

N95000000355

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TODD A. STERZOY
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95 JAN 25 AM 10:21

DIVISION OF CORPORATION

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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

1. Pack Avenue Estates Homeowners Association of Winter Garden, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time _____

☐ Mail out ☒ Will wait ☐ Photocopy

☒ Certified Copy

☒ Certificate of Status

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JAN 25 AM 10:23

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" 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

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

Examiner's Initials

1-25
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

95 JAN 25 AM 10:23

PARK AVENUE ESTATES HOMEOWNERS ASSOCIATION OF WINTER GARDEN, INC.

In compliance with the requirement of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of Florida and are competent to contract, 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 Park Avenue Estates Homeowners Association of Winter Garden, Inc. ("Association").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and the mailing address of the Association shall be:

541 South Orlando Avenue
Maitland, Florida 32751

ARTICLE III

RESIDENT AGENT

The street address of the initial registered office of the Association is 541 South Orlando Avenue, Maitland, Florida 32751 and the name of its initial registered agent at such address is Livingstone Treumann.

ARTICLE IV

DEFINITIONS

The capitalized terms used in these Articles shall have the same definitions as are given to such terms in the Declaration of Covenants, Conditions Restrictions, Easements and Reservations of Park Avenue Estates encumbering real property described in said Declaration recorded in the public records of Orange County, Florida ("Declaration"). The Declaration is by this reference incorporated into and made a part of these Articles.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its members. The Association is formed to provide for the improvement, maintenance, preservation and architectural control of the Property and to promote the recreation, health, safety and welfare of the Owners. The Association may, unless otherwise provided by law:

(a) exercise all the powers and privileges and perform all the duties and obligations of the Association as set forth in the Declaration, as it may be amended from time to time, applicable to the Property;

(b) affix, levy, collect and enforce payment by any lawful means of all liens, charges or assessments under the terms of the Declaration and the Bylaws, pay all expenses in connection therewith and pay 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, and including expenses for the maintenance, operation, and repair of the surface water or stormwater management system;

(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, convey by deed of 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 Property to any municipality, public agency, authority or utility for the purpose of providing and maintaining utility or cable service to the Property;

(f) merge or consolidate with other nonprofit corporations organized for the same or substantially similar purposes as the Association, provided that any such merger or consolidation shall have the assent of sixty-seven percent (67%) of the members;

(g) annex additional property and Common Property provided that any such annexation shall be in accordance with the terms of the Declaration;

(h) waive minor violations (as determined by the Board of Directors) of any one or more of the provisions of the Declaration; and

(i) have and exercise any and all powers, rights and privileges that a corporation organized under the laws of Florida applicable to corporations not for profit may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessments by the Association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association.

ARTICLE VII

VOTING RIGHTS

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

Class A. Class A members shall be all owners of Lots with the exception of the Developer, until Class B membership has been converted to Class A membership, as provided for herein and in the Declaration, and after such conversion all owners of Lots shall be Class A members. Class A members shall be entitled to one (1) vote for each Lot in which they hold an ownership interest. When more than one person or entity holds an ownership interest, each such person or entity shall be a member, but the single vote of such members with respect to the Lot owned by them shall be exercised as they, among themselves, determine. However, in no event shall more than one (1) Class A vote be cast with respect to any Lot which is owned by more than one person or entity.

Class B. The Class B member shall be the Developer. The Class B member shall be entitled to five (5) votes for each Lot in which the Developer holds an ownership interest, provided, however, that the Class B membership shall cease and be converted to Class A membership upon the earlier of: (i) seventy-five percent (75%) of the Lots are deeded to Owners; or (ii) December 31, 1999, at which time Class B membership shall be terminated and the Class B member shall be entitled and required to vote as a Class A member.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who need not be members. The initial number of Directors shall be three (3). At the first annual meeting and at each subsequent annual meeting, the members shall elect the Directors for a term of one year. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Sergio Amaral	541 South Orlando Avenue Maitland, Florida 32751
Gustavo Berman	541 South Orlando Avenue Maitland, Florida 32751
Livingstone Treumann	541 South Orlando Avenue Maitland, Florida 32751

ARTICLE IX

OFFICERS

The name of the officer who is to serve until the selection of his successor(s) is:

Livingstone Treumann	President/Secretary/Treasurer
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ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent of not less than sixty-seven percent (67%) 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 the Association was created. In the event that acceptance of the dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization devoted to similar purposes. No such disposition of Association assets shall be effective to divest or diminish any right or title of any member vested in him under the Declaration unless made in accordance with the Declaration.

ARTICLE XI

HUD/VA APPROVAL

For so long as there is a Class B membership in the Association, any of the following actions shall require HUD/VA approval: (i) annexation of additional properties by the Association; (ii) mergers and consolidations; (iii) mortgaging of the Common Property; (iv) dissolution or amendment of the Articles of Incorporation.

ARTICLE XII

AMENDMENTS

Proposals for the amendment of these Articles may be submitted by any Director of the Association, or by petition of members holding twenty-five percent (25%) of all votes, or by petition of the Declarant. Upon any such proposal to amend these Articles, the amendment shall be submitted to the members and shall be adopted upon the assent of sixty-seven percent (67%) of the members.

ARTICLE XIII

INCORPORATOR

The name and street address of each incorporator is:

NAME

ADDRESS

Lee S. Smith

200 South Orange Avenue
Suite 2600
Orlando, Florida 32801

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 30 day of November, 1994.



Lee S. Smith

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


PARK AVENUE ESTATES HOMEOWNERS ASSOCIATION OF WINTER GARDEN, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Park Avenue Estates Homeowners Association of Winter Garden, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 541 South Orlando Avenue, Maitland, Florida 32751, has named Livingstone Treumann whose address is 541 South Orlando Avenue, Maitland, Florida 32751, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service or process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping open the registered office.



Livingstone Treumann