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SECRETARY OF STATE
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June 23, 1998

VIA: COURIER

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Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Southchase Parcels 11, 11A And 13 Master Pond
Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced corporation --

1. Original Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 in payment of the following items:
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c) \$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Mrs. Marlis J. Spear
Legal Assistant

/mjs
Enclosures
cc: Robert M. Poppell, Esq.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P. Hall JUN 24 1998

ARTICLES OF INCORPORATION

OF

SOUTHCHASE PARCELS 11, 11A AND 13 MASTER POND
PROPERTY OWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be SOUTHCHASE PARCELS 11, 11A AND 13 MASTER POND PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Association."

ARTICLE II

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 have perpetual existence.

ARTICLE III

DEFINITIONS

Capitalized terms used in these Articles of Incorporation without definition shall have the same meanings given to such terms in that certain Declaration of Reciprocal Easements, Rights and Construction and Maintenance Covenants for Stormwater Drainage and Retention for Southchase Parcels 11, 11A and 13 ("Declaration") to be recorded in the Public Records of Orange County, Florida concurrently with the filing of these Articles of Incorporation, as same may be subsequently amended from time to time in accordance with the terms and provisions therein.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed as a not for profit corporation and pursuant to the requirements of the Declaration as the entity responsible for managing the repair and maintenance of the Stormwater Facilities. The Association is organized for the

purpose, and shall have the power, to enforce and fulfill the objectives and purposes stated in the Declaration and shall have all powers necessary or incidental thereto, but the Association shall not have the power to engage in any activity or pursue any purpose for pecuniary profit or that is prohibited to not for profit corporations under the laws of the State of Florida.

The Association shall have the obligation, authority and power to levy Assessments pursuant to the Declaration, as necessary, against the Members of the Association, and to use such Assessments, as may be necessary in order to pay for the costs incurred by the Association to repair and maintain the Stormwater Facilities to the extent authorized, and as required, by the Declaration. Actions necessary to perform such repairs and maintenance shall be mandatory upon the Association and the Association shall be deemed authorized to take such action without the necessity of any action of Directors approving same.

If at any time Declarant determines in its reasonable discretion that the Association is not fulfilling or performing its duties or obligations set forth in these Articles of Incorporation or in the Declaration, then Declarant shall have the power and authority, but not the obligation, to perform, or cause the Association (without the necessity of any action of Directors) to perform, same, including charging and using Assessments. If Declarant makes this determination, it may in its discretion so notify the Secretary of the Association, or any of the Members, and thereafter the Association and Members shall assist and cooperate with the Declarant in performing the Association's delinquent duties and obligations. If the Assessments collected and available to the Association to satisfy such duties or obligations are not sufficient to pay for the work undertaken by the Declarant as permitted hereinabove, then it shall be mandatory that the Association make and collect from the Members an Assessment to pay for such deficiency. Any such Assessment shall not require approval of the Directors. The Declarant shall have the option to advance on behalf of the Association monies reasonably necessary to perform the Association's obligations and to be reimbursed, with interest at the statutory rate then in effect for judgments, by the Association from Assessments.

In addition to the foregoing powers, the Association shall also have the power and authority to levy Assessments against all Members necessary to fund the ordinary operations of the Association including, but not necessarily limited to, annual filing fees, the cost of acquiring insurance and providing indemnification to Directors and Officers of the Association to the extent set forth in Article XI of these Articles of Incorporation,

and the reimbursement of expenses incurred by Officers or Directors of the Association.

ARTICLE V

PRINCIPAL OFFICE

The initial principal office and mailing address of the Association is located at One Urban Centre, Suite 740, 4830 West Kennedy Boulevard, Tampa, Florida 33609.

ARTICLE VI

REGISTERED OFFICE AND AGENT

Richland Properties, Inc., a Florida corporation, whose address is One Urban Centre, Suite 740, 4830 West Kennedy Boulevard, Tampa, Florida 33609, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VII

MEMBERSHIP

Every Owner shall be a "Member" of the Association. In the case where more than one person or entity holds fee simple title to a Tract and, therefore, collectively constitute the "Owner" of said Tract, then said persons or entities shall also collectively constitute one single "Member." In the case where more than one person or entity possesses the rights of an "Owner" with respect to a Tract, then said persons or entities shall jointly and severally constitute one "Member". However, said persons or entities constituting such Member shall notify the Association, in writing, and pursuant to the procedures set forth in the Bylaws of the Association, of the identity of the person or entity authorized to act and vote on behalf of such Member in all Association matters (such person or entity so designated to act on behalf of such Member, hereinafter a "Member Designee"). In the case where more than one person or entity constitute a Member, such Member may only vote or otherwise participate in Association matters through its properly appointed Member Designee.

The Declarant shall be a Member of the Association until the earlier of such time that the Declarant no longer owns any property within the Subject Property, or such time as Declarant provides written notice to the Association of its election to no longer be a Member of the Association.

ARTICLE VIII

VOTING RIGHTS

A Member's right to vote on the affairs of the Association shall vest immediately upon such Member's qualification for membership as provided in these Articles of Incorporation. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in these Articles of Incorporation, the Bylaws and any other rules of the Association, if any.

Except as specifically set forth below with respect to appointment of Directors, each Member shall be entitled to one (1) vote in all Association voting matters for each gross acre, or fraction thereof, contained within the Tract(s) owned by the Member.

Each Member shall be obligated and entitled to appoint only one (1) Director to the Board of the Association, regardless of the number of Tracts owned by such Member. In the event that at any given time there are only two (2) Members of the Association, then each such Member shall appoint one (1) Director to the Board of the Association as described above, and then the Member of the Association owning Tract(s) containing the greatest gross aggregate acreage shall be obligated and entitled to appoint one (1) additional Director to the Board of the Association, so that at all times there shall be no less than three (3) Directors of the Association. This additional Director appointed by the Member having the greatest gross aggregate acreage shall be replaced by a Director to be appointed by the next person(s) or entity(ies) to become a Member, immediately upon such person(s) or entity(ies) becoming a Member.

In the event that at any time there is only one (1) Member of the Association, then such Member shall be obligated and entitled to appoint two (2) additional Directors to the Board of the Association, so that at all times there shall be no less than three (3) Directors of the Association. The two (2) additional Directors shall be replaced by (i) a second Director appointed by the next person(s) or entity(ies) to become a Member, immediately upon such person(s) or entity(ies) becoming a Member, and (ii) a third Director appointed by the Member at that time owning Tracts containing the greatest gross aggregate acreage. The remaining additional Director appointed by the Member having the greatest gross aggregate acreage shall be replaced by a Director to be appointed by the next person(s) or entity(ies) to become a Member, immediately upon such Owner becoming a Member.

Notwithstanding anything in the foregoing to the contrary, the County may, at its sole option, forgo for any period of time its obligation and right to appoint a Director to the Board of the Association, as well as any other rights it may have as a Member to participate in the management or control of the Association; provided, however, that nothing in this paragraph shall be deemed to forgive, waive, release or in any manner impact the County's obligations arising under the Declaration, including, but not necessarily limited to, the obligation to pay Assessments levied by the Association for repair and maintenance of the Stormwater Facilities.

Further notwithstanding anything in the foregoing to the contrary, Declarant shall be under no obligation to appoint a Director to the Board of the Association from and after such time as Declarant delivers written notice to the Association of its intentions of being released from such obligation. The foregoing notification and exercise of rights by Declarant shall effect only Declarant's obligation to appoint a Director to the Board, but in no event or circumstance shall such election limit the Declarant's authority to appoint a Director to the Board.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who shall be appointed by the Members. The number of Directors constituting the initial Board of Directors shall be three (3). The number of Directors of the Association shall at all times be equivalent to the number of Members of the Association, but shall never be less than three (3), and the number of Directors shall automatically increase or decrease, as the case may be, with the addition of new Members or the reduction of Members, respectively.

Each Director shall be entitled to one (1) vote in Association voting matters for each gross acre, or fraction thereof, contained within the Tract(s) owned by the Member responsible for appointment of such Director. If, as a result of there being fewer than three (3) Members at any given time, more than one (1) Director is appointed by a particular Member, then each additional Director appointed by such Member shall have only one (1) vote in Association voting matters.

The term of office of the initial Directors of the Association shall expire at the first meeting of Members at which Directors are appointed. The term of office of all other Directors will expire

at the next annual meeting of Members following the appointment of such Directors; provided, however, that the term of office of any additional Director appointed by a Member pursuant to Article VIII above shall expire immediately upon the addition of a new Member to the Association and the appointment by such new Member of a Director as also provided in Article VIII. Despite the expiration of a Director's term, the Director will continue to serve until a successor is appointed and qualifies pursuant to the requirements for the qualification of directors as set forth in the Florida Not For Profit Corporation Act, or until there is a decrease in the number of Directors caused by the cessation of membership in the Association of the Member that appointed such Director. Any Director may be removed from office at any time, with or without cause, by the Member that appointed such Director or, with cause, by the affirmative vote of a majority of the Members. In the event of the removal of any Director, the Member that appointed such Director shall have the obligation and authority to appoint the successor to fill the seat of such Director. The names and addresses of the persons who are to act in the capacity of initial Directors until the appointment and qualification of their successors are:

<u>Name</u>	<u>Address</u>
J. Curt Wilkinson	One Urban Centre, Suite 740 4830 West Kennedy Boulevard Tampa, Florida 33609
Samuel K. Ross	One Urban Centre, Suite 740 4830 West Kennedy Boulevard Tampa, Florida 33609
Dale West	One Urban Centre, Suite 740 4830 West Kennedy Boulevard Tampa, Florida 33609

ARTICLE X

OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be appointed by the Directors at the first meeting of the Board of Directors, and they shall serve at the pleasure of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association, and the Association shall have the power to purchase insurance on their behalf, to the full extent permissible under, and pursuant to the provisions of, Section 617.0831 of the Florida Not For Profit Corporation Act and Section 607.0850 of the Florida Business Corporation Act.

ARTICLE XII

BYLAWS

The Bylaws of the Association shall be adopted by the Directors at the first meeting of the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

ARTICLE XIII

INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert M. Poppell	2 South Orange Avenue Orlando, Florida 32801

ARTICLE XIV

MEMBERSHIP CERTIFICATES

Membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

ARTICLE XV

AMENDMENT

A. Declarant. The Declarant, as a Member, has the right to unilaterally and without the consent of any other person amend these Articles of Incorporation; provided, however, no such amendment shall have a materially adverse affect on any Owner's Tract or the business operations thereon.

B. Members. Any amendment to the terms or provisions of these Articles of Incorporation desired to be made by any Member(s) other than the Declarant shall require the affirmative vote of a majority of the Members and, until such time as the Declarant provides written notice to the contrary, the affirmative consent of the Declarant.

C. Restrictions. No amendment to these Articles of Incorporation may make any changes: (i) to the qualifications for membership in the Association, (ii) to the obligation or entitlement of Members to appoint Directors, (iii) to the powers and rights of the Declarant, (iv) to the voting rights of the Members and Directors, (v) to the purposes, powers and obligations of the Association, (vi) that in any manner will result in or facilitate the dissolution of the Association or the abandonment or termination by the Association of its obligation to manage the repair and maintenance of the Easement Facilities and Stormwater Facilities or (vii) to the requirements for amendment to these Articles of Incorporation, and the limitations upon such amendments, as set forth in this Article XV.

ARTICLE XVI

NOTICES

Any notices which may be permitted or required pursuant to these Articles of Incorporation shall be in writing and shall be deemed to have been duly given as of the date and time the same are received at the addressee's address whether same are personally delivered, mailed by United States Postal Service, postage pre-paid by registered or certified mail, return receipt requested, or delivered by Federal Express or other overnight delivery service from which a receipt may be obtained.

In witness whereof, the undersigned has signed these Articles
of Incorporation this 2nd day of June, 1998.

"INCORPORATOR"


Robert M. Poppell

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapters 48 and 617, Florida Statutes, the corporation identified below hereby submits the following statement in designation of the Registered Office and Registered Agent in the State of Florida.

SOUTHCHASE PARCELS 11, 11A AND 13 MASTER POND PROPERTY OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at One Urban Centre, Suite 740, 4830 West Kennedy Boulevard, Tampa, Florida 33609, has named RICHLAND PROPERTIES, INC., located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as Registered Agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida and accept to act as Registered Agent for the above-stated corporation and agree to comply with the provisions of all laws applicable to the performance of such office.

RICHLAND PROPERTIES, INC.,
a Florida corporation

By: [Signature]
CURT WILKINSON
Vice President

Dated: June 18, 1998