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FLORIDA NON-PROFIT CORPORATION

DUNMORE AT HALIFAX PLANTATION HOMEOWNERS' ASSOC., INC

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
 DUNMORE AT HALIFAX PLANTATION HOMEOWNERS'
 ASSOCIATION, INC.
 (A Florida Corporation Not for Profit)**

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 TREASURY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation is Dunmore at Halifax Plantation Homeowners' Association, Inc. For convenience, the Corporation shall be referred to in this Instrument as the "Neighborhood Association" or "Association," these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws."

ARTICLE II. PURPOSES

The purposes for which the Association is organized are as follows:

- A. To take title, operate, administer, manage, lease and maintain the assets and property of the Neighborhood Association as such are dedicated to or made the responsibility of the Neighborhood Association by the Declaration, these Articles or the By-Laws.
- B. To manage the Neighborhood Association of unit owners established by the Declaration of Protective Covenants, Conditions, and Restrictions of Dunmore at Halifax Plantation Homeowners' Association, Inc. (the "Declaration").
- C. To enforce the Declaration.
- D. To carry out all duties placed upon it by these Articles, the By-Laws, the Declaration and by Florida law.

ARTICLE III. POWERS

The Neighborhood Association shall have the following powers:

- A. The Neighborhood Association shall have all common law and statutory powers of a corporation not for profit, not in conflict with the terms of the Master Documents or the Neighborhood Documents.
- B. The Neighborhood Association shall have the power to administer and to enforce the provisions of these Articles, the By-Laws and the Declaration and all powers reasonably necessary to carry out the responsibilities and duties conferred upon it by these Articles, the By-Laws and the Declaration, as amended and supplemented from time to time, including but not limited to, the power to levy and collect assessments against members of the Neighborhood Association.

The Neighborhood Association shall have the following duties:

- A. The Neighborhood Association shall have all common law and statutory duties of

a corporation not for profit.

B. In addition the Neighborhood Association shall have all duties delegated to it pursuant to the provisions of these Articles, the By-Laws and the Declaration.

ARTICLE V. MEMBERS AND VOTING

There shall be 101 Units in the Association. The qualification of members of the Neighborhood Association, the manner of their admission to membership, and voting by members shall be as follows:

A. Until such time as the Declaration encumbering the Neighborhood is recorded in the Public Records of Volusia County, Florida, the members of the Neighborhood Association shall be comprised solely of Declarant.

B. Once the Neighborhood Declaration is recorded, the Owners, which initially means Declarant as the owner of all the Units, shall be entitled to exercise all of the rights and privileges of members.

C. Thereafter, membership in the Neighborhood Association shall be established by the acquisition of ownership of fee title to a Unit, which shall pass as an appurtenance thereto with no such membership or rights arising therefrom being transferable in any manner except as an appurtenance to such Unit. No new member's rights shall be effective until the new member presents the Neighborhood Association with a copy of the recorded deed conveying title of the Unit.

D. Each Neighborhood Member shall be entitled to one (1) vote for each Unit owned. Declarant shall be entitled to two (2) votes for each Unit owned until Neighborhood Turnover, at which time Declarant shall have the same votes as any other Neighborhood Member for each Unit it owns. Votes shall be exercised and cast in accordance with the Declaration and By-Laws.

E. In any situation where a Neighborhood Member is entitled to exercise the vote for his or her Unit, and more than one (1) person or entity is the Owner of the Unit, the vote shall be exercised by that party designated on the records of the Secretary of the Neighborhood Association. In the absence of such designation, the Unit's vote shall be suspended if more than one person or entity seeks to exercise it.

F. The Neighborhood is entitled to elect one (1) Voting Member to the Master Association in accordance with the Master Documents. The voting Member shall be the President of the Association or, in his or her absence, the Vice President.

G. If any Tract becomes part of the Neighborhood, Declarant shall have the right, with the consent of no other Person being required, to amend these Articles to set forth the voting rights pertaining to such Tract.

ARTICLE VI. MANAGEMENT

A. The affairs and property of the Association shall be managed and governed by a Board of Administrators, composed of not less than three (3) nor more than (9) persons. The Board members shall be elected by the voting membership at the annual meetings of the membership in the manner provided in the By-Laws. The Board members may be removed and vacancies in the Board filled in the manner provided in

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the By-Laws.

B. The initial Board shall consist of three (3) persons, who need not be members, entitled to vote in the Association and who shall be appointed by Declarant. The initial Board named in these Articles shall serve until the Owners, other than Declarant, are entitled to elect the Board members in the manner set forth herein:

1. After Declarant has conveyed twenty percent (20%) of the Dwelling Units permitted to be constructed in the Neighborhood, the Board of Administrators shall include two (2) Administrators designated by Declarant and one (1) Administrator elected by the members as more specifically set forth in the By-Laws.

2. After Declarant has conveyed fifty percent (50%) of the Dwelling Units permitted to be constructed in the Neighborhood, the number of Administrators shall be expanded to five (5), and until the first Annual Meeting described in Paragraph 3 below, the Board of Administrators shall include three (3) Administrators designated by Declarant and two (2) Administrators elected by the members, as more specifically set forth in the By-Laws.

3. At the Neighborhood Turnover meeting, which is to be held as set forth in the Neighborhood Declaration, the Board of Administrators shall be comprised of five (5) Administrators elected by the members, as more specifically set forth in the By-Laws. In addition, after Neighborhood Turnover and for so long as Declarant owns any interest in the Neighborhood, Declarant shall have the right, but not the obligation, to designate one (1) additional Administrator and his or her successors ("Declarant Administrator"), thus providing for up to a total of six (6) Administrators. Notice of the Neighborhood meeting shall be given as provided in the By-Laws.

C. Until Neighborhood Turnover, Administrators of the Neighborhood Association named by Declarant shall serve at the discretion of Declarant and in the event of vacancies of such Administrators, such vacancies shall be filled by the person designated by Declarant.

ARTICLE VII. BOARD OF ADMINISTRATORS

The number of persons constituting the first Board of Administrators shall be three (3). The names and street addresses of the persons who are to serve as the first Board are as follows:

Name	Address
Timothy R. Klein	7120 E. Orchard Road, Suite 210 Centennial, CO 80111
Carlo Marzano	7120 E. Orchard Road, Suite 210 Centennial, CO 80111
Thomas Wengh	7120 E. Orchard Road, Suite 210 Centennial, CO 80111

The number of Board members may be increased or diminished from time to time as provided by the By-Laws, but shall never be less than three (3).

ARTICLE VIII. OFFICERS

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

President	Timothy R. Klein
Vice President	Thomas Wengh
Secretary	Carlo Marzano
Treasurer	Thomas Wengh

ARTICLE IX. PRINCIPAL OFFICE

The principal office of the Neighborhood Association is 1265 West Granada Blvd., Suite 1, Ormond Beach, Florida 32174.

ARTICLE X. INCORPORATORS

The name and street address of the Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Timothy R. Klein	7120 E. Orchard Road, Suite 210 Centennial, CO 80111

The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State of Florida.

ARTICLE XI. BYLAWS

By-Laws of the Neighborhood Association shall be adopted by the First Board and thereafter may be altered, amended or rescinded in the manner provided in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

ARTICLE XII. AMENDMENTS

All of the Incorporators to these Articles or their successors, as all of the members of the Neighborhood Association, may amend the Articles provided that at such time as said Incorporators no longer qualify as members, then these Articles may be amended by the vote of a majority of the then Neighborhood Owners at any annual meeting or at a special meeting called for that purpose.

ARTICLE XIII. EXISTENCE AND DURATION

Existence of the Neighborhood Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State. The Neighborhood

Association shall exist in perpetuity, unless dissolved pursuant to the provisions of Article XIV below.

ARTICLE XIV. DISSOLUTION AND SUCCESSOR ENTITIES

In the event of the dissolution of the Neighborhood Association, or any successor entity thereto, any property dedicated or conveyed to the Neighborhood Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be maintained for the purposes for which the Neighborhood Association, or a successor thereto, was maintaining such property in accordance with the terms and provisions under which such property was being held by the Neighborhood Association, or such successor.

ARTICLE XV. SEVERABILITY

Invalidation of any of these Articles or portions thereof by judgment, court order, or operation of law shall in no way affect other provisions, which shall remain in full force and effect.

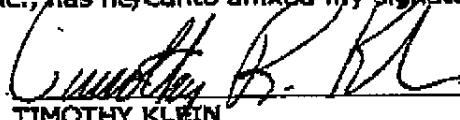
ARTICLE XVI. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Neighborhood Association is 1265 West Granada Blvd., Suite 1, Ormond Beach, Florida 32174, and the initial Registered Agent of the Neighborhood Association at that address shall be Trisha L. Dellinger.

ARTICLE XVII. INDEMNIFICATION

The Association shall indemnify any officer, Board member or committee member or any former officer, Board member or committee member to the full extent permitted by law.

IN WITNESS WHEREOF, I, TIMOTHY KLEIN, the incorporator of Dunmore at Halifax Plantation Homeowners' Association, Inc., has hereunto affixed my signatures this 2nd day of AUGUST 2002.

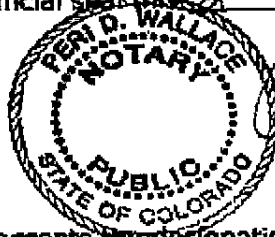

TIMOTHY KLEIN

STATE OF COLORADO
COUNTY OF Arapahoe

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared TIMOTHY KLEIN to me known to be the person described as the Incorporator of the

Dunmore at Halifax Plantation Homeowners' Association, Inc., and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of August, 2002



Peri D. Wallace

Notary Public
My Commission Expires:

My commission expires 8/14/03
101 West County Line Road
Littleton, CO 80120

The undersigned hereby accepts the designation of Registered Agent of Dunmore at Halifax Plantation Homeowners' Association, Inc., as set forth in Article XVI of these Articles.

Trisha L. Dellinger
Trisha L. Dellinger

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Trisha L. Dellinger, to me known to be the person described as initial Registered Agent, and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 21st day of August, 2002

Kristin Strother
Notary Public
My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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