

NO0000000584

TRANSMITTAL LETTER

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

FILED
00 JAN 24 AM 8:05
TALLAHASSEE FL 32314

SUBJECT: Springfield Homeowners Incorporated
(Proposed corporate name - must include suffix)

700003108707--8
-01/24/00-01119-014
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: EDMUND HAMPODEN
Name (Printed or typed)

604 S. Lake Sybelia Drive
Address

Maitland FL 32751
City, State & Zip

407-644-9140
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

S. Thompson JAN 31 2000

FILED
00 JAN 24 AM 10:05
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
SPRINGFIELD HOMEOWNERS INCORPORATED**

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation shall be **Springfield Homeowners Incorporated**. For convenience, the corporation shall be referred to in this instrument as the Association, and shall have as its principal office address and mailing address, 604 Lake Sybelia Drive, Maitland, Florida 32751, or at such other place as the Board of Directors may designate from time to time.

**ARTICLE II
PURPOSE AND DEFINITIONS**

2.1 Purpose. The purpose for which the Association is organized is to provide an entity for the operation of the Subject Property as defined in Article I, Section 1(m) of the Declaration of Covenants and Restrictions of **Springfield** and the preservation and maintenance thereof as defined in and in accordance with the terms and conditions of the Declaration of Covenants and Restrictions of **Springfield** and any amendments thereto recorded in the Public Records of Orange County, Florida (hereinafter the "Declaration").

2.2 Nonprofit Character of Association. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. The Association shall make no distributions of income to its members, directors or officers.

2.3 Definitions. The definitions set out in Article I of the Declaration are incorporated herein by reference.

**ARTICLE III
POWERS**

The powers of the Association shall include and be governed by the following provisions:

3.1 Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

3.2 Powers and Duties in the Declaration. The Association shall have all of the powers and duties set forth in the Declaration reasonably necessary to operate the Subject Property as set forth in the Declaration as it may be amended from time to time, including, but not limited to, the following:

(1) To make and collect assessments against Owners of a Homesite or Homesites with the Subject Property to defray the costs, expenses and losses of the Association.

(2) The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District **Permit No. 42-095-62456-1**, requirements and applicable rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

(3) The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

The assessments shall be used for the maintenance and repair of the surface water or stormwater management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

(4) To use the proceeds of assessments and billings in the exercise of its powers and duties.

(5) To maintain, repair, replace and operate those portions of the Subject Property as provided in Article IX of the Declaration.

(6) To purchase insurance for the protection of the Association and its Members as defined in the Declaration, as well as liability insurance for the protection of the officers and Directors of the Association.

(7) To make and amend reasonable rules and regulations respecting the use of the Subject Property as defined in the Declaration.

(8) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of the Association and the Rules and Regulations for the use of the Subject Property.

(9) To contract for the management and maintenance of the Subject Property as is provided for in the Declaration, and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of such areas of the Subject Property as provided in the Declaration. The Association shall, however, retain at all times the power and duties set out herein, in the Declaration and in the By-Laws.

(10) To employ personnel to perform the services required for proper operation of the Subject Property and the Association, and to supervise all such employees.

(11) To reconstruct the improvements on the Common Areas after casualty and to further improve the Subject Property.

3.3 Power to Acquire Homesites. The Association shall have the power to purchase a Homesite or Homesites in the Subject Property and hold title to the Common Areas and to hold, lease, mortgage and convey the same.

ARTICLE IV MEMBERS

4.1 Member. The Members of the Association shall consist of the Developer and all the Owners of a Homesite or Homesites with the Subject Property as defined in the Declaration, provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member, unless they have obtained record title to the Homesite by foreclosure or deed in lieu of foreclosure.

4.2 Change of Membership. Change of membership in the Association shall be established by recording in the Public Records of Orange County, Florida, a deed or other instrument establishing a record title to a Homesite in the Subject Property. The Owner designated by such instrument thus becomes a Member of the Association and the membership of the prior owner is terminated. The new Owner shall notify the Association of the recording of a deed or other instrument establishing record title and shall furnish the Association a certified copy of such instrument if required by the Association.

4.3 Membership Rights Appurtenant to Homesite Ownership. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Homesite.

ARTICLE V VOTING RIGHTS

The Association shall have two classes of voting membership (both classes of which shall be collectively referred to herein as Members) as follows:

Class A. Class A Members shall be all those Members as defined in Article IV hereof with the exception of the Developer. One vote shall be allocated to each Homesite owned by a Class A Member. When more than one person holds such interest or interests in any Homesite, all such persons shall be Members, and the person entitled to cast the vote for the Homesite shall be designated by a certificate filed with the Secretary of the Association at any time before the vote is cast signed by all record Owners of the Homesite. If any Homesite is owned by a corporation, a similar certificate shall be required by multiple owners or corporation, then the vote for that Homesite shall not be considered in determining the requirement for a quorum or any other purpose until such certificate is filed with the Secretary of the Association; except, however, when title to a Homesite is held by a husband and wife, the husband and wife may, but shall not be required to, designate a voting member. If they do not designate a voting member, and if both are present at a meeting, only one may vote on any given matter. If they are unable to agree on who shall vote, their vote shall not be counted. If no voting member is designated and only one spouse is present at a meeting, the spouse present may cast the vote for the Homesite, without establishing the concurrence of the absent spouse. In no event shall more than one vote be cast with respect to any Homesite.

Class B. The Class B Members shall be the Developer, its successors or its assigns. The Class B Member shall be entitled to five (5) votes per Homesite until the Turnover Date. the Class B Membership shall cease and be converted to Class A membership and be entitled to vote as such on the Turnover Date as defined in Article V, Section 3 of the Declaration.

ARTICLE VI DIRECTORS

6.1 Size of Board of Directors. The affairs of the Association shall be managed by a Board of Directors of no less than three (3) Directors, nor more than seven (7) Directors, provided the Board shall always be composed of an odd number of Directors.

6.2 First Board of Directors. The first election of Directors shall not be held until the Turnover Date as defined in Article V, Section 3, of the Declaration. The Directors named in these Articles shall serve until the first election of Directors, or until replaced by the Developer in its sole discretion. Any vacancies in the Board of Directors occurring before the first election of Directors shall be filled by the Developer appointing a replacement. With the exception of Developer-appointed members of the Board of Directors, each Director shall be a Member of the Association. Until the Turnover Date, Directors need not be Members of the Association.

6.3 Composition of the First Board of Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until their resignation or removal are as follows:

Edmund Hampden

604 Lake Sybelia Drive
Maitland, Florida 32751

Barbara Hampden

604 Lake Sybelia Drive
Maitland, Florida 32751

Paul Palmer

7053 University Blvd.
Winter Park, FL 32792

6.4 Electing Officers. Directors shall be elected in the manner set forth in the By-laws of the Association.

ARTICLE VII OFFICERS

The Affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President
Vice President
Secretary

Edmund P. Hampden

604 Lake Sybelia Drive
Maitland, Florida 32751

ARTICLE VIII INDEMNIFICATION

8.1 Indemnification. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, or having served at the Association's request as a Director or officer of any other corporation, whether or not he is a Director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or officer shall be adjudged liable for gross negligence or willful misconduct, in the performance of his duties, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

8.2 Expenses. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

8.3 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of another association or corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation. The Association may purchase liability insurance on behalf of any person who is or was a Director or officer of the Association, insuring against any liability asserted against him and incurred by him in such capacity, or arising out of his status as such.

ARTICLE IX BY-LAWS

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

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

ARTICLE X AMENDMENTS

10.1 Notice of Amendment. A resolution for the adoption of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

10.2 Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by Members having two-thirds ($\frac{2}{3}$) of the

votes of each class of Member of the Association. Directors and Members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. A resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and by the affirmative vote of not less than two-thirds (□) of the votes of either class of Members of the Association.

10.3 Amendment by Agreement. In the alternative, an amendment may be made by an agreement signed and acknowledged by all Members of each class of Association members, in the manner required for the execution of deeds.

10.4 Developer Amendment. Notwithstanding anything contained herein to the contrary, until the Turnover Date as defined in Article V of the Declaration, these Articles of Incorporation may be amended by the Developer filing such an amendment with the office of the Secretary of State of Florida, which amendment need only be joined by a majority of the members of the Board of Directors of the Association.

10.5 Amendments. No amendment shall make any changes in the qualifications for membership nor the voting rights of Members, nor any change in Section 6.2 of Article VI hereof, without approval in writing by all Members of each class, except in the event such amendment is made in accordance with the provisions of Section 10.4 hereof.

ARTICLE XI FHA/VA APPROVAL

As long as there is a Class B Membership, the following actions will not require the prior approval of the Federal Housing Administration or the Veterans Administration: Annexation of additional properties, mergers and consolidations, mortgaging of Common Areas, dedication of Common Areas, dissolution and amendment of these Articles, and amendment of the Declaration.

ARTICLE XII TERM

12.1 Term. The term of the Association shall be perpetual, unless otherwise sooner terminated.

12.2 Dissolution. The Association may be dissolved with written assent signed by not less than two-thirds (□) of each class 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.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns Water Management District prior to such

termination, dissolution or liquidation.

**ARTICLE XIII
INCORPORATOR**

The name and address of the incorporator of the Association are as follows:

Edmund P. Hampden

604 Lake Sybelia Drive
Maitland, Florida 32751

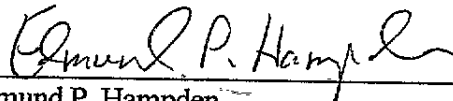
**ARTICLE XIV
REGISTERED AGENT**

The street address of the Association's initial registered office is 604 Lake Sybelia Drive, Maitland, Florida 32751, and the name of its initial registered agent at that address is Edmund P. Hampden.

**ARTICLE XV
EXISTENCE AND DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

21st IN WITNESS WHEREOF, the said incorporator has hereunto affixed his signature on this day of January, 2000.



Edmund P. Hampden
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS IN THIS STATE**

FILED
00 JAN 20 AM 8:05
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act.

Springfield Homeowners Incorporated, desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 604 Lake Sybelia Drive, Maitland, Florida 32751, had named Edmund P. Hampden, located at 604 Lake Sybelia Drive, Maitland, Florida 32751, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in such capacity, agree to comply with the provisions of all applicable laws and I state that I am familiar with and accept the obligations of my position in accordance with 617.0501, Florida Statutes.

By: Edmund P. Hampden
Edmund P. Hampden

Dated: 1/21/00