

P17000 96525

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

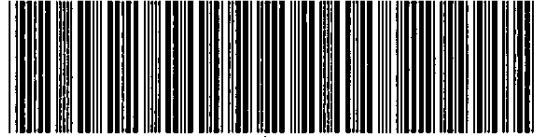
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M. MOON

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DEPARTMENT OF STATE
17 DEC -5 AM 10:15

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TALLAHASSEE, FLORIDA
17 DEC -5 AM 1:10

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017
Date: 12-5-17
Requestor Name: Carlton Fields
Address: Post Office Drawer 190
Tallahassee, Florida 32302
Telephone: (850) 513-3619 - direct
(850) 224-1585
Contact Name: Kim Pullen, CP, FRP

2017 DEC -5 PM 1:03
TALLAHASSEE, FLORIDA

Corporation Name:

Cagan Crossings Investments
Manager No. 5, Inc.

Email Address:

Entity Number:

Authorization:

Kim Pullen

☒ Articles
☐ Certified Copy

☒ Certificate of Status

☐ New Filings

☐ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☐ Amendments

☐ Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

2017 DEC -5 AM 1:10
TALLAHASSEE, FLORIDA

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Client: 23271

Matter: 81317

Name: N. Linnar

Office: TLN

ARTICLES OF INCORPORATION
OF
CAGAN CROSSINGS INVESTMENTS MANAGER NO. 5, INC.

ARTICLE I - NAME

The name of this corporation is Cagan Crossings Investments Manager No. 5, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The corporation's business and purposes shall consist solely of acting as the Manager of Orchard at Cagan Crossings, LLC, a Florida limited liability company (the "LLC") with the sole business of the LLC, in turn, consisting of the development, construction, ownership, operating, leasing, management, financing and possible future sale or disposition of the real estate project known as "Orchard at Cagan Crossings" located in Lake County Florida (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

ARTICLE IV - LIMITATIONS ON POWERS AND DUTIES

(a) Notwithstanding any other provisions of these Articles and so long as any obligations which are secured by a first mortgage in favor of an institutional lender and encumbering the Property or any portion thereof (the "Mortgage") remain outstanding and not discharged in full, without the prior written consent of the holder of the Mortgage, this corporation shall have no authority to:

(i) borrow money or incur indebtedness on behalf of the LLC other than normal trade accounts payable and lease obligations in the ordinary course of business, or grant consensual liens on the LLC's property; except, however, that this corporation is hereby authorized to secure financing for the LLC pursuant to the terms of the Mortgage as well as any other indebtedness expressly permitted therein or in the documents related to the Mortgage;

- (ii) dissolve or liquidate this corporation;
- (iii) sell or lease, or otherwise dispose of all or substantially all of the assets of this corporation;
- (iv) amend, modify or alter Articles III, IV, V, and VI, hereof; or
- (v) merge or consolidate this corporation with any other entity.

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FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

(b) Notwithstanding the foregoing and so long as any obligation secured by the Mortgage remains outstanding and is not discharged in full, this corporation shall have no authority, unless such action has been approved by the unanimous vote of all of its shareholders, to file a voluntary petition or otherwise initiate proceedings to have this corporation adjudicated bankrupt or insolvent; or consent to the institution of any bankruptcy or insolvency proceedings against this corporation; or file a petition seeking or consenting to reorganization or relief of this corporation as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of this corporation or of all or any substantial part of the properties and assets of this corporation; or make any general assignment for the benefit of creditors of this corporation; or admit in writing the inability of this corporation to pay its debts generally as they become due; or declare or effect a moratorium on this corporation's debt; or take any action in furtherance of any such action.

ARTICLE V - TITLE TO CORPORATION PROPERTY

All property owned by this corporation shall be owned by this corporation as an entity; and, insofar as is permitted by the applicable law, no shareholder shall have any ownership interest in any corporation property in its individual name or right, and each shareholder's interest in the corporation shall be its personal property for all purposes.

ARTICLE VI - SEPARATENESS AND OPERATIONS MATTERS

This corporation shall conduct its business and operations in accordance with the following provisions:

- (a) maintain its books and records and bank accounts separate from those of any other persons or entity if required to do so by good accounting practices;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of this corporation, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other person or entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then insure it will be shown as a separate member of such group in such returns and statements.

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TALLAHASSEE, FLORIDA
COUNTY CLERK'S OFFICE

- (f) allocate and charge fairly and reasonably all common employee or overhead shared with any affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks for such purposes;
- (i) not commingle its assets or funds with those of any other person or entity;
- (j) not assume, guarantee or pay the debts or obligations of any other person or entity;
- (k) correct any known misunderstanding as to its separate identity;
- (l) not permit any affiliate to guarantee or pay its obligations (other than any limited guarantees that might be set forth in the Mortgage or related documents); and
- (m) not make loans or advances to any other person or entity except in the normal course of business.

ARTICLE VII - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial address of the principal office of this corporation is 16554 Cagan Crossings Boulevard, Suite 4, Clermont, FL 34714, and the mailing address of this corporation is 16554 Cagan Crossings Boulevard, Clermont, FL 34714.

ARTICLE VIII - CAPITAL STOCK

This corporation is authorized to issue 100 shares of Five Dollars (\$5.00) par value common stock, which shall be designated "Common Shares".

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2215 River Boulevard, Jacksonville, FL 32204; and the name of the initial registered agent of this corporation at that address is William J. Deas.

ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

17 DEC -5 AM 1:10
T.L. ...
JSEL.FLC.USA

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TALLAHASSEE, FLORIDA
COUNTY OF ST. JAMES

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|--|
| Jeffrey Cagan | 16554 Cagan Crossings Boulevard, Suite 4 Clermont, FL 34714 |

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| William J. Deas | 2215 River Boulevard Jacksonville, FL 32204 |

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XIII - OFFICERS

This corporation shall have a President, a Vice-President, and a Treasurer. It may have one or more Assistant Secretaries, Assistant Treasurers, Vice-Presidents and Assistant Vice-Presidents. For the purpose of allowing two offices to be held by one and the same person, any offices of this corporation may be combined, except the offices of President and Secretary or Assistant Secretary.

ARTICLE XIV - ANNUAL MEETING

The annual meeting of this corporation shall be held on such date of each year as may be provided for in the By-Laws hereafter to be adopted.

ARTICLE XV - ELECTIONS

The Board of Directors shall be elected by the shareholders at the annual meeting. All other officers of the corporation shall be elected annually by the Board of Directors. If for any reason annual elections shall not be held, those holding offices shall continue in such office until their successors are elected and qualified.

ARTICLE XVI - EFFECTIVE DATE

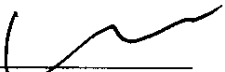
This corporation shall be effective when the Articles of Incorporation are filed with the Secretary

of State.

ARTICLE XVII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto in the manner provided by law, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of December, 2017.

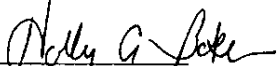


William J. Deas, Incorporator

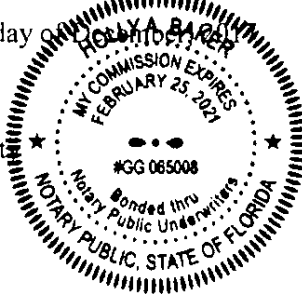
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared William J. Deas, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 1st day of December, 2017.



Notary Public, State and County of Duval
aforesaid.
My Commission Expires:



17 DEC -5 AM 1:10
TALLAHASSEE, 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 pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: That Cagan Crossings Investments Manager No. 5, Inc. desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named William J. Deas, located at 2215 River Boulevard, Jacksonville, FL 32204, as its 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 agree to act in this capacity and further agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



William J. Deas
Registered Agent

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TALLAHASSEE, FLORIDA