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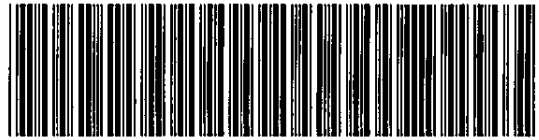
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# THE MOORINGS OF CLERMONT, LLC

1819 Main Street, Suite 400  
Sarasota, Florida 34236  
941.363.0634 (phone)  
941.363.6447 (fax)

December 17, 2007

## Via FEDEX

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Filing of Articles of Organization  
The Moorings of Clermont Homeowners Association, Inc.

To Whom It May Concern:

Enclosed please find an original of the Articles of Incorporation of The Moorings of Clermont Homeowners Association, Inc. for filing, together with a check in the amount of \$78.75 as payment of the applicable filing fees. Please note that we have also included in this amount the additional \$8.75 for a certified copy.

If you have any questions or comments, please do not hesitate to call. Thank you for your attention to this matter.

Sincerely,



John Olivier  
Incorporator

**ARTICLES OF INCORPORATION OF  
THE MOORINGS OF CLERMONT HOMEOWNERS ASSOCIATION, INC.  
A Florida Not-For-Profit Corporation**

THE UNDERSIGNED INCORPORATOR, pursuant to the laws and statutes of the State of Florida, hereby forms and incorporates a corporation not for profit, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, as follows:

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation shall be THE MOORINGS OF CLERMONT HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation (also referred to herein as the "Association"), whose address is c/o 1819 Main Street., Suite 400, Sarasota, FL 34236.

**ARTICLE II  
GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the subdivision known as THE MOORINGS OF CLERMONT (the "Subdivision"), located in the County of Lake, Florida, and to perform all acts provided in the Declaration of Covenants, Conditions and Restrictions for The Moorings (the "Declaration").

**ARTICLE III  
PURPOSE AND POWERS**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Statutes for the operation of, located in Lake County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or Officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration or Chapter 720, Florida Statutes, as they may hereafter be amended, including, but not limited to, the following:

- (1) To make and collect assessments against members of the Association to defray the costs, expenses, and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- (2) To protect, maintain, repair, replace, and operate the common areas and common elements of the Subdivision.
- (3) To purchase insurance upon the Association property and Association property for the protection of the Association and its members.

- (4) To reconstruct improvements after casualty and to make further improvements of the property.
- (5) To make, amend, and enforce reasonable rules and regulations governing the use of the common elements and areas, and the operation of the Association.
- (6) To enforce the provision of the Declaration, these Articles, the Bylaws, and any Rules and Regulations of the Association.
- (7) To contract for the management and maintenance of the Association and the association property to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
- (8) To operate, maintain and manage the Surface Water Management System, as such term as defined in the Declaration, in a manner consistent with the requirements of St. Johns River Water Management District Permit No. 42-069-104617-1 and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained therein.
- (9) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- (10) To borrow money without limit as to amount if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws. The Association shall exist in perpetuity (subject to the rights of the members thereof to dissolve the same, as more specifically provided by the Declaration, these Articles and/or the Bylaws); provided, however, in the event of any such dissolution, all of the members of the Association shall be jointly and severally responsible and obligated for the continued operation, maintenance, repair and replacement of the Surface Water Management System, in accordance with the requirements of the applicable Environmental Resource Permit issued by the St. Johns River Water Management District ("SJRWMD"), unless and until an alternate entity acceptable to SJRWMD assumes responsibility.

#### ARTICLE IV MEMBERSHIP AND VOTING INTERESTS

All membership and voting rights shall be as established and set forth in the Declaration and the Bylaws.

#### ARTICLE V

## EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

## ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be c/o 1819 Main Street, Suite 400, Sarasota, Florida 34236, and the registered agent at such address shall be John D. Olivier, Esq.

## ARTICLE VII DIRECTORS AND OFFICERS

The business of the Association shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, as shall be designated by the Bylaws. All Directors shall be elected by the Members in the manner determined by the Bylaws. The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected and shall hold office as more specifically set forth in the Bylaws.

## ARTICLE VIII FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and Officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name:</u>	<u>Office:</u>	<u>Address:</u>
John Olivier	President	c/o 1819 Main Street, Suite 400 Sarasota, Florida 34236
John Olivier	Secretary	c/o 1819 Main Street, Suite 400 Sarasota, Florida 34236
Judith Lowther	Treasurer	c/o 1819 Main Street, Suite 400 Sarasota, Florida 34236

## ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such. In no event, however, shall

the right to indemnification as set forth herein be applicable to any of the following:

- (1) Willful misconduct or a conscious disregard for the best interest of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (2) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (3) A transaction from which the Director or officer derived an improper personal benefit.
- (4) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the Association or a member.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or Officer may be entitled.

## ARTICLE X BYLAWS

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

## ARTICLE XI AMENDMENTS


Amendments to these Articles shall be proposed and adopted in the following manner:

- (1) Proposal. Amendments to these Articles may be proposed by a majority of the Directors or by petition to the Directors signed by at least twenty-five percent (25%) of the membership interest entitled to vote thereon.
- (2) Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.
- (3) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles shall be adopted if it is approved by at least a majority of the membership interests of the Association entitled to vote thereon, or if it is approved in writing by at least a majority of the membership interests of the Association entitled to vote thereon, as authorized by the Bylaws, provided that notice of any

proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment.

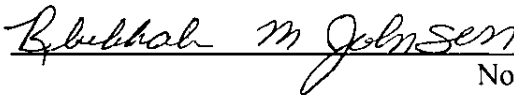
- (4) Effective Date. An amendment becomes effective upon filing with the Secretary of State, and recording a certified copy thereof in the Public Records of Lake County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, as of the 14<sup>th</sup> day of December, 2007.

  
John D. Olivier  
1819 Main Street, Suite 400  
Sarasota, Florida 34236

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before this 14<sup>th</sup> day of December, 2007, by JOHN D. OLIVIER, who is personally known to me or who has produced FL Dr. Lic as identification.



Notary Public  
My Commission Expires:

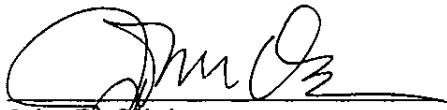


REBEKKAH M. JOHNSON  
MY COMMISSION # DD 550249  
EXPIRES: June 2, 2010  
Bonded Thru Budget Notary Services

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
THE MOORINGS OF CLERMONT HOMEOWNERS ASSOCIATION, INC.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

DATED: December 4, 2007.

  
John D. Olivier  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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