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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.
CONTACT: KAREN L DIDEA
PHONE: (407) 843-4600

ACCT#: 072720000036

FAX #: (407) 843-4444

NAME: CRYSTAL GLEN HOMEOWNERS' ASSOCIATION, INC.

AUDIT NUMBER.....H98000011299

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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This document was prepared by and should be
returned after recording to:

William A. Beckett, Esquire
Florida Bar Number: 0355674
Lowndes, Drosdick, Doster, Kantor & Reed
215 North Eola Drive
Orlando, Florida 32801
(407) 843-4600

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ARTICLES OF INCORPORATION
OF
CRYSTAL GLEN HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned,
all residents of the State of Florida and all 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 OF CORPORATION

The name of the corporation is CRYSTAL GLEN HOMEOWNERS' ASSOCIATION,
INC. (hereinafter called the "Association").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS OF THE ASSOCIATION

The principal office and mailing address of the Association is located at 1105
Kensington Park Drive, Altamonte Springs, Florida, 32714.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 215 North Eola
Drive, Orlando, Florida, 32801, and the name of the initial registered agent at that address is
William A. Beckett, Esquire.

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ARTICLE IVPURPOSE 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 maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as in Exhibit "A" to these Articles of Incorporation, which is hereby incorporated by reference, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association 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 that certain Declaration of Conditions, Covenants, Easements, and Restrictions (hereinafter called the "Declaration"), applicable to the Property and recorded in the Public Records of Orange County, Florida, at Official Records Book 5490, Page 934, and 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) Borrow money, and with the assent of a majority of each class of members 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 Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by a majority of each class of members, agreeing to such dedication, sale or transfer;
- (f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of a majority of each class of members;

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(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V

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 or record to assessment by the Association, including contract sellers, 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 Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall all be Owners of Lots (except the Declarant and its successors and assigns as long as Class B membership shall exist, and thereafter, the Declarant and its successors and assigns shall be Class A Members to the extent each would otherwise qualify). Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership. When more than one (1) person holds such interest or interests in any Lot, all such persons shall be Members, but the vote for such Lot shall be exercised only by that one person who is Entitled to Vote as defined in Article I, Section 1.9, of the Declaration. In no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B Member(s) shall be the Declarant. The Class B Member shall be entitled to nine (9) votes for each Lot owned by the Class B Member. The Class B membership shall cease and terminate (i) at such time as ninety percent (90%) of the maximum number of Residences allowed for both the Property and Additional Property, as defined in Article I, Section 1.1, of the Declaration, have been conveyed to Class A Members, or (ii) sooner if required by the provisions of Chapter 617, Florida Statutes, or at the election of the Declarant, whereupon Class A Members shall be obligated to elect the Board of Directors and assume control of the Association. Upon termination of the

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Class B membership as provided herein, the Class B membership shall convert to Class A membership with voting strength as set forth above for Class A membership.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed initially by a Board of three (3) directors who shall serve until the organizational meeting and thereafter by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME

ADDRESS

Robert A. Mandell

1105 Kensington Park Drive
Altamonte Springs, FL 32714

Hampton P. Conley

1105 Kensington Park Drive
Altamonte Springs, FL 32714

Simon Snyder

1105 Kensington Park Drive
Altamonte Springs, FL 32714

At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year. At each annual meeting thereafter the members shall elect three (3) Directors for a term of three (1) year.

ARTICLE IX

INITIAL OFFICERS

The affairs of the Association shall be managed by a President, Vice-President, and Secretary/Treasurer, and such other officers as are permitted in the Bylaws. The names and addresses of those persons who shall act as officers of the corporation until the election of their

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successors are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Robert A. Mandell	1105 Kensington Park Drive Altamonte Springs, FL 32714
Vice-President	Hampton P. Conley	1105 Kensington Park Drive Altamonte Springs, FL 32714
Secretary/Treasurer	Simon Snyder	1105 Kensington Park Drive Altamonte Springs, FL 32714

The above-named officers shall serve until the first and organizational meeting of the Board of Directors of the corporation. The officers shall be elected by the Directors at the first meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their election.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by members holding a majority of the total cumulative votes of both classes of 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. This procedure shall be subject to court approval upon dissolution pursuant to Chapter 617, Florida Statutes.

ARTICLE XI

DURATION

The Corporation shall exist perpetually.

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ARTICLE XIIAMENDMENTS

Amendment of these Articles shall require the assent of a majority of the total cumulative votes of both classes of members entitled to vote thereon, in the manner as set forth under Chapter 617, Florida Statutes. A majority of each class shall not be required, so long as a majority of the cumulative total of votes of the two classes combined is satisfied. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the Membership duly called for that purpose, or at an annual meeting of the Membership.

ARTICLE XIIIBYLAWS

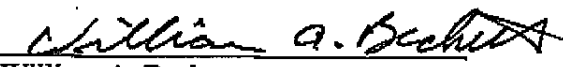
The Bylaws of this corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of a quorum of all members voting in person or by proxy. A majority of each class shall not be required, so long as a majority of the cumulative total of votes of the two classes combined is satisfactory.

ARTICLE XIVSUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

William A. Beckett, Esquire
Lowndes, Drosdick, Doster, Kantor & Reed
215 North Eola Drive
Orlando, Florida 32801

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, as subscriber and incorporator of this Association, have executed these Articles of Incorporation this 17th day of June, 1998.

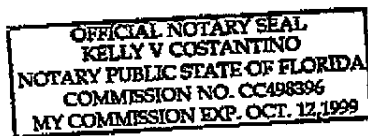

William A. Beckett

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of June, 1998, by William A. Beckett, who is personally known to me.

(NOTARY SEAL)



Kelly V. Costantino
Signature of Notary Public
Kelly V. Costantino
Typed or Printed Name of Notary
Commission No.: CC498396
My Commission Expires: 10/12/99

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of CRYSTAL GLEN HOMEOWNERS' ASSOCIATION, INC.

William A. Beckett
William A. Beckett

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

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CRYSTAL GLEN

PARCEL 1

DESCRIPTION:

That part of PLAN OF BLOCK "Q", PROSPER COLONY, recorded in Plat Book "D", Page 106 of the Public Records of Orange County, Florida in the Southwest 1/4, Section 9, Township 24 South, Range 29 East, Orange County, Florida, described as follows:

Commence at the Southeast corner of said Southwest 1/4; thence run S 89°42'28" W along the South line of said Southwest 1/4 being a non-radial line for a distance of 2532.04 feet to a point on the East Right-of-Way line of John Young Parkway and a non-tangent curve concave Easterly having a radius of 3188.00 feet and chord bearing of N 00°21'23" E; thence run Northerly along said East Right-of-Way line and the arc of said curve through a central angle of 00°21'34" for a distance of 20.00 feet to the North line of the South 20.00 feet of said Southwest 1/4 and the POINT OF BEGINNING; thence continue Northerly along the arc of said curve through a central angle of 17°33'30" for a distance of 976.96 feet to a point of non-tangency; thence run S 89°51'40" E along a non-radial line for a distance of 324.38 feet; thence run N 20°46'34" E for a distance of 206.42 feet; thence run S 89°51'40" E for a distance of 223.68 feet; thence run N 38°26'29" E for a distance of 43.86 feet; thence run N 53°56'07" E for a distance of 17.13 feet; thence run N 00°08'20" E for a distance of 40.46 feet to a point on a line lying 15.00 feet (perpendicular measure) South of and parallel with the South Right-of-Way line of Central Florida Parkway; thence run S 89°51'40" E along said line for a distance of 475.26 feet to the point of curvature of a curve concave Southwesterly having a radius of 3920.13 feet; thence run Southeasterly along said line and the arc of said curve through a central angle of 07°40'26" for a distance of 525.03 feet to a point of non-tangency; thence run S 00°15'52" E along a non-radial line for a distance of 547.19 feet to the North line of lands described in Official Records Book 4193, Page 1800, of said Public Records; thence run S 89°44'08" W along said North line for a distance of 513.30 feet to the West line of said lands; thence run S 00°10'17" E along said West line for a distance of 643.12 feet to the aforesaid North line of the South 20.00 feet of the Southwest 1/4; thence run S 89°42'28" W along said North line for a distance of 1309.81 feet to the POINT OF BEGINNING.

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Containing 38.731 acres more or less and being subject to any rights-of-way, restrictions and easements of record.

AND:

PARCEL 2

DESCRIPTION:

That part of PLAN OF BLOCK "Q", PROSPER COLONY, recorded in Plat Book "D", Page 106 of the Public Records of Orange County, Florida in the Southwest 1/4, Section 9, Township 24 South, Range 29 East, Orange County, Florida, described as follows:

Commence at the Southeast corner of said Southwest 1/4; thence run S 89°42'28" W along the South line of said Southwest 1/4 for a distance of 1222.04 feet to the POINT OF BEGINNING; thence continue S 89°42'28" W along said South line and a non-radial line for a distance of 1310.00 feet to a point on the East Right-of-Way line of John Young Parkway and on a non-tangent curve concave Easterly having a radius of 3188.00 feet and chord bearing of N 00°21'23" E; thence run Northerly along said East Right-of-Way line and the arc of said curve through a central angle of 00°21'34" for a distance of 20.00 feet to the North line of the South 20.00 feet of said Southwest 1/4; thence run N 89°42'28" E along said North line for a distance of 1309.81 feet to the West line of lands described in Official Records Book 4193, Page 1800 of said Public Records; thence run S 00°10'17" E along said West line for a distance of 20.00 feet to the POINT OF BEGINNING.

Containing 0.601 acres more or less and being subject to any rights-of-way, restrictions and easements of record.

Together containing 39.332 acres more or less and being subject to any rights-of-way, restrictions and easements of record.

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