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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Cardinal Pointe Homeowners Association, Inc.
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED
 FEB - 1 AM 11:16
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 FEB 10 10:54
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

T. SMITH FEB - 1 2000

Examiner's Initials

ARTICLES OF INCORPORATION
OF
CARDINAL POINTE HOMEOWNERS ASSOCIATION, INC.

FILED
00 FEB - 1 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, we, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is **CARDINAL POINTE HOMEOWNERS ASSOCIATION, INC.** (the "Association").

ARTICLE II
PRINCIPAL OFFICE

The principal office and mailing address of the Association is located at Post Office Box 950486, Lake Mary, Florida 32795.

ARTICLE III
REGISTERED AGENT

Kenneth W. Wright, whose address is 20 North Orange Avenue, Suite 1000, Orlando, Florida 32801, is hereby appointed the initial Registered Agent of the Association.

ARTICLE IV
DEFINITIONS

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Covenants, Conditions and Restrictions for Cardinal Pointe to be recorded in the Public Records of Seminole County, Florida, as it may from time to time be amended or supplemented (the "Declaration").

ARTICLE V
PURPOSE, POWERS AND DUTIES OF THE ASSOCIATION

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District (the "District") Permit No. 40-117-0588-ERP requirements and applicable District rules, and shall assist in the enforcement of the Declaration which relate to the surface water or stormwater management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system and the Common Property as defined in the Declaration.

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and repair of the Common Property and Conservation Area (both as defined in the Declaration) within that certain tract of property located in Seminole County, Florida, described in the attached Exhibit "A" (the "Property") and to promote the health, safety and welfare of the owners within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and

(a) 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, these Articles or the ByLaws and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, operation and improvement of the Property and the Common Property; and

(b) to have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise.

ARTICLE VI MEMBERSHIP

Each Lot which is subject by covenants of record to assessment by the Association shall have appurtenant thereto a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities, owning such unit, except that no person or entity holding an interest or title to a unit as security for performance of an obligation shall acquire the membership appurtenant to such Lot by virtue of such interest or title. In no event may any membership be severed from the Lot to which it is appurtenant. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VII VOTING RIGHTS

The Association shall have two (2) classes of Voting Members:

Class A. Class A Members shall be all Owners of Residential Units, with the exception of Declarant so long as Declarant shall be a Class "B" Member. Class "A" Members shall be entitled on all issues to one (1) vote for each Residential Unit in which they hold the interest required for membership.

Class B. The Class "B" Member(s) shall be Declarant and each successor of Declarant who takes title to any unimproved tract for the purpose of development and sale of Residential Units and to whom Declarant assigns in writing one or more of the Class "B" votes. Upon the execution of the Declaration, the Class "B" Members shall be entitled to one (1) vote, plus two (2) votes for each vote entitled to be cast in the aggregate at any time and from time to time by the Class "A" Members.

Termination of Class "B" Membership. The Class "B" Membership shall terminate and become converted to Class "A" Membership upon the earlier of the following:

(a) Twenty (20) years from the date of recording of the Declaration in the Public Records of Seminole County, Florida; or

(b) One (1) year after the last Lot within the Property has been sold or conveyed by the Declarant; or

(c) When, in its sole and absolute discretion, Declarant so determines.

From and after the occurrence of any one of these events, Declarant shall call a meeting as provided in the Bylaws for special meetings to advise the Association membership of the termination of Class "B" status.

(d) When any of the Properties entitling the Owner to membership in the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants in partnership or in any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the secretary of the Association, such Owner shall select one official representative to qualify for voting in the Association and shall notify in writing the Secretary of the Association of the name of such individual. The vote of such individual shall be considered to represent the will of all the Owners of that portion of the Properties. In the circumstance of such common ownership, if the Owners fail to designate their voting representative, then the Association may accept the person asserting the right to vote as the voting Owner until notified to the contrary by the other Owners. Upon such notification the Owner may not vote until the Owner(s) appoint their representative pursuant to this paragraph.

(e) For purposes of determining voting rights hereunder the membership roster of the Association shall be set as of thirty (30) days prior to the vote of the Association.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than seven (7) persons. The first Board of Directors shall have three (3) members, and in the future the number will be determined from time to time in accordance with the provisions of the By-laws of the Corporation. The number of Directors on the Board of Directors shall always be an odd number.

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>
Larry Dale	Post Office Box 950486 Lake Mary, Florida 32795
Mike Good	Post Office Box 950486 Lake Mary, Florida 32795
Noy Rivers	Post Office Box 950486 Lake Mary, Florida 32795

At the first annual meeting after the Class B membership is converted to Class A membership, the members shall elect three (3) directors to serve for a term of one (1) year each. At each annual meeting thereafter, the members shall elect the appropriate number of directors for a term of one (1) year.

ARTICLE IX
OFFICERS

The officers of this Association shall be a President and a Vice-President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the officers who are to serve until the first election of appointments are:

PRESIDENT	-	Larry Dale
VICE PRESIDENT	-	Mike Good
SECRETARY/TREASURER	-	Noy Rivers

ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS

(a) The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in the good faith in the reasonable belief that such action was in the best interests of the Association, or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association, unless and only to the extent that, the court, administrative agency, or investigative board before which such action, suit or proceeding is held 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 indemnification for such expenses which such tribunal shall deem proper.

(c) The Board of Directors shall determine whether amounts for which Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XI
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

(a) 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 Directors or officers are Directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

(b) 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 XII
BY-LAWS

By-Laws shall be initially adopted by the Board of Directors after which the By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XIII
AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than seventy-five percent (75%) of the total number of votes in each class of membership, except that the Board of Directors may amend these Articles of Incorporation without the assent of the membership to correct any ambiguities, scrivener's errors or conflicts appearing within these Articles of Incorporation.

The Association may be dissolved with the assent given in writing and signed by the holders of not less than three-fourths ($\frac{3}{4}$) of the total number of votes in each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes. Any action under this Article is subject

to the procedures and requirements of Florida Statute 617.05. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XIV
EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XV
DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XVI
INCORPORATOR

The sole incorporator to these Articles of Incorporation is Larry Dale, whose address is Post Office Box 950486, Lake Mary, Florida 32795.

IN WITNESS WHEREOF, for the purposes of performing this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 24 day of January, 2000.



Larry Dale, Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 24th day of January,
2000, by Larry Dale, who is personally known to me and who did (did not) take an oath.



Diane Crews

Notary Public - State of Florida

Commission No.

Expires:

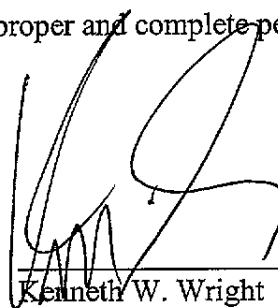
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: **CARDINAL POINTE HOMEOWNERS ASSOCIATION, INC.** (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Kenneth W. Wright, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 20 North Orange Avenue, Suite 1000, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 31st day of January, 2000.



Kenneth W. Wright

ORLDOCS 10006969_1.CEJ

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA