

**EXHIBIT B
TO
DECLARATION OF COVENANTS AND RESTRICTIONS
FOR
AQUA SOLIS**

Articles of Incorporation

State of Florida



Department of State

I certify from the records of this office that AQUA SOLIS HOMEOWNERS ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on September 16, 2016.

The document number of this corporation is N16000009171.

I further certify that said corporation has paid all fees due this office through December 31, 2016, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code, 116A00020040-091916-N16000009171-1/1, noted below.

Authentication Code: 116A00020040-091916-N16000009171-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Nineteenth day of September, 2016



Ken Detzner
Ken Detzner
Secretary of State

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of AQUA SOLIS HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on September 16, 2016, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H16000219075. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N16000009171.

Authentication Code: 116A00020040-091916-N16000009171-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Nineteenth day of September, 2016



Ken Detzner
Ken Detzner
Secretary of State

**ARTICLES OF INCORPORATION
OF
AQUA SOLIS HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapters 617 and 720, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be AQUA SOLIS HOMEOWNERS ASSOCIATION, INC. (the "Association"), and its initial office for the transaction of its affairs shall be 9422 Camden Field Parkway, Riverview, FL 33578.

ARTICLE II: PURPOSES

This Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners Aqua Solis (the "Community"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants and Restrictions for the Community recorded in the public records of Pinellas County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) 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;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) Own and convey property;
- (d) Establish rules and regulations;
- (e) Sue and be sued;
- (f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- (g) Maintain, repair and replace Common Properties as contemplated by the Declaration and to enter into contracts for the provision of services to maintain and operate the Common Properties (including, but not limited to, the maintenance, repair and replacement of the Surface Water Management System, as exempted or permitted by the District); and

(h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. **Eligibility.** Every person, whether an individual, corporation or other entity, who is the record owner of a Lot that is subject to assessment pursuant to the Declaration shall become a Member of the Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a Member. An Owner of more than one Lot is entitled to membership for each Lot owned. No person other than an Owner may be a Member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Owner's vendee in possession.

If more than one person owns a fee interest in any Lot, all such persons are Members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot unless and until the Association is notified otherwise in writing by such co-tenants by the entireties.

B. **Classes of Membership and Voting; Turnover.** The Association shall have 2 classes of voting membership - Class A and Class B. So long as there is Class B membership, Class A Members shall be all persons owning record title to the Lots of the Community ("Owners") except Developer. All Class B memberships shall belong to Developer. Upon termination of Class B membership as provided below, Class A Members shall be all Owners, including Developer so long as such Developer is an Owner. Voting shall be accomplished in accordance with the applicable provisions of the Governing Documents. There shall be no cumulative voting for Directors or any other matters.

Class B membership shall cease to exist and shall be deemed to be converted into Class A membership upon the earlier of (a) a triggering event contained in Section 720.307(1) of the Act, or (b) the date that Developer waives in writing its right to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of the County. Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or Bylaws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. **Transferability.** Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall have perpetual existence. In the event the Corporation is dissolved, the dedicated property and corresponding infrastructure of the Surface Water Management System will be conveyed or dedicated to a similar non-profit organization or entity as contemplated by the District's requirements to ensure continued maintenance and operation.

ARTICLE V: INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is the following:

Robert S. Freedman
Carlton Fields Jordan Burt, P.A.
4221 W. Boy Scout Blvd., Suite 1000
Tampa, Florida 33607

ARTICLE VI: MANAGEMENT

The affairs of the Corporation shall be managed by the Board, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the Bylaws or by the Board from time to time. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board in the last quarter of each fiscal year in the manner prescribed in the Bylaws of the Association, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Developer shall be entitled to solely appoint all Members of the Board prior to transfer of control. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Association except with respect to those who are elected by the Class B Members. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the Bylaws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws of the Association.

Notwithstanding the foregoing, the Class B Members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class A Members shall be entitled to elect at least one member of the Board (but not a majority of the directors until **Turnover** has occurred) once 50% of the Lots in all phases of the Community which will ultimately be operated by the Association have been conveyed to the Class A Members.

ARTICLE VII: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the Bylaws are the following:

Baylen Dahl - President
Erika Mitchell - Vice-President
Milton Andrade - Secretary/Treasurer

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board shall be three (3) and the names and addresses of the members of such first Board, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the Bylaws, are the following:

| | |
|----------------|--|
| Milton Andrade | 9422 Camden Field Parkway Riverview, FL 33578 |
| Erika Mitchell | 9422 Camden Field Parkway Riverview, FL 33578 |
| Baylen Dahl | 9422 Camden Field Parkway Riverview, FL 33578 |

ARTICLE IX: BYLAWS

The Bylaws of the Association have been or shall be adopted by the Board of Directors at a duly-called meeting of the Board. Thereafter, the Bylaws may be altered, amended, or rescinded only in the manner provided in the Bylaws.

ARTICLE X: AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) Prior to Turnover, the Board of Directors shall be entitled to consider amendments to these Articles of Incorporation and shall approve any such amendments upon not less than a majority vote of the directors (and no vote of the Master Association membership or approval by any party shall be required for such an amendment to become effective, except as may be otherwise specifically required herein).

(b) Subsequent to Turnover, the Board of Directors shall adopt a resolution setting forth the proposed amendment, and the Board shall direct that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting. At such meeting, a vote of the total voting interests eligible to vote thereon shall be taken on the proposed amendment, and the proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the total voting interests in the Master Association.

(c) No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to Developer under the Governing Documents without the written consent of Developer.

(d) Notwithstanding the foregoing, (1) no amendment to the Bylaws shall be valid which affects any of the rights and privileges provided to Developer without the written consent of Developer as long as Developer shall own any Lots or parcels in the Community, and (2) no amendment which will affect any aspect of the Surface Water Management System located on the Property shall be effective without the prior written approval of the District.

ARTICLE XI: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The above address is also the address of the registered office of the Association.

Dated this 29th day of August, 2016.

Robert S. Freedman
Robert S. Freedman

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th day of August, 2016, by Robert S. Freedman, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. He is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)

Melisa Rivera Zambrana
(Signature)

Name Melisa Rivera Zambrana
(Legibly Printed)

Notary Public, State of Florida

(Commission Number, if any)



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Aqua Solis Homeowners Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

Corporation Service Company

By: Susan Furstrom
Name: SUSAN FURSTROM
Title: Asst. Secretary

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