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FLORIDA PROFIT/NON PROFIT CORPORATION

whisper oaks villas homeowners association, inc.

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ARTICLES OF INCORPORATION
of
WHISPER OAKS VILLAS HOMEOWNERS ASSOCIATION INC.
(A Florida corporation not for profit)

ARTICLE I

NAME

The name of this corporation shall be Whisper Oaks Villas Homeowners Association Inc. (hereinafter referred to as the "ASSOCIATION"). The initial principal office address of the Association shall be: 4937 S.W. 75th Ave., Bldg. B #21, Miami, Fl. 33155.

ARTICLE II

PURPOSES

The general nature, objectives and purposes of the ASSOCIATION are:

A. To provide maintenance of common areas including but not limited to maintenance of the storm water and surface water systems in order to maintain the standards of the Subdivision located within that certain property described as follows:

See Exhibit "A" attached hereto and made apart hereof.

TOGETHER WITH such additional contiguous or reasonable adjacent land as may hereinafter be added to the ASSOCIATION'S purview by the DEVELOPER (as hereinafter defined) by an amendment to these Articles of Incorporation or by such other appropriate instrument recorded in the Public Records of Volusia County, Florida. In the event that additional land shall be made subject to the DECLARATION OF COVENANTS AND RESTRICTIONS FOR WHISPER OAKS VILLAS recorded in the Public records of Volusia County, Florida (hereinafter referred to as the "RESTRICTIONS"), all references in these Articles of Incorporation to Whisper Oaks Villas shall be deemed to include such additional land.

Prepared By:
Maria Fernandez-Valle, Esquire
3750 N.W. 87 Ave, Suite 100
Miami, Florida 33178
Phone No. (305) 597-9977

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B. To provide, purchase, construct, improve, maintain, repair, and replace common areas on, upon, over and under those portions of Whisper Oaks Villas designated in the RESTRICTIONS or in separate instruments executed by DECLARER (as hereinafter defined) or by DEVELOPER and recorded in the Public Records of Volusia County, Florida.

C. To operate, without profit, for the sole and exclusive benefit of its MEMBERS (as hereinafter defined).

D. To enter into easement agreements or other user or possessory agreements whereby the ASSOCIATION may obtain the use or possession of real property not owned by it and to maintain and pay for the insurance, administration, upkeep, repair, replacement and maintenance of such property.

E. To perform all duties and exercise all powers conferred upon the ASSOCIATION by the RESTRICTIONS, as amended.

ARTICLE III

GENERAL POWERS

The general powers that the ASSOCIATION shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the MEMBERS for purposes set forth in these Articles of Incorporation.

B. Operate and maintain common property, specifically the surface water management systems as permitted by the Water Management District, including lakes, retention areas, culverts and related appurtenances. The surface water management permit and its conditions shall be attached to the rules and regulations of the association.

C. To promulgate and enforce rules, regulations, and agreements to effectuate the purposes for which the ASSOCIATION is organized.

D. To delegate power where such delegation is deemed to be in the interest of the ASSOCIATION.

E. To own, convey, purchase, lease, hold, sell, mortgage, contract for services, or otherwise acquire or dispose of real or personal property, subject to any restriction contained in these Articles of Incorporation.

F. To enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity.

G. To do any and all of the activities and pursue any and all of the purposes set forth in the RESTRICTIONS and in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

H. To fix assessments to be levied against property in Whisper Oaks Villas to defray expenses and the cost of effectuating the purposes of the ASSOCIATION and to create reasonable reserves for such expenditures as deemed necessary, and to authorize its Board of Directors, in its discretion, to enter into agreements with banks in Florida or other organizations for the collection of such assessments.

I. To charge recipients for services rendered by the ASSOCIATION when deemed appropriate by the Board of Directors of the ASSOCIATION.

J. To pay taxes and other charges, if any, on or against property owned or accepted by the ASSOCIATION.

K. In general, to have all powers conferred upon a corporation not-for-profit by the laws of the State of Florida, except as may be prohibited herein.

L. To have all powers and authority conferred upon the ASSOCIATION under Chapter 617 and by the RESTRICTIONS, as amended.

M. Notwithstanding anything contained herein to the contrary, the ASSOCIATION shall not have the power to, and shall not engage in or carry on propaganda or otherwise attempt to influence legislation, or participate or intervene, directly or indirectly, in any political campaign on behalf of, or in opposition to, any candidates for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of political statements.

N. To sue and be sued.

O. The association shall exist in perpetuity, however, if the Association is dissolved, the property consisting of the surface water management systems shall be conveyed to an appropriate agency of the local government. If it is not accepted, then the surface water management system shall be dedicated to a similar non profit-corporation.

ARTICLE IV

MEMBERS AND DEFINITIONS

A. The MEMBERS of the ASSOCIATION shall consist of the record property OWNERS of LOTS described in Article II, together with such additional Lots as may be hereinafter added by the DEVELOPER, and all such record property OWNERS shall be

MEMBERS of the ASSOCIATION.

B. The following words, when used in these Articles of Incorporation, shall have the following meanings:

1. "DECLARER" means and refers to Forest Glen RB-GEM, a Florida Limited Liability Company, which made, executed, declared and published the RESTRICTIONS and caused same to be recorded in the Public Records of Volusia County, Florida, as described above.
2. "DEVELOPER" means and refers to Forest Glen RB-GEM, a Florida Limited Liability Company, its successors and assigns.
3. "BOARD" or "BOARD OF DIRECTORS" means and refers to the Board of Directors of the ASSOCIATION.
4. "OWNER" means and refers to every person or persons, or entity or entities, who are record owners of a fee simple interest in any LOT or portion thereof as defined herein, their heirs, legal representatives, successors or assigns.
5. "Lot" means and refers to any lot or parcel shown on the plat along with improvements constructed on the lot.

ARTICLE V

VOTING AND ASSESSMENTS

Voting Rights. The Homeowners Association will have two classes of voting membership:

(a) Class A. Class A Members are all Owners of lots other than Declarant, while Declarant is a Class B Member. Class A Members will be entitled to one vote for each lot owned.

(b) Class B. The Class B Member is Declarant, who shall be entitled to 3 votes in all matters for each lot owned by the Class B Member or its affiliates. Declarant may assign its Class B Membership. The Class B Membership will end and be converted to Class A Membership on the happening of the first of the following events to occur:

- 1) when seventy-five percent (75%) of Lots with Living Units constructed on them are deeded to Owners; or
- 2) on December 31, 2015; or
- 3) Three months after 90 percent of the lots in all phases in the Home

-owners Association that will ultimately be operate by the homeowners association have been conveyed to members.

Exercise of Vote. When more than one person holds an interest in any lot, all such persons shall be Members; however, the number of votes for that lot will not be increased, and the Members must determine among themselves how the Lots vote may be exercised. Corporations, partnerships, and other entities must notify the Homeowners Association of the natural person who will be considered a Member of the Homeowners Association and be entitled to exercise its vote.

ARTICLE VI

BOARD OF DIRECTORS

A. The business and affairs of the ASSOCIATION shall be managed by a Board of Directors consisting of three (3) Directors. So long as the DEVELOPER shall have the right to appoint all of the Board of Directors, the Directors need not be Members of the ASSOCIATION and need not be residents of Whisper Oaks Villas. Thereafter, Directors shall be Members of the ASSOCIATION and must be residents of Whisper Oaks Villas, except for those who are appointed by the DEVELOPER. In no event may a Board member appointed by the DEVELOPER be removed except by action of DEVELOPER. Any Director appointed by the DEVELOPER shall serve at the pleasure of the DEVELOPER, and may be removed from office, and a successor Director appointed to fill the vacancy on the Board, at any time by the DEVELOPER.

B. The names and addresses of the members of the first Board of Directors, who shall hold office until the first annual meeting of the ASSOCIATION, and until their successors are elected or appointed and have qualified, are as follows:

Albert Rodriguez	4937 S.W. 75 th Ave., Bldg. B #21, Miami, Fl. 33155
Marlon Blanco	4937 S.W. 75 th Ave., Bldg. B #21, Miami, Fl. 33155
Humberto Soares	4937 S.W. 75 th Ave., Bldg. B #21, Miami, Fl. 33155

ARTICLE VII

OFFICERS

A. The officers of the ASSOCIATION shall be a President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except for the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws.

B. The names of the officers who are to manage the affairs of the ASSOCIATION until the first annual meeting of the Board of Directors, and until their successors are duly elected and qualified are:

PRESIDENT: Albert Rodriguez
VICE PRESIDENT: Humberto Solares
SECRETARY: Marlon Blanco

ARTICLE VIII

CORPORATE EXISTENCE

The ASSOCIATION shall have perpetual existence.

ARTICLE IX

BY-LAWS

The Board of Director may, from time to time, adopt, alter or rescind By-Laws of the ASSOCIATION.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the following manner:

A. The Board of Directors, by majority vote, shall adopt a Resolution setting forth the proposed Amendment and direct that it be submitted to a vote at a meeting of the Members.

B. Notice of the subject matter of the proposed Amendment shall be included in the notice of any special or annual meeting, at which such proposed Amendment is to be considered by the Members.

C. The proposed Amendment shall be submitted to and approved by the Members at

such meeting. Any number of Amendments may be submitted to the Members and voted upon at one (1) meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the Members entitled to vote thereon.

D. An Amendment to these Articles of Incorporation may be made by a written statement signed by all Members and Directors eligible to vote in lieu of the above procedure.

E. Notwithstanding the foregoing, no Amendment affecting DEVELOPER shall be effective without the prior written consent of DEVELOPER or the successors or assigns of DEVELOPER.

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator of these Articles is

Albert Rodriguez

4937 S.W. 75th Ave., Bldg. B #21,
Miami, Fl. 33155

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every officer of the ASSOCIATION (and the Directors and 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 or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Director or Officer of the ASSOCIATION. The foregoing provisions for indemnification shall apply whether or not such person is 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 by a court of competent jurisdiction of willful malfeasance in the performance of his or her duties, the indemnification provisions of this Article shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a Director or Officer may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted, without the prior consent of each and every Officer and Director (whether current or former) affected by such amendment.

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 or 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 a 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 or she is or may be interested in any such contract or transaction.

B. Interest 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

DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the ASSOCIATION all of its assets remaining, after provision for creditors and payment of all costs and expenses of such dissolution, shall be distributed in the following manner and order:

1. Real property contributed to the ASSOCIATION without the receipt of other than nominal consideration by the DEVELOPER (or its successors in interest) shall be returned to the DEVELOPER (whether or not a Member at the time of such dissolution), unless DEVELOPER refuses to accept the conveyances (in whole or in part);

2. Dedication to applicable municipal or other governmental authority of any property conveyed to the ASSOCIATION (whether real, personal or mixed) as determined by the Board of Directors of the ASSOCIATION to be appropriate for dedication and which such authority is willing to accept; and

3. The remaining assets of the ASSOCIATION shall be distributed among the Members, subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with such Member's voting rights.

B. The ASSOCIATION may be dissolved upon a resolution to that effect being approved by three-fourths (3/4) of the members of the Board of Directors and three-fourths (3/4) of the Members; and upon the issuance after such vote of a decree of dissolution by a Circuit Judge as provided in Section 517.03 of the Florida Statutes, as amended.

ARTICLE XV

DESIGNATION OF REGISTERED AGENT

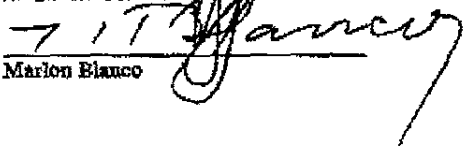
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Maria Fernandez Valle is hereby designated as the ASSOCIATION'S Registered Agent for service of process within the State of Florida, at 3750 N.W. 87 Ave. Suite 100 Miami, Florida 33178.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of April, 2006.

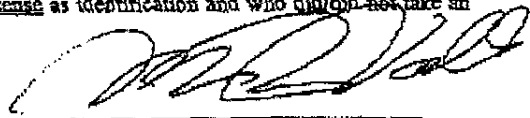

Albert Rodriguez

Humberto Solares


Marion Blanco

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me by Albert Rodriguez, Humberto Solares and Marion Blanco this 12 day of April, 2006, who is/are personally known to me or who has/have produced driver's license as identification and who did/did not take an oath.


Notary Public

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGAIN UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED:

FIRST: That Whisper Oaks Villas Homeowners Association Inc, a Florida not for profit Corporation, desiring to organize of qualify under the Laws of the State of Florida with its principal place of business at Miami-Dade County, Florida has named, Maria Fernandez-Valle, Esq. at 3750 N.W. 87th Avenue, #100, Miami, Florida 33178, as its resident Agent to accept service of process within the State of Florida.

SECOND: That Whisper Oaks Villas Homeowners Association Inc a Florida not for profit Corporation, hereby names 4937 S.W. 75th Avenue, Bldg. B, Unit 21, Miami, Florida 33155, as its principal place of business.

Signature: [Signature]
Albert Rodriguez
Title: President
Date: 4/12/06

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature: [Signature]
Maria Fernandez-Valle
Date: 4/12/06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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