

No 2000006987

MARGARET A. WHARTON, P.A.
ATTORNEY AT LAW

KIM M. BEOHLER
PARALEGAL

TELEPHONE
(407) 365-7193
FAX
(407) 366-0776

STREET ADDRESS
456 SOUTH CENTRAL AVENUE
OVIEDO, FLORIDA 32765

MAILING ADDRESS
POST OFFICE BOX 621172
OVIEDO, FLORIDA 32762-1172

Sept. 5, 2002

Sent via FedEx to:

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
02 SEP -6 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Mills Cove Homeowner's Association, Inc.

To Whom It May Concern:

I have enclosed the original and a copy of the Articles of Incorporation of Mills Cove Homeowner's Association, Inc. along with our check in the amount of \$78.75 for the following filing fees:

- Filing fee for Articles of Organization \$ 35.00
- Designation of Registered Agent \$ 35.00
- Certified Copy \$ 8.75

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-09/06/02-01032-006
*****78.75 *****78.75

Please return the certified copy and certificate of status to our office at the address above.

Thank you for your attention to this matter.

Yours very truly,
Tonya Berger
Tonya Berger
Legal Secretary

TB:nn
Enclosures: as noted

g/g/10

ARTICLES OF INCORPORATION

OF

MILLS COVE HOMEOWNER'S ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, residents of the State of Florida, of full age, and for the purpose of forming a corporation, not for profit, and do hereby certify:

ARTICLE I

Name

The name of the corporation is Mills Cove Homeowner's Association, Inc. (hereafter called the "Association").

ARTICLE II

Office

The principal office of the Association is located at 600 Lake Mills Road, Chuluota, Florida 32766

ARTICLE III

Registered Agent

David E. Axel, Trustee, whose address is 600 Lake Mills Road, Chuluota, Florida 32766 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Definitions

Section 1. "Articles of Incorporation" shall mean and refer to the Articles of Incorporation for Mills Cove Homeowner's Association, Inc., as they may be amended from time to time.

Section 2. "Association" shall mean and refer to Mills Cove Homeowner's Association, Inc., its successors and assigns.

Section 3. "Board of Directors" shall mean and refer to the board of directors for the Association.

Section 4. "Common Property" shall have the meaning assigned to it in the Declaration.

Section 5. "Declarant" shall have the meaning assigned to it in the Declaration.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Mills Cove as recorded in the public records of Seminole County, Florida and applicable to Lots 1 through 29 and the Tracts on the Plat of Mills Cove as recorded in the Public Records of Seminole County, Florida,

Section 7. "Parcel" shall have the meaning assigned to it in the Declaration.

Section 8. "Member" shall have the meaning assigned to it in the Declaration.

Section 9. "Owner" shall have the meaning assigned to it in the Declaration.

Section 10. "Properties" shall have the meaning assigned to it in the Declaration.

ARTICLE V

Purpose and Powers of the Association

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 preservation of the Common Property and architectural control of the Parcels and Common Property within the Properties and other real property annexed into the Association, and to promote the health, safety and welfare of the owners of the Properties and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose 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 that certain Declaration applicable to the Properties and recorded (or to be recorded) in the Office of the Clerk of the Court for Seminole County, Florida, and as the same may be amended from time to time as therein provided;

(b) Fix, levy, collect and enforce payment by any lawful means, of all charges and assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against property of the Association;

(c) Acquire (by gift purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of

real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of Members who are entitled to vote at least two-thirds (2/3) of all of the votes of the membership, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property of the Association as security for the money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication shall be effective unless an instrument has been signed by Members who are entitled to vote at least two-thirds (2/3) of all of the votes of the membership, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes provided that such merger or consolidation shall have the assent of Members who are entitled to vote at least two-thirds (2/3) of all of the votes of the membership.

(g) Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District ("District") permit no. 40-117-70942-1 requirements and applicable District rules, and shall assist in the enforcement of the Declarations of Covenants and Restrictions which relate to the surface water and stormwater management system.

(h) 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

(i) Have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VI

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Parcel which is subject to the Declaration, and thus to assessment by the Association, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to assessment by the Association.

ARTICLE VII

Voting Rights

The Owner of each Parcel which is subject to the Declaration shall be entitled to cast one (1) vote for each Parcel owned by such Owner, for so long as it owns a Parcel, except that the Declarant shall be entitled to cast four (4) votes for each Parcel owned by Declarant, for so long as Declarant owns a Parcel.

ARTICLE VIII

Board of Directors

The affairs of this Association shall be managed by a Board of not less than two (3) Directors, who shall either be Members of the Association or the Declarant or Declarants appointees. The number of directors may be changed by amendment of the Bylaws of the Association. 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>
Michael W. Solitro	P.O. Box 161094, Altamonte Springs, Florida 32716
David E. Axel	600 Lake Mills Road, Chuluota, Florida 32766
Louis P. Tulp	P.O. Box 621024, Oviedo, Florida 32762

At the first annual meeting, the Members shall elect, one of the directors for a term of two years, one of the directors for a term of three years and one of the directors for a term of four years; and at each annual meeting thereafter the Members shall elect one director for a term of four years to replace the director whose term is expiring. Thereafter, if the number of Directors is enlarged, Members shall elect the additional directors for four year terms.

ARTICLE IX

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than all of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding the foregoing, 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., or its successor rule, and be approved by the St. Johns Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X

Duration

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

ARTICLE XI

Indemnification

The Association shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law, against all losses and liabilities related to their actions on behalf of the Association.

ARTICLE XI

Incorporator

The name and address of the incorporator is as follows:

David E. Axel
600 Lake Mills Road
Chuluota, Florida 32766

ARTICLE XII

Amendments

Amendment of this Articles shall require the assent of Members who are entitled to vote at least two-thirds (2/3) of all of the votes of the membership.

THE BALANCE OF THIS PAGE IS BLANK

IN WITNESS WHEREOF, the Declarant has caused these presents to be executed in its name and its seal to be affixed hereto as of the day and year first above written.

Signed, sealed and delivered in our presence as witnesses:

DECLARANT:


[Signature]
(Printed: Faith E. Mobsby)
[Signature]
(Printed: Louis P. Telp)

[Signature]
DAVID E. AXEL, as Trustee under the David E. Axel Trust Agreement dated September 25, 1998

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 5 day of September 2002, by DAVID E. AXEL, as Trustee under the David E. Axel Trust Agreement dated September 25, 1998, personally known by me.

[Signature]
Notary Public, State of Florida
My Commission Expires:

 Faith E. Mobsby
Commission # DD 032692
Expires June 11, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida General Corporation Act, the following is submitted, in compliance with said statute.

That Mills Cove Homeowner's Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles or Incorporation at the, County of Seminole, State of Florida, has named David E, Axel, located as said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with 607.0505, Florida Statutes.


David E. Axel

Dated: 9/5/2002

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA