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FLORIDA NON-PROFIT CORPORATION

WEKIVA RUN HOMEOWNERS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
WEKIVA RUN HOMEOWNERS ASSOCIATION, INC.**

A Florida Corporation Not For Profit

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is **WEKIVA RUN HOMEOWNERS ASSOCIATION, INC.**, a Florida corporation not for profit, (hereinafter called the "Association").

**ARTICLE II
OFFICE AND REGISTERED AGENT**

This Association's principal office is 237 Westmonte Drive, Suite 111, Altamonte Springs, Florida 32714, and its registered agent is **Greystone Management Company, Inc.**, a Florida corporation, which maintains a business office at 1950 Lee Road, Suite 212 Winter Park, FL 32789. Both this Association's principal office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III
PURPOSE**

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residence lots within that certain tract of property

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(hereinafter called the "Property") in Orange County, Florida, being more particularly described in Exhibit "A" attached hereto, and any other property brought within the jurisdiction of the Association pursuant to the Declaration, as hereinafter defined.

ARTICLE IV POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Easements, Covenants, Conditions, and Restrictions for Wekiva Run (hereinafter called the "Declaration") applicable to the Property and to be recorded in the Public Records of Orange County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full.
- (b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs, subject to any limitations set forth in the Declaration and the By-Laws of the Association.
- (c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

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- (d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property.
- (e) Borrowing. Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.
- (f) Dedications. With the affirmative vote of seventy-five percent (75%) of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members (by vote) determine.
- (g) Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.
- (h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and any Association property consistent with the rights and duties established by the Declaration and these Articles.
- (i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the

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Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

(j) Enforcement. Enforce by legal means the obligations of the members of the corporation, the provisions of the Declaration, and the provisions of a dedication or conveyance of the Association property to the corporation with respect to the use and maintenance thereof.

(k) Drainage System. 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 nos. 40-095-87773-1 and 4-095-87773-2 requirements and applicable District rules, and assist in the enforcement of the Declaration of Covenants and Restrictions 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.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and

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membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership:

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

Class B. The Class B member shall be the Developer (as defined in the Declaration), 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 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;
- (b) on the anniversary date seven years from the date when the first Lot is conveyed to an individual purchaser; or
- (c) At the election of the Developer evidenced by a written waiver.

ARTICLE VII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three (3) Directors. The number of Directors from time to time may be changed by

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amendment to this Association's By-Laws, but at all times it must be an odd number of three (3) or more but not to exceed five (5). The Directors named below (Initial Directors) shall serve until this Association's first annual meeting, the date for which shall be set by the Initial Directors. The term of office for all Directors, with the exception of the Initial Directors, is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Dana A. Bennett
237 S. Westmonte Drive, Suite 111
Altamonte Springs, FL 32714

Eric K. Wills
237 S. Westmonte Drive, Suite 111
Altamonte Springs, FL 32714

Andon L. Calhoun
237 S. Westmonte Drive, Suite 111
Altamonte Springs, FL 32714

Section 3. Every Director shall be indemnified by this Association against all expenses and liabilities, including attorney fees (at all trial and appellate levels) reasonably incurred by, asserted against, or imposed upon him in connection with any proceeding, litigation, or settlement in which he may become involved by reason of his being or having been a Director of this Association,

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or arising in connection with the performance of his duties as a Director. The foregoing provisions for indemnification shall apply whether or not he is a Director at the time such expenses are incurred. Notwithstanding the above, in instances where a Director admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, or of any 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 may be entitled whether by statute or common law.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is:

Dana A. Bennett
237 S. Westmonte Drive, Suite 111
Altamonte Springs, FL 32714

ARTICLE IX DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation

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and maintenance of the Surface Water or Storm Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X 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 XI BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of seventy-five percent (75%) of each class of members, except as to those provisions for amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such amendments.

ARTICLE XII AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two-thirds (2/3) of all Lot Owners, except as to those provisions for amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such amendments.

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ARTICLE XIII

INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitations, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

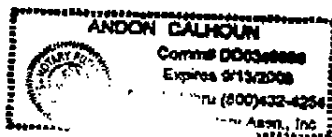
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 28 day of March 2005.

DANA A. BENNETT
President

STATE OF Florida
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 25 day of 20 March, 2005, by Dana A. Bennett, as the President of Wekiva Run Homeowners Association, Inc., on behalf of the corporation. He is personally known to me or has produced _____ as identification.

Notary Public
Print Name: _____
My Commission No.: _____
My Commission Expires: _____



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

WEKIVA RUN HOMEOWNERS, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 237 Westmonte Drive, Suite 111, Altamonte Springs, FL 32714, has named Greystone Management Company, Inc., a Florida corporation, whose business office is 1950 Lee Road Suite 212, Winter Park, FL 32789, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 607.0505, relative to the proper and complete performance of my duties.

Janice C. Armstrong
Printed Name: JANICE C. ARMSTRONG
Title: PRESIDENT, GREYSTONE MANAGEMENT
Date: 5/2/05

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EXHIBIT "A"

A portion of Section 30, Township 20 South, Range 28 East and a portion of MERRIMACK, according to the plat thereof as recorded in Plat Book "B", Page 139, Public Records of Orange County, Florida, more particularly described as follows:

Commence at the North quarter corner of said Section 30; thence South 01°18'12" West, 30.12 feet to a point on the South right of way line of Ponkan Road and the Point of Beginning; thence run along said South right of way line South 85°25'24" West, 100.53 feet; thence South 01°18'12" West, 675.14 feet; thence South 86°12'05" West, 402.63 feet; thence South 03°47'55" East, 133.33 feet; thence South 01°42'56" East, 50.03 feet; thence South 03°47'55" East, 133.33 feet; thence South 86°12'05" West, 148.89 feet; thence South 03°47'55" East, 183.33 feet; thence North 86°12'05" East, 34.81 feet to a point of curvature of a curve concave to the South; thence run along said curve having a radius of 775.00 feet, a delta of 01°34'59", an arc distance of 21.41 feet to a point of compound curvature; thence run along said curve having a radius of 25.00 feet, a delta of 97°55'09", an arc distance of 42.73 feet to a point of compound curvature of a curve concave to the West; thence run along said curve having a radius of 775.00 feet, a delta of 00°52'49", an arc distance of 11.91 feet to a point of compound curvature; thence run along said curve having a radius of 425.00 feet, a delta of 07°20'07", an arc distance of 54.41 feet to a point of reverse curvature; thence run along said curve having a radius of 1866.66 feet, a delta of 02°17'42", an arc distance of 74.77 feet; thence North 78°22'33" West, 133.69 feet; thence South 86°12'05" West, 80.09 feet; thence South 03°57'52" East, 200.04 feet; thence South 72°20'18" West, 233.06 feet to a point on the arc of a curve concave to the West; thence run along said curve having a radius of 1025.00 feet, a delta of 02°31'28", a chord bearing of South 18°55'50" East, an arc distance of 45.16 feet; thence South 69°48'26" West, 133.33 feet to a point on the arc of a curve concave to the West; thence run along said curve having a radius of 1475.00 feet, a delta of 08°49'55", a chord bearing of South 15°46'46" East, an arc distance of 227.37 feet; thence South 78°38'22" West, 133.33 feet to a point on the arc of a curve concave to the West; thence run along said curve having a radius of 1341.66 feet, a delta of 01°34'01", a chord bearing of North 12°08'39" West, an arc distance of 36.69 feet; thence South 77°04'21" West, 183.33 feet to a point on the arc of a curve concave to the Southwest; thence run along said curve having a radius of 1158.33 feet, a delta of 08°12'02", a chord bearing of North 17°01'40" West, an arc distance of 165.79 feet; thence South 68°52'19" West, 133.33 feet to a point on the arc of a curve concave to the Southwest; thence run along said curve having a radius of 1025.00 feet, a delta of 00°52'08", a chord bearing of North 21°33'46" West, an arc distance of 15.55 feet; thence South 68°33'43" West, 181.90 feet; thence North 62°13'50" West, 48.05 feet; thence South 87°56'38" West, 118.71 feet; thence South 00°33'03" West, 300.19 feet; thence North 88°31'55" East, 225.14 feet; thence South 00°33'03" West, 330.20 feet; thence South 88°08'54" West, 660.57 feet to the East right of way line of Plymouth Sorrento Road; thence South 00°33'03" West along said East right of way line, 313.77 feet; thence North 88°31'55" East, 2,582.07 feet; thence North 00°29'05" West, 517.68 feet; thence South 89°30'10" West, 87.69 feet; thence North 00°29'50" West, 50.00 feet to a point on the arc of a curve concave to the Northeast; thence run along said curve having a radius of 25.00 feet, a delta of 90°00'00", a chord bearing of North 45°29'50" West, an arc distance of 39.27 feet; thence South 89°30'10" West, 50.00 feet to a point on the arc of a curve concave to the Northwest; thence run along said curve having a radius of 25.00 feet, a delta of 90°00'00", a chord bearing of South 44°30'10" West, an arc distance of 39.27 feet; thence South 89°30'10" West, 122.40 feet; thence North 00°29'50" West, 28.49 feet; thence North 02°05'21" East, 197.37 feet; thence North 49°39'05" East, 358.41 feet; thence South 89°30'10" West, 267.93 feet to the East line of the Northwest 1/4 of said Section 30; thence run along said line North 01°18'12" East, 1,765.39 feet to the South right of way of Ponkan Road and the Point of Beginning. Said lands lying in the City of Apopka, Orange County, Florida.

Said lands being a part of lands more particularly described as follows:

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The Southwest 1/4 of the Northeast 1/4 of the Northwest 1/4 and the South 1/2 of the Northwest 1/4 of the Northwest 1/4 East of road (less the North 630 feet of the West 415 feet) and the South 1/2 of the Northwest 1/4 East of road (less the North 300 feet of the South 948 feet of the West 435 feet and less the North 330 feet of the South 648 feet of the West 660 feet) and also the Easterly 100 feet of the Northeast 1/4 of the Northeast 1/4 of the Northwest 1/4 less the North 30 feet thereof for right of way of Ponkan Road (having a right of way width of 60 feet). All in Section 30, Township 20 South, Range 28 East, Orange County, Florida.

LESS:

Begin on the East right of way of Plymouth-Sorrento Road at a point 630 feet South of the North line of the South 1/2 of the Northwest 1/4 of the Northwest 1/4 of Section 30, Township 20 South, Range 28 East, run thence Easterly 415 feet to a point 630 feet South of the North line of the said South 1/2 of the Northwest 1/4 of the Northwest 1/4, thence Southerly 40 feet, thence Westerly 415 feet to a point on said East right of way, said point being 15 feet South of the Point of Beginning, thence North 15 feet to the Point of Beginning, Orange County, Florida.

TOGETHER WITH PARCEL A-1:

Southeast 1/4 of the Northeast 1/4 of the Northwest 1/4, Section 30, Township 20 South, Range 28 East, less road on North and West.

ALSO TOGETHER WITH:

All of Block A, (LESS AND EXCEPT Lots 1 through 5, inclusive), MERRIMACK, according to the plat thereof as recorded in Plat Book "B", Page 139, Public Records of Orange County, Florida.

AND

Lots 6 through 20, inclusive, Block B, and Lots 6 through 20, inclusive, Block C, MERRIMACK, according to the plat thereof as recorded in Plat Book "B", Page 139, Public Records of Orange County, Florida.

AND

The Northeast 1/4 of the Northeast 1/4 of the Southeast 1/4 of Section 30, Township 20 South, Range 28 East, Orange County, Florida, less the East 30 feet thereof.

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