

# N98000005884

Sunstate Research  
Requestor's Name

\_\_\_\_\_  
Address

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City/State/Zip      Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. NW 46 Property Owners'  
(Corporation Name) (Document #)

2. Association Inc  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time \_\_\_\_\_
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

FILED  
98 OCT 15 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

000002664360-1  
-10/15/98-01030-033  
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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
98 OCT 15 AM 11:10  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

T. SMITH OCT 15 1998

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**NW 46 PROPERTY OWNERS' ASSOCIATION, INC.**

FILED  
98 OCT 15 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation, not for profit, and do hereby certify:

**ARTICLE I**

**NAME**

The name of the corporation is **NW 46 PROPERTY OWNERS' ASSOCIATION, INC.** (hereafter called the "Association").

**ARTICLE II**

**OFFICE**

The principal office of the Association is located at 600 East Colonial Drive - Suite 100, Orlando, Florida 32803.

**ARTICLE III**

**REGISTERED AGENT**

J. Steven Schrimsher, whose address is 600 East Colonial Drive - Suite 100, Orlando, Florida 32803, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV**

**DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms and words utilized herein shall be as defined in that certain NW 46 Declaration of Easements, Covenants, and Restrictions dated October 14, 1998 and recorded or to be recorded in the Public Records of Seminole County, Florida (the "Declaration").

## 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 provide for the maintenance and preservation of the Parcels and Stormwater Drainage Area within that certain tract of real property located at State Road 46 and Interstate 4 in Seminole County, Florida, as more particularly described in the Declaration, and 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 as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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) Have and exercise any and all powers, rights and privileges which a not for profit corporation organized under the laws of the State of Florida may by law now or hereafter have or exercise.

## ARTICLE VI

### MEMBERSHIP

The record owner of each Parcel or portion thereof which is subject to assessment by the Association, including contract sellers, shall be a Member of the Association. If an owner consists of more than one person or entity, it shall collectively constitute one Member. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, unless it has obtained title to such Parcel through a judicial foreclosure sale. Membership shall be appurtenant to and may not be separated from ownership of any Parcel or portion thereof which is subject to assessment by the Association.

**ARTICLE VII**

**MEETING OF MEMBERS: QUORUM REQUIREMENTS**

The presence at any meeting of Members entitled to cast, or of proxies entitled to cast, thirty (30%) percent of the votes shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration or the Bylaws.

**ARTICLE VIII**

**VOTING RIGHTS**

The Association shall have two (2) classes of membership:

Class A. The Class A Member shall be the Declarant.

Class B. The Class B Members shall be all Owners of any Parcel, or portion thereof, other than the Declarant.

The Class A Member shall be the only Member entitled to vote during the Class A Control Period, as defined in Section 3.3 of the Declaration. Upon the expiration of the Class A Control Period, each Class B Member shall be entitled to one vote per acre owned, rounded to the nearest whole acre. For example, if a Class B Member owns 6.3 acres, it shall be entitled to six (6) votes. If a Class B Member owns 6.6 acres, it shall be entitled to seven (7) votes.

**ARTICLE IX**

**BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors, who need not be Members of the Association. The initial Board of Directors shall consist of one (1) person, appointed by the Class A Member during the Class A Control Period, and thereafter as set forth in the Bylaws. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the person who shall act in the capacity of director until the selection of his successor(s) is:

NAME	ADDRESS
J. Steven Schrimsher	600 East Colonial Drive - Suite 100 Orlando, Florida 32803

**ARTICLE X**

**DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members entitled to vote. 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 not for profit corporation, association, trust or other organization to be devoted to such similar purposes.

In the event of termination, dissolution or final liquidation of the Association, responsibility for the operation and maintenance of the Stormwater Drainage Area must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by the St. John's River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE XI**

**DURATION**

The Association shall exist perpetually.

**ARTICLE XII**

**INCORPORATOR**

The name and address of the incorporator is as follows:

J. Steven Schrimsher  
600 East Colonial Drive - Suite 100  
Orlando, Florida 32803

### ARTICLE XIII

#### AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the Members entitled to vote. The amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the Members entitled to vote duly called for that purpose, or at an annual meeting of the Members entitled to vote; provided, however, the foregoing requirement as to a meeting of the Members entitled to votes shall not be construed to prevent the Members entitled to vote from waiving notice of a meeting; provided further, if Members entitled to vote (and/or persons holding valid proxies) with not less than sixty-six and two-thirds percent (66 2/3%) of the votes of the entire membership sign a written consent manifesting their intent that an Amendment to these Articles be adopted, then such Amendment shall thereby be adopted as though proposed by the Board of Directors and voted on at a meeting of the membership as hereinabove provided. Notwithstanding anything herein to the contrary, the purpose of the Association, as defined in Article V, may only be amended by a unanimous vote of all Owners.

### ARTICLE XIV

#### BYLAWS

The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of two-thirds (2/3) of the Members entitled to vote, either in person or by proxy.

### ARTICLE XV

#### INDEMNIFICATION

Subject to and consistent with the requirements and procedures for such indemnification under the applicable provisions of the Florida Statutes, the Association shall defend, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding (other than an action by or in the right of the Association), whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, committee member or agent of the Association, from and against any and all liabilities, expenses (including attorneys' and paralegals' fees and for all stages prior to and in connection with any such action, suit or proceeding, including all appellate proceedings), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful, except that no indemnification shall be made in respect

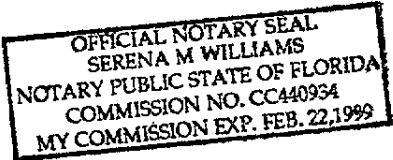
of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceedings 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 and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

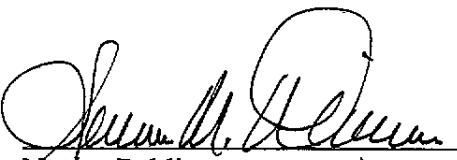
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 14<sup>th</sup> day of OCTOBER, 1998.

  
\_\_\_\_\_  
J. STEVEN SCHRIMSHER, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of October, 1998, by J. STEVEN SCHRIMSHER.



  
\_\_\_\_\_  
Notary Public  
Serena M. Williams  
\_\_\_\_\_  
Print, Type, or Stamp Commissioned Name of Notary Public  
My Commission Expires:

Personally Known X OR Produced Identification

Type of Identification Produced \_\_\_\_\_


REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That NW 46 Property Owners' 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 Orlando, County of Orange, State of Florida, has named J. STEVEN SCHRIMSHER, located at 600 East Colonial Drive - Suite 100, Orlando, Florida 32803, 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 he is familiar with §617.0501, Florida Statutes.

  
\_\_\_\_\_  
J. STEVEN SCHRIMSHER, Registered Agent

<sup>14th</sup>  
DATED: October 8, 1998.

ORL95 70640.1 - LRM

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98 OCT 15 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA