

N 23 000000 2154

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

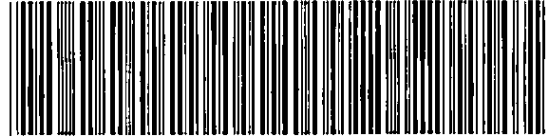
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300401246273

12/04/22--01017--023 \*\*35.00

...

2023 12-04 AM 11:25

...



**MARTELL & OZIM, P.A.**

**MAIN OFFICE  
& MAILING ADDRESS:**  
213 S. Dillard Street, Suite 210  
Winter Garden, FL 34787

**BY APPOINTMENT ONLY  
DOWNTOWN ORLANDO:**  
37 N. Orange Avenue, Suite 500  
Orlando, FL 32801

**BY APPOINTMENT ONLY  
DAYTONA BEACH:**  
140 S. Beach Street, Suite 310  
Daytona Beach, FL 32114

PH: (407) 377-0890 Fax: (407) 674-2543  
email: [info@martellandozim.com](mailto:info@martellandozim.com) web: [www.martellandozim.com](http://www.martellandozim.com)  
Attorneys at Law

November 30, 2022

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation for Filing

Dear Sir or Madam,

Enclosed, please find the Articles of Incorporation of Lingo Valley Homeowners Association, Inc. along with a check for an additional \$35.00 for recording. Please return the recorded documents in the enclosed self-addressed, stamped envelope.

Thank you for your time and attention to this matter. Please do not hesitate to contact me if you have any questions.

Sincerely,

*P Ozim*

Patryk Ozim

PO/tr  
Enclosures

2023 JAN 1 AM 11:20  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

## ARTICLES OF INCORPORATION

### LINGO VALLEY HOA, INC.

(A Corporation, Not-for-Profit)

In order to form a corporation under the provisions of Chapter 617 of laws of the State of Florida for a formation of a corporation, not-for-profit, I, the undersigned, hereby create a corporation for the purpose and with the powers herein mentioned.

#### ARTICLE I

##### NAME AND ADDRESS

The name of the corporation, herein called the "Association," is Lingo Valley HOA, Inc. and its principle address and location is 4545 36<sup>th</sup> St, Suite B, Orlando, FL 32811.

#### ARTICLE II

##### DEFINITIONS

All undefined terms appearing in initial capital letters herein shall have the meaning ascribed to them in that certain Declaration of Covenants and Restrictions for Lingo Valley (the "Declaration"), as it may be amended from time to time.

#### ARTICLE III

##### PURPOSE AND POWERS

3.1 Purpose. The purpose for which the Association is organized is to provide an entity to administer, manage and operate the Lingo Valley development, located in Orange County, Florida.

3.2 Powers. The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. 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 under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration, or the Bylaws of this Association, or any other restrictions of Lingo Valley, and it shall have all the powers and duties reasonably necessary to operate the Association pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

A. To own and convey property;

B. To levy 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;

C. To own, lease, maintain, repair, replace, add to or operate the Common Areas, including without limitation, entry medians, parking areas, front entrances and perimeter and street lighting;

D. To purchase insurance upon the Common Areas for the protection of the Association and its members;

E. To reconstruct improvements after casualty and to make further capital improvements or additions to the Properties;

F. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association;

G. To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the Bylaws of the Association;

H. To contract for the operation and maintenance of the Common Areas or Surface Water Management System and Stormwater Management System and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operations of the Association;

J. To borrow or raise money for any purposes of the Association, without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association;

K. To hold funds and the title to all property acquired by the Association for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws;

L. To operate and maintain the Surface Water Management System and Stormwater Management Systems, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas. Moreover, the Association shall operate, maintain, and manage the Surface Water Management System and Stormwater Management System in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules and regulations, and the terms and conditions of the Declaration (including enforcement provisions) which relate to the Surface Water Management System and Stormwater Management System. Additionally, the Association shall levy and collect adequate assessments against Members for the cost of maintenance and operation of the Surface Water Management System and Stormwater Management System;

- M. To require all Lot Owners, to be Members of the Association;
- N. To take any other action necessary for the purposes for which the Association is organized; and
- O. To exercise any and all rights set forth in Chapter 720 of the Florida Statutes, "Homeowners' Associations."

#### **ARTICLE IV**

#### **MEMBERSHIP**

4.1 Qualification. The Members of the Association shall consist of all Lot Owners in the Properties as defined in the Declaration, and as further provided in the Bylaws.

4.2 Change of Membership. Change of membership shall be established by recording in the Public Records of Orange County, Florida, a deed or other instrument transferring title to the Unit, and by the delivery to the Association of a copy of such instrument.

4.3 Assignment of Membership Rights. The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to his fee simple interest in a Lot.

4.4 Voting. The Members shall be entitled to the number of votes in Association matters as set forth in the Declaration and Bylaws. The manner of exercising voting rights shall be as set forth in the Declaration and Bylaws.

#### **ARTICLE V**

#### **TERM**

5.1 Term. The term of the Association shall be perpetual.

5.2 Dissolution. In the event of dissolution, the control or right of access to any portion of the Properties containing the Surface Water Management System or Stormwater Management System shall be conveyed or dedicated to an appropriate governmental unit or public utility. If the Surface Water Management System or Stormwater Management System are not accepted by governmental or public utility, then they shall be conveyed to a non-profit corporation similar to the Association.

#### **ARTICLE VI**

#### **BYLAWS**

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

## ARTICLE VII AMENDMENTS

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

A. Until Turnover of Control (as defined in Article XI hereof), Four Walls Capital, LLC, a Florida limited liability company (the "Developer"), shall have the unilateral right to amend these Articles.

B. After election of a majority of the Board other than by the Developer, amendments to these Articles may be proposed either by a majority of the whole Board or by a petition signed by the Members representing at least fifty percent (50%) of the voting interests of the Association. Once so proposed, the amendments shall be submitted to a vote of the Members no later than the next annual meeting for which proper notice can be given.

C. After election of a majority of the Board by Members other than by the Developer, these Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the Members present and voting at a special or annual meeting at which a quorum has been established. Any such amendment may also be approved in writing by a majority of the total voting interests without a meeting. Notice of any proposed amendment must be given to the Members, and the notice must contain the text of the proposed amendment.

D. Any proposed amendment to these Articles, which would affect the Surface Water Management System and Stormwater Management System (including environmental conservation areas and the water management portions of the Common Areas), must be submitted to the St. Johns River Water Management District its successors for a determination of whether the amendment necessitates a modification of the surface water management permit.

E. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Orange County, Florida.

## ARTICLE VIII DIRECTORS AND OFFICERS

8.1 Appointment by Developer. All Directors shall be appointed by the Developer until Turnover of Control, including the initial Board Members.

8.2 Election by Owners. Upon Turnover of Control, subject to Article XI, all Directors shall be elected by the Lot Owners in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

8.3 Number of Directors. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.

8.4 Election of Officers. The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the initial organizational meeting and then the annual meeting of the Members of the Association thereafter and shall serve at the pleasure of the Board.

## ARTICLE IX INDEMNIFICATION

9.1 Indemnification of Director or Officer. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and Officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceedings) to which he or she may be a party because of his or her being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated and involved:

A. Willful misconduct or a conscious disregard for the best interest of the Association to procure a judgment in its favor.

B. A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his action was lawful.

C. A transaction from which the Director or Officer derived an improper personal benefit.

9.2 Approval of Settlement. In the event of a settlement or any dispute with respect to any indemnification, the right to indemnification shall not apply unless the Board of Directors approves such settlement or disposes of any such dispute as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all rights to which a Director or Officer may otherwise be entitled at law and law in equity.

## ARTICLE X PRINCIPAL OFFICE

The principal office of the Association shall be located at 4545 36th St, Suite B, Orlando, FL 32811. The Association may maintain offices and transact business in other such places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Board of Directors may from time to time relocate the aforesaid principal office.

## ARTICLE XI TURNOVER

Within three (3) months after the Developer has sold 90% of the Lots, ("Turnover of Control") the Developer shall cause two (2) of the members of the Board of Directors appointed

by the Developer to resign and the Members shall thereafter be entitled to elect a majority of the members of the Board of Directors of the Association. So long as the Developer holds for sale in the ordinary course of business at least one (1) Lot, the Developer shall be entitled to elect at least one Member of the Board of Directors of the Association. After Turnover of Control, the Developer may exercise the right to vote any Developer-owned Lots in the same manner as any other Member of the Association; provided, however, that the Developer shall not be entitled to select a majority of the Members of the Board of Directors.

## **ARTICLE XII**

### **SURFACE WATER MANAGEMENT SYSTEM**

It is the intention that the Association shall have perpetual existence; however, if the Association elects to dissolve, it will only do so after the maintenance of the property consisting of the Surface Water Management System or Stormwater Management System has become the responsibility of an appropriate agency of local government, and if not accepted, then when the Surface Water Management System or Stormwater Management System has been dedicated to a similar nonprofit corporation.

## **ARTICLE XIII**

### **INCORPORATOR**

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

Four Walls Capital, LLC      4545 36th St, Suite B  
Orlando, FL 32811

## **ARTICLE XIV**

### **REGISTERED AGENT**

The initial registered agent of the Association is Leandro Teles at 4545 36th St, Suite B, Orlando, FL 32811. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

2023 Jan - 1 AM 11:26  
J. L. F. ORIO  
J. L. F. ORIO



IN WITNESS WHEREOF, the incorporator has hereunto affixed his signature on the date as set forth below.

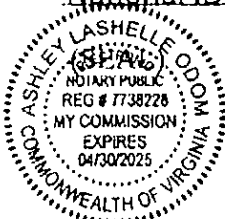
**INCORPORATOR:**

**Four Walls Capital, LLC,**  
a Florida Limited Liability Company

By: *Luis F Canedo*  
Print Name: Luis F. Canedo  
Title: Managing Member  
4545 36th St, Suite B, Orlando, FL 32811  
Date: November 21st, 2022

STATE OF Virginia  
COUNTY OF Chesapeake

The foregoing instrument was acknowledged before me this 21 day of November, 2022, by Luis F. Canedo, as Managing Member of Four Walls Capital, LLC, a Florida limited liability company, who is personally known to me or has produced National ID as identification.



*Ashley Lashelle Odum*  
Notary Public, State of Virginia

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0505 Florida Statutes.

*Leandra Teles*  
REGISTERED AGENT

2023 MAR -1 AM 11:26  
STATE OF FLORIDA  
COUNTY OF ORANGE