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NO00000004775

July 19, 2000

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

Via Hand Delivery

800003329268--3  
-07/20/00-01008-023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **Articles of Incorporation** for the following entity:

**EXPRESSWAY PD OWNERS ASSOCIATION, INC.**

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

*Kelly B. Plante*

Kelly B. Plante

KBP/amc  
Enclosures  
GHRCORP/GHR2.194  
Wright

MELBOURNE  
321-727-8100

ORLANDO  
407-843-8880

T. SMITH JUL 20 2000  
850-222-7717

RECEIVED  
00 JUL 20 AM 10:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32301

FILED

JUL 20 AM 10:40

**ARTICLES OF INCORPORATION  
of  
EXPRESSWAY PD OWNERS ASSOCIATION, INC.**

**A NOT-FOR-PROFIT CORPORATION**

The undersigned hereby forms a corporation not for profit under and pursuant to Chapter 617, Florida Statutes and pursuant to the terms and conditions of that certain developer's agreement entitled The Woodlands Developer's Agreement dated October 14, 1985, and recorded in O.R. Book 3705, Page 2315 (the "Declaration") , and do hereby state as follows:

**ARTICLE I**

**NAME**

The name of this corporation shall be **EXPRESSWAY PD OWNERS ASSOCIATION, INC.** ("Association"). The terms contained in these Articles of Incorporation shall have the same meaning as set forth in the Declaration unless otherwise defined herein.

**ARTICLE II**

**COMMENCEMENT AND TERMINATION OF CORPORATE EXISTENCE**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida and shall have perpetual duration.

In the event of the termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water 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. John's River Water Management District (the "District") prior to such termination, dissolution or liquidation.

**ARTICLE III**

**PURPOSES AND POWERS**

The purposes for which this Association is formed are as follows:

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SECRET  
TALLAHASSEE, FLORIDA

A. To form a "Corporation not for profit" as defined in Chapter 617, Florida Statutes, and enacted on the date hereof ("Not For Profit Corporation Act"), and, as such, to transact any or all lawful business to effect any and all purposes for which the corporation is organized under the Not For Profit Corporation Act. In no event, however, shall the corporation have or exercise any power which would cause it not to comply with Section 40C-42.027, F.A.C., and the St. John's River Water Management District (the "District"), and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would result in such non-compliance.

B. To operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with District permit no. #4-0950087, as amended, requirements and applicable District rules, and shall assist in the enforcement of the Declaration, which relate to the surface water or storm water management system.

C. To levy and collect adequate assessments against members of this Association (the "Members") for the costs of maintenance and operation of the surface water or storm water management system and all of the common areas contained within the Subject Property (as that term is defined in the Declaration) all in accordance with the terms and requirements of the Declaration.

D. To carry out the duties and obligations and receive the benefits given the Association by the Declaration.

E. To establish By-Laws for the operation of the Association's Subject Property ("By-Laws"), provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Not For Profit Corporation Act, the Declaration, these Articles of Incorporation ("Articles"), and the By-Laws.

F. The Corporation shall have all of the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Not For Profit Corporation Act that are not inconsistent with the Declaration, these Articles, and the By-Laws of the Association.

#### ARTICLE IV

#### MEMBERS

A. Membership is confined to owners of lots within the Subject Property only. All owners of lots in the Subject Property shall automatically be Members of the Association and their memberships shall automatically terminate when titles to their lot is conveyed. If a Member conveys title to his lot, then under the provisions of the Declaration, the new owner shall

automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

B. Each owner of a lot shall be entitled to one (1) vote. An individual, corporation or other entity owning an interest in more than one lot may be designated as the voting Member for each lot in which he, she or it owns an interest.

C. 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 Unit. No part of the income of the Association shall be distributed to its Members, directors or officers.

#### ARTICLE V

##### INCORPORATOR(S)

The name and street address of the person signing these Articles of Incorporation as Incorporator are:

MICHAEL E. WRIGHT  
301 East Pine Street  
Suite 1400  
Orlando, FL 32801

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of THREE (3) directors. The name and street address of such director is:

MICHAEL E. WRIGHT  
301 East Pine Street  
Suite 1400  
Orlando, FL 32802

MICHAEL PERTREE  
845 Sunshine Lane  
Altamonte Springs, FL 32714

CARL MORES  
707 Mendham Boulevard

Suite 201A  
Orlando, Florida 32825

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the By-Laws, but at no time shall said number of Directors be less than three (3).

## ARTICLE VII

### OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of said Board of Directors. The following persons shall constitute the initial officers of the Association and they shall continue to serve as such officers until removed by the Board of Directors:

<u>Name</u>	<u>Office</u>
MICHAEL E. WRIGHT	President

## ARTICLE VIII

### BY-LAWS

A. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors. The By-Laws of this Association shall be attached to the Declaration which may be filed among the Public Records of Orange County, Florida. The By-Laws may be amended by a 75% majority of the Members and as further provided for in the By-Laws.

B. No amendment to the By-Laws shall be passed which would change the rights and privileges of the Developer referred to in the Declaration or an individual lot owner, as it relates to the surface water or storm water management system, use of the common areas, or the Exhibits attached thereto, without the Developer's or lot owner's written approval.

C. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee.

## ARTICLE IX

### AMENDMENTS

A. Proposals for amendments to these Articles which do not conflict with the Not For Profit Corporation Act, the Declaration, these Articles, or the By-Laws of the Association may be made by ten percent (10%) of the Members. Such proposals shall be in writing and shall state the purpose or purposes of the proposed amendment(s). The proposal shall then be delivered to the President who shall thereupon call a special meeting of the Members not less than sixty (60) days nor more than one hundred eighty (180) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the Members may, in lieu thereof, call a special meeting. Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of a majority of the votes of the Members shall be required for approval of the proposed amendment or amendments.

B. Any Member may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles to the President or notice of special meetings to vote thereon, either before, at, or after a membership meeting at which a vote is taken to amend these Articles.

C. Notwithstanding anything herein to the contrary, this Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE X

### QUORUM

A quorum at a Members' meeting shall be attained by the presence, either in person or by proxy, of persons entitled to the vote of each Member as defined in the By-Laws. If voting rights of any Owner are suspended pursuant to the provisions of the Declaration or the By-Laws, then the vote(s) of such Owner shall not be counted for the purpose of determining the presence of a quorum and a total number of authorized votes shall be reduced accordingly during the period of such suspension.

## ARTICLE XI

### INDEMNIFICATION

Every Director and 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 proceedings or any settlement thereof, 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, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Directors 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.

## ARTICLE XII

### ADDRESS

The principal address of the Association shall be 301 East Pine Street, Suite 1400, Orlando, FL 32802, or at such other place as may be subsequently designated by the Board of Administration.

## ARTICLE XIII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 301 East Pine Street, Suite 1400, Orlando, FL 32802, and the name of the Association's initial registered agent at that address is MICHAEL E. WRIGHT.

## ARTICLE XIV

### HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 18<sup>th</sup> day of July, 2000.

  
MICHAEL E. WRIGHT, as incorporator of  
Expressway PD Owners Association, Inc.

Address: 301 E. Pine Street  
Suite 1400  
Orlando, FL 32802

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

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

EXPRESSWAY PD OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, desiring to organize or qualify under the laws of the State of Florida, where its principal place of business at the City of Orlando, County of Orange, State of Florida has named MICHAEL E. WRIGHT, located at 301 East Pine Street, Suite 1400, Orlando, FL 32802, as its agent to accept service of process within Florida.

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 this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: July 18, 2000

  
MICHAEL E. WRIGHT

00 JUL 20 AM 11:40  
SECRET  
FALLMANN, J. W.  
FALLMANN, J. W.