

N03000002466

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000086109 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : POHL + SHORT, P.A.  
Account Number : I20000000182  
Phone : (407) 647-7645  
Fax Number : (407) 647-2314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 MAR 20 AM 9:04

FLORIDA NON-PROFIT CORPORATION

Wayside Estates Homeowners Association, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 10      |
| Estimated Charge      | \$70.00 |

3-21-03

MAR. 20. 2003 11:46AM

POHL & SHORT, PA

NO. 872

P. 2/10

H03000086109 3

FILED  
CLERK OF COURT  
03 MAR 20 AM 9:04  
DIVISION OF CORPORATIO..

**ARTICLES OF INCORPORATION  
OF  
WAYSIDE ESTATES  
HOMEOWNERS ASSOCIATION, INC.**

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

**ARTICLE I**

The name of the corporation is **WAYSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.** (hereafter called the "Association").

**ARTICLE II**

The principal office of the Association is located at 1916 Boothe Circle, Longwood, Florida 32750.

**ARTICLE III**

JON ZABEL, whose address is 1916 Boothe Circle, Longwood, Florida 32750, 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 **WAYSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.**, as they may be amended from time to time.

Section 2. "Association" shall mean and refer to **WAYSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.**, its successors and assigns.

Section 3. "Board of Directors" or "Board" shall mean and refer to the board of directors for **WAYSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.**

Section 4. "Common Area" or "Common Areas" shall mean all real property and improvements thereon which is owned or leased by the Association for the common use and enjoyment of the Owners, or is dedicated for use or maintenance by the Association or its members.

Section 5. "Declarant" shall mean and refer to Bovis Homes Florida LLC., a Florida Limited Partnership, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development and are so designated in writing by Declarant.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of **WAYSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.**, applicable to the Properties described as:

WAYSIDE ESTATES, according to the plat thereof  
recorded at Plat Book \_\_\_\_\_, Pages \_\_\_\_\_,  
Public Records of Seminole County, Florida.

H03000086109 3

H03000086109 3

**Section 7.** "Lot" shall mean and refer to any numbered plot of land to be used for a single family residence shown upon any recorded subdivision map of the Properties with the exception of the Common Areas and drainage and retention areas.

**Section 8.** "Member" shall mean and refer to those person entitled to membership in the Association as provided in the Declaration.

**Section 9.** "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Properties, but excluding those having such interest merely as security for the performance of an obligation.

**Section 10.** "Properties" shall mean and refer to that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

## **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 provided for maintenance, preservation of the Common Area and architectural control of the Lots and Common Areas within the Properties (the "WAYSIDE ESTATES Seminole Subdivision") and other real property annexed into the Association, and to promote the health, safety and welfare of the residents of the WAYSIDE ESTATES Subdivision 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 the Declaration applicable to the WAYSIDE ESTATES Subdivision and recorded (or to be recorded) in the Office of Clerk of the Court for Seminole County, Florida, as the same may be amended from time to time as therein provided;

(b) Fix, levy, collect and enforce payment by any lawful means all charges or 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 the 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 of the Association in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property of the Association as security of money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area 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 or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any such

H03000086109 3

merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of Members;

(g) 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.

(h) 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 requirements and applicable district rules, and shall assist in the enforcement of the restrictions and covenants contained in the Declaration. In addition to the other provisions of the Declaration, 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. The assessments, in addition to the other matters as provided in the Declaration, shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

(i) The Association shall operate and maintain a street lighting system, as approved by Seminole County, Florida, within the Properties and shall levy and collect adequate assessments for the Members to defray the total cost of such operation and maintenance.

Definitions set forth in the Declaration are incorporated herein by this reference.

#### **ARTICLE VI** **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot 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 Lot which is subject to assessment by the Association.

#### **ARTICLE VII** **VOTING RIGHTS**

The Association shall have two classes of voting membership:

Class A. Class A Members shall be Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When any property 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(s) 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 each individual shall be considered to represent the will of all the Owners of that property. 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

H030000861093

the other Member(s). Upon such notification the Owner may not vote until the Owner(s) appoint their representative pursuant to this paragraph.

**Class B.** The Class B Member(s) shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) December 31, 2004

### **ARTICLE VIII**

#### **BOARD OF DIRECTORS**

Until Turnover, as defined in the Declaration, the affairs of this Association, shall be managed by a Board of not less than three (3) Directors, who need not be Members of the Association. After Turnover of control by the Class B Member(s) the affairs of this Association shall be managed by a Board of not less than three (3) directors, who need not be Members of the Association. 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 "Initial Directors" until the selection of their successors are:

| <u>NAME</u>    | <u>ADDRESS</u>                           |
|----------------|------------------------------------------|
| Arthur Tye     | 1916 Boothe Circle<br>Longwood, FL 32750 |
| Clifton Decker | 1916 Boothe Circle<br>Longwood, FL 32750 |
| Jon Zabel      | 1916 Boothe Circle<br>Longwood, FL 32750 |

At the first annual meeting after Turnover Members shall elect one third (1/3) of the directors for a term of one year; one third (1/3) of the directors for a term of two years; and one third (1/3) of the directors for a term of three years. The intent of this provision is to proportionately stagger elections so that there always remains a majority of board members with experience as to the workings of the Association.

### **ARTICLE IX**

#### **OFFICERS**

**Section 1. Officers Provided For.** The Association shall have a President, Vice president, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

**Section 2. Election and Appointment of Officers.** The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken

H03000086109 3

office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

**Section 3. First Officers.** The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

| <u>NAME and OFFICE</u>                | <u>ADDRESS</u>                           |
|---------------------------------------|------------------------------------------|
| Jon Zabel, President                  | 1916 Boothe Circle<br>Longwood, FL 32750 |
| Arthur Tye, Vice President            | 1916 Boothe Circle<br>Longwood, FL 32750 |
| Clifton Decker<br>Secretary/Treasurer | 1916 Boothe Circle<br>Longwood, FL 32750 |

#### **ARTICLE X**

#### **SUBSCRIBERS**

The names and addresses of the subscribers to these Articles of Incorporation are:

| <u>NAME</u>    | <u>ADDRESS</u>                           |
|----------------|------------------------------------------|
| Jon Zabel      | 1916 Boothe Circle<br>Longwood, FL 32750 |
| Arthur Tye     | 1916 Boothe Circle<br>Longwood, FL 32750 |
| Clifton Decker | 1916 Boothe Circle<br>Longwood, FL 32750 |

#### **ARTICLE XI**

#### **DISSOLUTION**

**Section 1.** The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of 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 purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

H03000086109 3

H03000086109 3

Section 2. 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 Water Management District prior to such termination, dissolution or liquidation.

## **ARTICLE XII**

### **DURATION**

The 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 XIII**

### **INDEMNIFICATION**

Section 1. The Association shall indemnify any person who was or is a party or is threatened to made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceedings, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceedings, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him/her in connection therewith.

Section 3. No expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or

H03000086109 3

H03000085109 3

otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 6. The provisions of this Article XIII shall not be amended.

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 XIV** **INCORPORATOR**

The name and address of the incorporator is as follows:

Jon Zabel  
1918 Boothe Circle  
Longwood, Florida 32750

#### **ARTICLE XV** **AMENDMENTS**

Section 1. Amendment of these Articles of Incorporation shall require the assent of two-thirds (2/3) of the entire membership.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

#### **ARTICLE XVI** **FHA/VA APPROVAL**

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of common Area, dedication of Common Area, dissolution and amendment of these Articles.

H03000086109 3

MAR.20.2003 11:48AM

POHL & SHORT, PA

NO.872 P.9/10

H03000086109 3

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, as the incorporator of this Association, has executed these Articles of Incorporation this 13 day of March, 2003.

Jon Zabel  
Jon Zabel

STATE OF FLORIDA  
COUNTY OF SEMINOLE

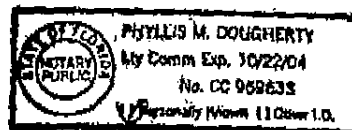
} ss

The foregoing instrument was acknowledged before me this 13 day of March, 2003, by Jon Zabel, who is personally known to me or has produced NA as identification and did (did not) take an oath.

(NOTARY SEAL)

Phyllis M. Dougherty  
(Notary Signature)

(Notary Name Printed)  
My commission expires:



H03000086109 3

MAR.20.2003 11:48AM

POHL & SHORT, PA

NO.872 P.10/10

H03000086109 3

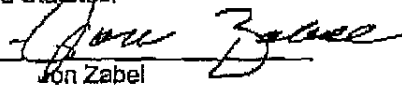
## REGISTERED AGENT CERTIFICATE

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

That WAYSIDE ESTATES Homeowners Association, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of incorporation at the City of Longwood, County of Seminole, State of Florida, has named Jon Zabel, located at 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 607.325, Florida Statutes.

  
Jon Zabel

DATED: 3/13/03

FILED STATE  
SECRETARY OF CORPORATIONS  
03 MAR 20 AM 9:04

H03000086109 3