

Division of

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : CENTEX HOMES
Account Number : I19990000091
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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

HAMPTON ESTATES VILLAGE 3 NEIGHBORHOOD ASSOCIATION,

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
HAMPTON ESTATES VILLAGE 3 NEIGHBORHOOD ASSOCIATION, INC.**

In compliance with the requirements of Chapters 617 and 720, Florida Statutes, the undersigned persons do hereby make, subscribe and acknowledge that they have voluntarily associated themselves together for the purpose of forming a not for profit corporation, the Articles of Incorporation of which read as follows.

ARTICLE I

NAME

The name of the corporation is Hampton Estates Village 3 Neighborhood Association, Inc.
(hereinafter referred to as the "Association").

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ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Association is located at, and the mailing address of the Association is
385 Douglas Avenue, Suite 2000, Altamonte Springs, Florida 32714.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 385 Douglas Avenue, Suite 2000, Altamonte Springs, Florida 32714, and the name of the initial registered agent of the Association at that address is CENTEX HOMES, a Nevada general partnership.

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ARTICLE IV**PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof (hereinafter referred to individually as a "Member" and collectively as "Members"), and the specific purposes for which it is formed are to provide for the maintenance, preservation, and architectural control of the Property (hereinafter "Property") as that term is defined in the Declaration of Covenants, Conditions and Restrictions for Hampton Estates Village 3, as amended (hereinafter referred to as the "Declaration") and brought within the jurisdiction of this Association pursuant to the Declaration, and to promote the health, safety and welfare of the residents within the real property described hereinabove and any additions thereto as may hereafter be brought within the jurisdiction of the Association. For these purposes, the Association shall have the powers set forth in the Declaration, these Articles and the Association's Bylaws which are deemed to include, but are not limited to:

(a) exercising all of the powers and privileges and performing all of the duties and obligations of the Association as set forth in the Declaration, these Articles and the Association's Bylaws, all as amended from time to time;

(b) operating, maintaining and managing the Surface Water and Stormwater Management System in a manner consistent with the St. Johns River Water Management District permit for the Property, its requirements and the applicable District rules, and shall assist in the enforcement of the provisions of the Declaration which relate to the Surface Water and Stormwater Management System;

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(c) fixing, levying, collecting and enforcing 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 conducting the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) acquiring (by gift, purchase or otherwise), owning, holding, improving, building upon, operating, maintaining, conveying, selling, leasing, transferring, dedicating for public use or otherwise disposing of real or personal property in connection with the affairs of the Association;

(e) borrowing money, and mortgaging, pledging, deeding in trust or hypothecating any or all of its real or personal property as security for money borrowed or debts incurred in accordance with the provisions of the Declaration;

(f) dedicating, selling or transferring all or any part of the Neighborhood 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 in accordance with the provisions of the Declaration;

(g) participating in mergers and consolidations with other not for profit corporations organized for the same purposes or annexing additional residential property and Neighborhood Common Area, provided that any such merger, consolidation or annexation shall be in accordance with the Declaration; and

(h) having and exercising any and all powers, rights and privileges which a corporation organized under Chapters 617 and 720, Florida Statutes, by law may now or thereafter have or exercise.

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ARTICLE V**MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit which is subject to assessment by the Association, 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 or Unit which is subject to assessment by the Association. There shall be only one membership per Lot or Unit. If a Lot or Unit is owned by more than one person, all co-owners shall share the privileges of such membership, subject to reasonable Board regulation and the restrictions on voting set forth in the Bylaws and Declaration.

ARTICLE VI**VOTING RIGHTS**

The Association shall have 2 classes of voting membership:

Class A. All Members of the Association shall be Class A Members, except the Class B Members, if any.

Class B. The Class B Member shall be the Declarant (as defined in the Declaration), and the Class B membership shall terminate as provided in the Declaration and Bylaws.

The voting rights of each class of voting membership shall be as provided in the Declaration and Bylaws of the Association.

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ARTICLE VII**BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors (hereinafter referred to as the "Board"), consisting of not less than three (3) nor more than seven (7) directors. The directors shall be elected as provided in the Bylaws. The number of directors shall be established by the Bylaws. The initial Board shall consist of three (3) directors. The names and addresses of the persons who are to serve as directors until the election of their successors are:

<u>Name</u>	<u>Address</u>
Dan Kaiser	385 Douglas Avenue Suite 2000 Altamonte Springs, FL 32714
James Makransky	385 Douglas Avenue Suite 2000 Altamonte Springs, FL 32714
Kirstin Stapleton	385 Douglas Avenue Suite 2000 Altamonte Springs, FL 32714

ARTICLE VIII**DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than both (a) 75% of the voting interest of the Class A Members, and (b) the consent of every Class B Member(s), if any. Except as otherwise set forth in the Declaration, upon dissolution of the Association, other than

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incident to a merger or consolidation, the assets of the Association may be offered to 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, to the extent permitted by the Declaration, shall be granted, conveyed and assigned to any not for profit 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 and Storm Water Management System must be transferred to and accepted by an entity which would comply with Section 40-C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE IX

DURATION

Existence of the Association shall commence with the filing of the Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall exist perpetually, unless dissolved in accordance with Article VIII of these Articles of Incorporation.

ARTICLE X

INCORPORATOR

The name and address of the incorporator is Centex Real Estate Corporation, 385 Douglas Avenue, Suite 1000, Altamonte Springs, Florida 32714.

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ARTICLE XI**AMENDMENTS**

Amendment by Declarant. Subject to limitations and restrictions imposed by §720.3075, *Fla. Stat.*, the Declarant reserves and shall have the sole right (a) to amend these Articles of Incorporation for the purpose of curing any ambiguity or any inconsistency among the provisions contained herein, (b) to include in any contract or deed hereafter made any additional Articles of Incorporation applicable to the land which is the subject of such contract or deed that do not lower the standards of the Articles of Incorporation herein contained, (c) to amend these Articles of Incorporation in whole or in part as to any additional land annexed to the Property, and (d) to release any Lot from any part of these Articles of Incorporation that has been violated (including, without limiting the foregoing, violations of building restriction lines and provisions hereof relating thereto), if the Declarant, in its sole judgment, determines such violation to be a minor or insubstantial violation. In addition to the foregoing and subject to §720.3075, *Fla. Stat.*, the Articles of Incorporation may be amended by the Declarant for any reason so long as Declarant retains its Class B membership. Declarant may enact the foregoing types of amendments unilaterally and without the consent of any other Member or any other person or entity.

Amendment by Members. The Articles may be amended by a majority vote of the Members, voting in person or by proxy, at any annual or special meeting of the Members. Notwithstanding anything to the contrary, no amendment which affects the rights or powers of the Class B Member(s) shall be effective without the consent of the Class B Member(s). The notice for any meeting where amendments to the Articles are to be considered shall state that the purpose of the meeting includes a consideration of

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proposed amendments to the Articles. Further, the notice shall attach a copy of the proposed amendment showing any new provisions in underlined text and any removed provisions in strikeout text. Upon such vote, the president of the Association shall execute a written instrument making said changes and have the same duly recorded in the Public Records of Polk County, Florida, at which time said amendment shall be effective.

So long as there is a Class "B" membership and so long as HUD, FHA and/or VA is holding, insuring or guaranteeing any loan secured by property subject to the Declaration, the following actions shall require the prior approval of HUD, FHA and/or VA, respectively: annexation of additional property other than that described as the Undeveloped Parcel as that term is defined in the Declaration, any dedication or mortgage of the Property, any merger or consolidation in which the Association is a participant, dissolution of the Association, or material amendment of these Articles.

ARTICLE XII

MEANING OF CAPITALIZED WORDS AND PHRASES

All capitalized words or phrases used herein shall have the meanings herein ascribed, and if not defined in this instrument, such capitalized words or phrases shall have the meanings given in the Declaration, which capitalized words or phrases include without limitation: "Owner", "Board", "Unit", "Articles", "Member" and "Property".

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WHEREFORE, the undersigned incorporator has executed these Articles of Incorporation this

16th day of August, 2000.

CENTEX HOMES
a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION
a Nevada Corporation
Managing General Partner

By: Patrick J. Knight
Patrick J. Knight
Division President

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, CENTEX HOMES, a Nevada general partnership, authorized to do business in Florida, hereby accepts such designation and agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent. It is familiar with, and accepts the duties and obligations of Section 607.0505 of the Florida Statutes.

CENTEX HOMES
a Nevada general partnership

By: CENTEX REAL ESTATE CORPORATION
a Nevada Corporation
Managing General Partner

By: Patrick J. Knight
Patrick J. Knight
Division President

Date: August 16, 2000

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