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HEATHER GLEN HOA, INC.

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**ARTICLES OF INCORPORATION OF
HEATHER GLEN HOA, INC.**

In order to form a corporation not-for-profit under and in accordance with Chapter 617 of the Florida Statutes, the undersigned, hereby associate ourselves into a corporation not-for-profit for the purposes and with the powers hereinafter set forth and to that end, by these Articles of Incorporation, certify as follows:

**ARTICLE I
NAME**

The name of this Association shall be **HEATHER GLEN HOA, INC.**, whose present address is 1175 Spring Center South Blvd., Suite 200, Altamonte Springs, FL 32714.

**ARTICLE II
PURPOSE OF ASSOCIATION**

This Association is being organized in connection with the single-family development known as **HEATHER GLEN** (the "Development") as evidenced by that certain Declaration of Easements, Covenants, Conditions, and Restrictions therefore (the "Declaration") as amended from time to time, which is or will be recorded in the Public Records of Seminole County, Florida. All terms and definitions as set forth in the Declaration are hereby incorporated herein and made a part hereof. The purpose for which the Association is organized is to maintain, operate, manage, and preserve the Development; to provide for the architectural control of the residence lots in the Development; and to promote the health, safety, and welfare of the residents of the Development. Unless otherwise specified, the Association shall have and exercise all powers, rights and privileges set forth herein, in the Declaration, and in Chapter 617, Florida Statutes, as amended.

**ARTICLE III
POWERS**

In addition to such other powers as may be set forth in the Declaration, these Articles, the Bylaws promulgated by the Association ("Bylaws"), or the Florida Statutes, the Association shall have the following powers which shall be governed by the following provisions:

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A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of the Declaration, these Articles, the Bylaws, or the Florida Statutes.

B. The Association shall have all of the powers reasonable necessary to implement the purposes of the Association, including, but no limited to, the following:

1. Assessments. To fix, levy and collect adequate Assessments for Common Expenses from Owners to defray the costs, expenses, reserves and losses incurred or to be incurred by the Association and to use the proceeds thereof in the exercise of the Association's powers and duties.

The Association shall also 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.

2. Right of Entry and Enforcement. To enter upon any portion of the Development for the purpose of enforcing by peaceful means any provisions of the Declaration, or for the purpose of maintaining or repairing any such area if, for any reason whatsoever, maintenance is required thereto.

3. Easement and Rights-of-Way. To grant and convey to the Developer or any third party easements and rights-of-way in, on, or under any of the Common Areas for the purpose of constructing, erecting, operating, or maintaining the following therein, thereon, or thereunder:

a. Overhead or underground lines, cables, wires, conduits or other devices for the transmission of electricity for lighting, heating, power, telephone, or other purposes; and

b. Public sewers, storm water, drains, pipes, water systems, sprinkler systems, water, heating, and gas lines or pipes, cable television lines, and security system lines; and, similar public or quasi-public improvements or facilities.

c. To operate, maintain, repair, and improve all Common Areas and such other portions of the Development, as may be determined by the Board from time to time, including but not limited to, the surface water or stormwater system.

4. Employment of Agents. To employ the services of any person or corporation as Manager, or other employees, to, as may be directed by

the Board, manage, conduct, and perform the business, obligations, and duties off the Association, and to enter into contracts for such purpose. Such agent shall have the right to ingress and egress over such portions of the Common Areas or the Development as is necessary for the performance of such business, duties, and obligations.

5. Employment of Professional Advisors. To employ professional counsel and consultants such as, but not limited to, landscape architects, recreation experts, planners, lawyers, and accountants.

6. Create Classes of Service and Make Appropriate Charges. To create, in its sole discretion, various classes of service and to make appropriate charges therefor for the users thereof, including, but not limited to, reasonable admission and other fees, for the use of any recreational facilities situated in the Common Areas and to avail itself of any rights granted by law without being required to render such services to those of its Members who do not assent to the said charges and to such other rules and regulations as the Board deems proper. In addition, the Board shall have the right to discontinue any service on non-payment or to eliminate such services for which there is no demand or adequate funds to maintain the same out of charges.

7. Miscellaneous. To sue and be sued; pay taxes; make and enter into contracts; and insure, enter into leases or concessions, and to pass good and marketable title to the Common Areas, dedicate or transfer all or any part of the Common Areas to a public agency, authority, or utility for such purposes and subject to such conditions as may be reasonable; make and execute any and all proper Affidavits for various purposes; compromise any action without leave of Court; and insure its own liability for claims against it and against its officers, directors, employees and contracts.

8. Inspection; Personal Liability. No Member of the Board or any officer of the Association, nor any officer or director of the Developer or the Manager, shall be personally liable to any Owner or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of the Association, provided that such person, firm or entity has, upon the basis of such information as may be possessed by him, acted in good faith, without willful or intentional misconduct.

9. Books and Records. To keep separate books and records in accordance with these Articles, Bylaws, and applicable law.

10. Water Management District. To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 42-117-64411-1 requirements and applicable District rules, and shall assist in the enforcement of the Declarations of Covenants and Restrictions which relate to the surface water or stormwater management system.

ARTICLE IV MEMBERS

The qualification of the Members, the manner of their admission to membership in the Association, the manner of the termination of such membership, and voting by the Members shall be as follows:

A. Until such time as the recording of the Declaration, the Members of this Association shall be comprised solely of the Subscribers (the "Subscriber Members") to these Articles; and in the event of the resignation or termination of any Subscriber Member, the remaining Subscriber Members may nominate and designate a successor Subscriber Member. Each of the Subscriber Members shall be entitled to cast one (1) vote on all matters requiring a vote of the Members.

B. Upon the recording of the Declaration, the Subscriber Members' rights and interests shall be automatically terminated and the Owners, which in the first instance means the Developer as the owner of Lot(s), shall be entitled to exercise all of the rights and privileges of the Members, as set forth in the Declaration and in these Articles.

C. Membership in the Association shall be established by the acquisition of ownership by a person(s) or entity(ies) of a Lot in the Development as evidenced by the recording of an instrument of conveyance in the Public Records of Seminole County, Florida, whereupon the membership in the Association of the prior Owner thereof, if any, shall terminate. New Members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association. No person or entity holding an interest or title to a Lot as security for performance of an obligation shall acquire the membership rights appurtenant to such Lot by virtue of such interest or title.

D. No Member may assign, hypothecate, or transfer in any manner his/her membership in the Association or his/her share in the funds and assets of the Association except as an appurtenance to his/her Lot. In no event may any membership be severed from the Lot to which it is appurtenant.

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E. Except as otherwise provided in the Declaration, each Member shall be entitled to one (1) vote for each Lot owned with respect to matters on which a vote by the Owners is required to be taken pursuant to the Declaration, these Articles, or the Bylaws.

ARTICLE V VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all those Owners with the exception of the Developer and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. Class B Members shall be the Developer (as defined in the Declaration), and shall be entitled to one (1) vote for each Lot owned by the Developer, plus two (2) votes for each vote that the Class A Members are entitled to cast at any time and from time to time. The Class B membership shall cease and be converted to Class A Members. The Class B membership shall cease and be converted to Class A membership on the happening of one (1) of the following events, whichever occurs earlier:

A. When the Developer no longer owns record title to any portion of the Property; or

B. Six (6) years from the date of filing of the Declaration; or

C. At such time as the Class B Member voluntarily relinquishes its rights to vote.

ARTICLE VI TERM

The ASSOCIATION shall have perpetual existence. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. In the event of termination, dissolution or final liquidation of the ASSOCIATION, the responsibility for operation and maintenance of the surface water or stormwater 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 final liquidation.

ARTICLE VII
SUBSCRIBERS

The name and address of the Subscriber to these Articles is: Douglas Maise, 1175 Spring Center South Blvd., Suite 200, Altamonte Springs, FL 32714.

ARTICLE VIII
OFFICERS

A. The affairs of the Association shall be managed by a President, one (1) or more Vice President(s), a Secretary, and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directors of the Board.

B. The Board shall elect the President, the Vice President, the Secretary, the Treasurer and as many other Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the Bylaws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the same person hold the office of President who holds the office of Secretary or Assistant Secretary.

ARTICLE IX
FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	Douglas Maise
Vice President	Charles Maise
Secretary	Charles Maise
Treasurer	Douglas Maise

ARTICLE X
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1175 Spring Center South Blvd., Suite 200, Altamonte Springs, Florida 32714 and the name of the initial resident agent of this corporation at that address is Douglas Maise.

ARTICLE XI
BOARD OF DIRECTORS

A. The form of administration of the Association shall be by a Board of not less than three (3) Directors nor more than seven (7) Directors, the exact number to be determined from time to time by the Board and in accordance with the Declaration. The number of Directors initially constituting the Board (as hereinafter defined) shall be three (3).

B. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Douglas Maise	1175 Spring Center South Blvd., Suite 200 Altamonte Springs, FL 32714
Charles Maise	1175 Spring Center South Blvd., Suite 200 Altamonte Springs, FL 32714
Larry Nicholson	605 E. Robinson St., Suite 750 Orlando, FL 32801

The Developer reserves the right to designate successor Directors and/or officers to serve on the Board so long as the Class B membership, as defined in the Declaration, shall remain in existence. The Developer may, however, in its sole discretion, relinquish control of the Association to Owners, other than the Developer, at any time, irrespective of whether or not the Developer is offering Lots for sale in the Development. The Developer reserves the right to appoint members to the Board so long as the Developer controls the Association in accordance with the provisions of the Declaration. During such period of time, Owners shall not have the right to elect members to the Board. Except for the Developer and its representatives, every Director must be an Owner.

C. The initial Board shall serve unless the successor Developer representatives are appointed or until turnover of control as provided for herein. Unless otherwise provided for herein, vacancies of the Board shall be filled in accordance with the provisions of the Bylaws.

D. At such time as the Owners (other than the Developer) are permitted to elect officers and directors of the Association, the Board shall consist of three (3) Directors to be elected by Members of the Association. Voting shall be conducted in accordance with the provisions of the Bylaws.

ARTICLE XII INDEMNIFICATION

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by, asserted against, or imposed upon him or them in connection with any proceeding, litigation, or settlement in which he may become involved by reason of his being or having been a Director or officer of the Association, or arising in connection with the performance of his or their duties as officers or Directors, as the case may be. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, or of any acts involving criminal liability, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law.

ARTICLE XIII 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 XIV BYLAWS

The Bylaws of the Association shall be adopted by the first Board, and thereafter may be altered, amended, or rescinded in the manner provided for in the Bylaws. As is set forth in the Bylaws, the Bylaws may be amended by a

majority vote of the Members present or the affirmative approval of the majority of the Board at a regular or special meeting of the Board.

ARTICLE XV
ANNEXATION

Residential property, common area(s) and recreational facilities may be annexed to the Property with the consent of two-thirds (2/3) of the Members of the Association. Such annexation shall become effective upon the recording of an amendment to the Declaration effecting such an annexation.

ARTICLE XVI
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the total number of Members. Upon dissolving the Association, other than incident to a merger or consolidation with a similar Association, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to these for which this Association was created. In the event the dedication is refused or not accepted, 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 Statutes 617.05 and to Sections 617.301 et seq. Florida Statutes.

ARTICLE XVII
AMENDMENTS

A. Prior to the recording of the Declaration in the Public Records of Seminole County, Florida, these Articles may be amended only by an instrument in writing signed by all of the Directors and filed in the office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and give the exact language of such amendment, and a certified copy of such amendment shall always be attached to any certified copy of these Articles and shall be an exhibit to the Declaration upon the recording of any such Declaration.

B. After the recording of the Declaration in the Public Records of Seminole County, Florida, these Articles may be amended in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or the Members) at which such proposed amendment is to be considered; and

2. A resolution approving the proposed amendment may be first passed by either the Board or the Members. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted to and approved by the other of said bodies.

C. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Seminole County, Florida

D. Notwithstanding the foregoing provisions of this Article, there shall be no amendment to these Articles which shall abridge, amend, or alter the rights of the Developer, including the right to designate and select the Directors as provided herein, or the provisions of this Article, without the prior written consent therefor by the Developer.

ARTICLE XVIII
FHA/VA APPROVAL

As long as there is a Class B membership, as that term is defined in the Declaration, the Federal Housing Administration and Veterans Administration must approve (1) the annexation of additional properties including Common Areas and recreational facilities, (2) the merger or consolidation of the Association with similar Association, (3) mortgaging of the Common Areas as that term is defined in the Declaration, or (4) the dissolution or amendment of these Articles.

ARTICLE XIX
CONFLICT

In case of any conflict between these Articles and the Bylaws of the Association, these Articles shall control; and in case of any conflicts between these Articles and the Declaration, the Declaration shall control.

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature the day and year set forth below.

Dated: 6/27/2001



Douglas Maise

FROM: HOLLAND AND KNIGHT
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FAX NO.: 407 238 4895

06-27-01 03:54P P.12

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, Douglas Maise, personally appeared, personally to me know to be the person described above as the Subscriber and who, under oath executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for purposes therein expressed.

WITNESS in hand and official seal in the County and State aforesaid, this 27th day of June, 2001.

NOTARY PUBLIC

Signature: [Signature]
Print Name: JOHN A. MUNFIELD
My Commission Expires: 6-19-2003
John A. Munfield
Commission # 00 835003
Expires June 19, 2003
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Atlantic Bonding Co., Inc.

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

[Signature]
Douglas Maise
Registered Agent