

# N9800002433

## FILING COVER SHEET

REFERENCE: 01164.2326  
 DATE: 4-28-98  
 CONTACT: CINDY HICKS  
 FROM: CORPORATE & CRIMINAL RESEARCH SERVICES  
103 N. MERIDIAN STREET  
TALLAHASSEE, FL 32301

98 APR 28 PM 2:28  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

TELEPHONE: 222-1173  
 SUBJECT: Waterford Parcel 9 Property  
Owners Association, Inc

STATE FEES PREPAID WITH CHECK # 31598 FOR \$ 122.50

700002508267-1-6  
 -04/28/98-01082-003  
 \*\*\*\*122.50 \*\*\*\*122.50

PLEASE FILE:

- ARTICLES OF INC.      ( ) AMENDMENT      ( ) DISSOLUTION
- ( ) ANNUAL REPORT      ( ) MERGER      ( ) WITHDRAWAL
- ( ) QUALIFICATION      ( ) LIMITED PARTNERSHIP      ( ) ANNUAL REPORT
- ( ) FICTITIOUS NAME      ( ) LIMITED LIABILITY      ( ) REINSTATEMENT
- ( ) TRADEMARK/SERVICE      ( ) UCC-1      ( ) UCC-3

PROVIDE US WITH:

- CERTIFIED COPY      ( ) CERTIFICATE OF STATUS      ( ) STAMPED COPY

98 APR 28 AM 11:46  
 RECEIVED  
 DIVISION OF CORPORATION

[Signature]  
 Examiner's initials

**ARTICLES OF INCORPORATION**  
**OF**  
**WATERFORD PARCEL 9**  
**PROPERTY OWNERS ASSOCIATION, INC.**

**FILED**  
**90 APR 28 PM 2:28**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of forming a not-for-profit corporate under the provisions of Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation and do hereby agree and certify as follows:

**ARTICLE I.**

**Name and Principal Address**

The name of this corporation shall be **WATERFORD PARCEL 9 PROPERTY OWNERS ASSOCIATION, INC.** (the "Association"), and its principal address shall be 14237 Lake Underhill Road, Orlando, FL 32828.

**ARTICLE II.**

**Term and Commencement**

This Association shall have perpetual existence unless dissolved according to law. Corporate existence shall commence with the filing of these Articles with the Secretary of State.

**ARTICLE III.**

**Purposes**

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which this Association is organized are to provide for operation and maintenance of the sites, commercial structures, and Common Areas within that certain tract of property described as:

See the attached Exhibit A incorporated herein by reference (hereinafter the "Property"); and

To promote the health, safety, and welfare of the property owners within the above-referenced Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and with the intention and purpose to:

- A. Exercise all of the powers, enforcement rights and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Protective Covenants, Conditions and Restrictions of **WATERFORD PARCEL 9 PROPERTY OWNERS ASSOCIATION, INC.**, hereinafter called the "Declaration," applicable to the Property and recorded in O.R. Book \_\_\_\_\_, Page \_\_\_\_\_, in the Office of 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 by reference. (defined terms not otherwise defined herein shall have the meaning set forth in the Declaration);
- 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 in connection with the affairs of the Association;
- D. Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- E. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members.
- F. Have and to exercise any and all powers, rights and privileges conferred on a corporation organized under the Florida-Not-For-Profit Corporation Act as currently in effect and as it may be amended, including without limitation, all powers necessary or convenient to effect any or all purposes for which the Association is organized.
- G. Operate, maintain and manage the Surface Water Management System on the Property in a manner consistent with the St. Johns River Water Management District permit No. 4-095-0029-AM36 requirements and applicable District rules, and shall assist in the enforcement of the restrictions

and covenants contained herein, and apply assessments for the maintenance and repair of the Surface Water Management Systems, including but not limited to, work within retention areas, drainage structures and drainage easements.

#### ARTICLE IV.

##### Members

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

#### ARTICLE V.

##### Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board.

#### ARTICLE VI.

##### Indemnification

In addition to any rights and duties under applicable law, the Association shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agent sin their capacity as such except for willful misconduct or gross negligence.

#### ARTICLE VII.

##### Amendment

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and such amendment or repeal shall require the assent of a majority of the Members.

**ARTICLE VIII.**

**Board of Directors**

The affairs of this Association shall be managed by a Board of three (3) directors, who need not be Members. The number of directors may be either increased or decreased from time to time as provided in the Bylaws. The names and addresses of the initial Directors of this Association are:

- A. Ralph Smith, 14237 Lake Underhill Road, Orlando, FL 32828
- B. Russell Jacobson, 11 Church Street, Suite 200, Toronto, Ontario, Canada M5E, 1W1
- C. Ivette Velasquez, 14237 Lake Underhill Road, Orlando, FL 32828

The method of election of directors shall be as stated in the Bylaws.

**ARTICLE IX.**

**Registered Office and Registered Agent**

The street address of the initial Registered office of this Association is 14237 Lake Underhill Road, Orlando, FL 32828, and the name of the initial Registered agent of this Association is Ralph Smith. The Association may change its Registered agent or the location of its Registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE X.**

**Dissolution**

The Association may be dissolved with the assent given in writing and signed by 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 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.

**ARTICLE XI.**

**Incorporator**

The name and residence of the incorporator of the Association is as follows:

Russell Jacobson, 11 Church Street, Suite 200,  
Toronto, Ontario, Canada M5E, 1W1.

**ARTICLE XII.**

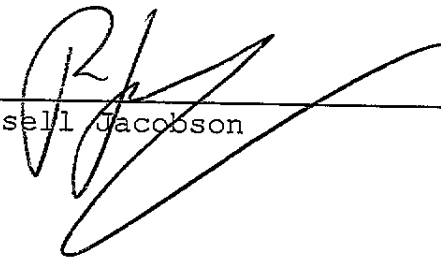
**Voting Rights**

The Association shall have one (1) class of voting membership:

- A. Members who are owners of Sites shall each be allocated one vote.
- B. When any Site is owned of record in the name of two (2) or more persons or entities, or if two (2) or more persons or entities have the same fiduciary relationship respecting the same Site, then unless the instrument or order appointing them or creating the tenancy otherwise directs and such instrument or a copy thereof is filed with the secretary of the Association, such Owners 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 such individual shall be considered to represent the will of all the Owners of that Site. 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 the other Owner(s). Upon such notification the Owner may not vote until the Owner(s) appoints its representative pursuant to this paragraph.
- C. An Owner may assign its voting rights (for the duration of the lease only) to its tenant, if the tenant has entered into a lease with a term of two (2) years or more; provided, however, that the Owner may not assign to such tenant any vote or votes not attributable to the Site actually leased by such tenant. No such assignment shall be effective until written notice thereof has been received by the Association.
- D. For purposes of determining voting rights hereunder, the membership roster shall be set as of sixty (60) days

prior to the commencement of the Association's fiscal year.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of APRIL, 1998.

  
\_\_\_\_\_  
Russell Jacobson

DOMINION OF CANADA  
PROVINCE OF ONTARIO

The foregoing instrument was acknowledged before me this 23rd day of APRIL, 1998 by Russell Jacobson, DIRECTOR of Waterford Parcel 9 Property Owners Association, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ (type of identification) as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC

GRACE LAM  
\_\_\_\_\_  
(Print, Type or Stamp Commissioned Name of Notary Public)

Grace Siu Mui Lam, Notary Public,  
Municipality of Metropolitan Toronto, limited to the  
attestation of instruments and the taking of affidavits,  
for CAMI and MPI Group Inc., and its subsidiary and  
associated companies. Expires April 10, 2000.

EXHIBIT A

LEGAL DESCRIPTION

WATERFORD LAKES PARCEL 9

A parcel of land lying in Section 27, Township 22 South, Range 31 East, Orange County, Florida, more particularly described as follows:

Commence at the Northwest corner of the Southwest 1/4 of Section 27, Township 22 South, Range 31 East, run South 00°16'13" East along the West line of the Southwest 1/4 of said Section 27, a distance of 62.50 feet to a point on the North right of way line of Lake Underhill Road as recorded in Official Records Book 3412, Page 60, of the Public Records of Orange County, Florida; thence departing said West line, run North 89°31'37" East, along said North right of way line, a distance of 1340.56 feet for a Point of Beginning; thence departing said North right of way line, run North 00°28'23" West, a distance of 663.80 feet to a point on the Southerly right of way line of the East-West-Expressway, as recorded in Official Records Book 4081, Page 3445, of the Public Records of Orange County, Florida; thence run North 82°01'42" East, along said right of way line, a distance of 21.51 feet to the point of curvature of a curve, concave Southerly, having a central angle of 06°11'11" and a radius of 5647.58 feet; thence run Easterly along the arc of said curve and said right of way line, a distance of 609.79 feet to the point of tangency; thence run North 88°12'53" East, a distance of 266.08 feet; thence South 35°05'05" East, a distance of 256.02 feet to a point on the West right of way line of Alafaya Trail, as recorded in Official Records Book 3409, Page 1329, of the Public Records of Orange County, Florida; thence departing said Southerly right of way line, run South 00°00'00" East, along said West right of way line, a distance of 508.83 feet to a point on the aforementioned North right of way of Lake Underhill Road; thence departing said West right of way line, run South 89°31'37" West, along said North right of way line, a distance of 1036.25 feet to the Point of Beginning.

and to be described as:

Parcel 9, WATERFORD LAKES, according to the plat thereof as recorded in Plat Book \_\_\_\_\_, Pages \_\_\_\_\_, Public Records of Orange County, Florida.

LESS AND EXCEPT: Lot 4, of Parcel 9 at WATERFORD LAKES, according to the plat thereof as recorded in Plat Book \_\_\_\_\_, Page \_\_\_\_\_, Public Records of Orange County, Florida.



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

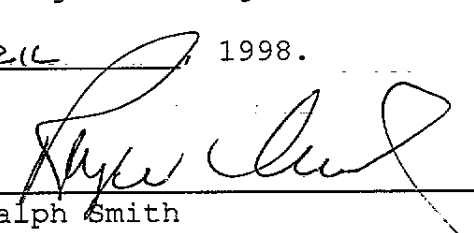
In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

**WATERFORD PARCEL 9 PROPERTY OWNERS ASSOCIATION, INC.** (The "Association"), desiring to organize as a Florida corporation not for profit, has named and designated Ralph Smith as its Registered Agent to accept service of process within the State of Florida with its registered office located at 14237 Lake Underhill Road, Orlando, FL 32828.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Association at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.321, Florida Statutes, as the same may apply to the Association; and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 22 day of April 1998.

  
\_\_\_\_\_  
Ralph Smith  
Registered Agent

98 APR 28 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**