.

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TALLAHASSEE, FLORIDA

The purposes for which the Association is formed, and the powers which may be exercised by the Board of Directors of the Association, are:

1. To own, operate, maintain, preserve or replace, and to provide architectural control over portions of that certain parcel of real property situate in Orange County, Florida, known as LOGISTICS 429 @ APOPKA RIDGE BUSINESS PARK, and described in Exhibit "A" to the Declaration; and
2. To acquire by gift, purchase or otherwise, own, build, improve, operate, repair, maintain and replace, lease, transfer, convey, or otherwise dispose of real property, buildings, improvements, fixtures and personal property in connection with the business and affairs of the Association; and
3. To dedicate, sell or transfer all or any part of, or any interest in, the Common Property to any public agency, taxing authority, or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors, provided that such dedication, sale, or transfer is approved by prior written consent of the all of the underlying Owners having an interest in such Common Property as appropriate to the context; and
4. To establish, levy, collect and enforce payment of all assessments and charges pursuant to the terms and provisions of the Declaration or Bylaws of the Association and to use the proceeds thereof in the exercise of its powers and duties; and
5. To pay all expenses in connection with and incident to the conduct of the business and affairs of the Association; and
6. To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association; and
7. To exercise such powers which are now or may hereafter be conferred by law upon a Association organized for the purposes set forth herein, or which may be necessary or incidental to the powers so conferred; and
8. To grant or consent to easements on or through the Common Property, or any portion thereof, subject to prior written consent of all of the underlying Owners having an interest in such Common Property as appropriate to the context; and
9. To exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in the Declaration, as the same may be amended from time to time; and
10. To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized; and

11. To contract for the management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided to Owners such as, but not limited to, utilities services; and

12. To purchase insurance upon the Property or any part thereof and insurance for the protection of the Association, its Officers, Directors and Owners; and

13. To employ personnel and contract with professionals including, but not limited to, attorneys, accountants, architects and engineers to perform the services required for the proper operation of the Association.

14. To appear through its authorized agents before any legislative, judicial, administrative or governmental body concerning matters affecting the Property and/or the Association.

15. To operate and maintain the Surface Water Management System as permitted by the Water Management District; and

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto or otherwise conferred upon not-for-profit corporations by common law and the statutes of the State of Florida in effect from time to time.

ARTICLE VI BOARD OF DIRECTORS

1. NUMBER AND QUALIFICATIONS. The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Association, but in no event shall there be less than four (4) Directors. Directors need not be Members of the Association.

2. DUTIES AND POWERS. All of the duties and powers of the Association existing under 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 Members when such approval is specifically required.

3. ELECTION; REMOVAL. Directors of the Association shall be elected at the Annual Meeting of the Members 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 by the Bylaws.

4. TERM OF INITIAL DIRECTORS. The Members shall appoint the members of the first Board of Directors who shall hold office for the periods described in the Bylaws.

5. INITIAL DIRECTORS. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws are as follows:

NAME	ADDRESS
Colleen Wheeler	c/o AEW Capital Management, L.P. 2 Seaport Lane Boston, Massachusetts 02110-2021 Attn: General Counsel
Cassie Cicalis	c/o AEW Capital Management, L.P. 2 Seaport Lane Boston, Massachusetts 02110-2021 Attn: General Counsel
Steven E. McCraney	c/o McCraney Property Company 189 S. Orange Avenue, Suite 1170 Orlando, Florida 32801
James R. Marvel	c/o McCraney Property Company 189 S. Orange Avenue, Suite 1170 Orlando, Florida 32801

ARTICLE VII TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or Officers or between the Association and any other corporation, partnership, association or other organization in which one or more of its Officers or Directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason or solely because the officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Members shall appoint the members of the first Board of Directors who shall hold office for the periods described in the Bylaws. Thereafter, the Officers shall be elected by the Board of Directors of the Association at its first meeting following the Annual Meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal of Officers, for filling vacancies and for the

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 JEFFERSON COUNTY, FLORIDA

duties of the Officers. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Steven E. McCraney

Vice President: John Pottinger

Secretary / Treasurer: James R. Marvel

ARTICLE IX MEMBERSHIP AND VOTING

1. MEMBERSHIP. Every person or entity who is an Owner as defined in the Declaration shall be a Member of the Association. Any person or entity who holds an interest in any Tract merely as security for the performance of an obligation shall not be a Member of the Association unless and until such holder of a security interest acquires title pursuant to foreclosure or judicial proceeding or deed-in-lieu of foreclosure. Membership shall be appurtenant to and may not be separated from ownership of any Tract which is subject to assessment by the Association. Each Owner shall become a Member of the Association automatically upon title to the Tract being conveyed by deed to such Owner and upon the recording of said deed among the Public Records of Orange County, Florida, or upon a transfer of title by operation of law. Transfer of membership shall be established by the recording among the Public Records of Orange County, Florida, of a general or special warranty deed or other instrument establishing a record title to a Tract, the Owner or Owners designated by such instrument thereby becoming a Member or Members of the Association and the membership of the prior Owner or owners thereupon being terminated.

2. VOTING. All votes shall be cast by Members in accordance with Article IV of the Declaration as the same may be amended from time to time.

ARTICLE X AMENDMENT

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

1. PROPOSAL. Notice of the subject matter for proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

2. ADOPTION. The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than two-thirds (2/3) of the Members of the Association. The approvals must be by not less than two thirds (2/3) of all the Members of the Association represented at a meeting at which a quorum thereof has been attained.

3. LIMITATION. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members. No amendment shall be made that is in conflict with the Declaration or Bylaws. No amendment to this Section 3 of Article X shall be effective.

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4. AMENDMENTS AFFECTING SURFACE WATER MANAGEMENT SYSTEM.

Any amendment proposed to these Articles of Incorporation which would affect the Surface Water Management System, conservation areas or water management portions of Common Property shall be submitted to the Water Management District for review prior to finalization of the amendment. The Water Management District shall determine if the proposed amendment will require a modification of the environmental resource or surface water management permit. If a permit modification is necessary, the modification must be approved by the Water Management District prior to the amendment of these Articles of Incorporation.

ARTICLE XI BYLAWS

The first 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 and the Declaration.

ARTICLE XII INCORPORATOR

The name and address of the incorporator of the Association is:

Name

Address

STEVEN E. MCCRANEY

189 S. Orange Avenue, Suite 1170
Orlando, Florida 21801

ARTICLE XIII INDEMNIFICATION

1. INDEMNITY. The Association shall indemnify, hold harmless and agrees to defend any person (hereinafter referred to as "Indemnitee") 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 is or was a Director, employee, Officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such Indemnitee was grossly negligent or acted willfully or wantonly in disregard of the interests of the Association, and, with respect to any criminal action or proceeding, that such Indemnitee had reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person was grossly negligent or that he acted willfully or wantonly in disregard of the interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. AGREEMENT TO DEFEND. Except where indemnification is not required pursuant to Article XIII, Section 1, to the extent that a Director, Officer, employee or agent of the Association 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 is or was a Director, Officer, employee or agent of the Association, the Association hereby agrees to defend and provide counsel to such Indemnitee and shall advance all

attorneys' fees and costs at all pretrial, trial and appellate levels. In the event retainers for attorneys' fees and/or costs are necessary to be provided, the Association shall advance such retainers, as well as having full responsibility for payment of attorneys' fees and costs that may be billed or otherwise become due during the pendency of any action, suit or proceeding or in advance of same in the event such action, suit or proceeding is threatened. The Indemnatee shall have the right of approval of any attorneys proposed to represent said Indemnatee. The agreement to defend provided for in this section shall be in addition and not in lieu of such other rights of reimbursement, indemnification and hold harmless provisions existing under this Article or any other provisions of the Articles and Bylaws of the Association, the Declaration and as elsewhere provided by law.

3. 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 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys, fees and appellate attorneys fees) actually and reasonably incurred by him in connection therewith. Any costs or expenses incurred by the Association in implementing any of the provisions of this Article XIII shall be fully assessable against Owners as Special Assessments of the Association.

4. 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 proceeding, as provided hereinabove, by or on behalf of the affected Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this Article XIII, in which event, the Indemnatee shall reimburse the Association for all attorneys' fees and costs advanced by it on behalf of the Indemnatee.

5. MISCELLANEOUS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members, Florida law, 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.

6. INSURANCE. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

7. AMENDMENT. Anything to the contrary herein notwithstanding, the provisions of this Article XIII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XIV SELF DEALING, VALIDITY OF AGREEMENT

AND WAIVER OF CLAIMS

1. SELF DEALING. No contract, agreement or undertaking of any sort between or among the Association, Directors, Officers, or Members shall be invalidated or affected by reason that any of them are financially interested in the transaction or that they are employed by the Association or by any Member.

2. VALIDITY OF AGREEMENT. No contract, agreement or undertaking of any sort between the Association and any entity or individual shall be invalidated or affected by reason that the Association, its Directors, Officers, and Members, or their agents or employees hold a financial interest in or with the individual or entity.

3. WAIVER OF CLAIMS. By acquisition of a Tract, or any interest therein, within the Property, each and every individual or entity, of whatsoever kind or nature, thereby waives any claim for damages or other relief grounded in tort, contract or equity arising out of the negotiation, execution, performance and enforcement of contracts, agreements or undertakings described above, that may accrue at the time of purchase or thereafter against the Association, its Directors, Officers, Members, or its agents or employees, except in instances relating to the enforcement of the Declaration or Bylaws or in instances of fraud, gross negligence, or intentional misconduct.

ARTICLE XV DISSOLUTION

The Association may be dissolved by a unanimous vote of the Members at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting. In the event of the dissolution of this Association or any successor entity hereto, all Association property and maintenance obligations attributable to the Association shall be transferred to either a successor entity or an appropriate governmental body for the purposes of continuing the maintenance responsibilities originally performed by the Association or its successors in accordance with the terms and provisions of the Declaration. In the event the Association is dissolved, the Surface Water Management System shall be conveyed to an agency of local government determined to be acceptable by the Water Management District. If the local government declines to accept the conveyance, the Surface Water Management System shall be dedicated to a similar non-profit corporation.

ARTICLE XVI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is:

189 S. Orange Avenue, Suite 1170, Orlando, Florida 32801

and the name of the initial registered agent of the Association at said address is:

Steven E. McCraney

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 COUNTY OF FLORIDA

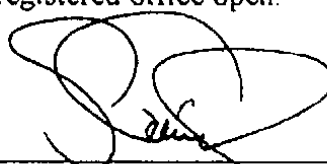
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

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

First, that desiring to organize under the laws of the State of Florida, the corporation named in the foregoing Articles of Incorporation has named Steven E. McCraney whose address is: 189 s. Orange Avenue, Suite 1170, County of Orange, State of Florida, as its statutory registered agent.

Having been named statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Dated this 4th day of December, 2024.



Registered Agent

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TAMPA, FLORIDA

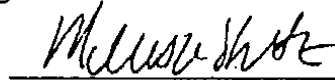
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 4th day of December, 2024.



Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Before me this 4th day of December, 2024, personally appeared Steven E. McCrancy, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.



(Notary Seal)



Notary Public
State of Florida
My Commission expires: 6/8/28

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TREASURY, FLORIDA