

NO10000001140
SHUTTS & BOWEN LLP

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

300 SOUTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801-3373
TELEPHONE (407) 423-3200
FACSIMILE (407) 425-8316

February 15, 2001

via **FEDERAL EXPRESS**

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Alafaya Commons Property Owners' Association, Inc.

Dear Sir/Madam:

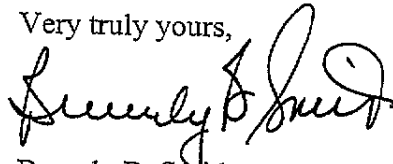
I have enclosed herewith an original and one (1) copy of the Articles of Incorporation of Alafaya Commons Property Owners' Association, Inc. and request you file same at your earliest convenience.

Also enclosed is this firm's check made payable to the order of the Florida Department of State in the amount of \$87.50.

After you have filed the enclosed Articles, please send me a certified copy and Certificate of Status.

Should you have any questions, please contact me.

Very truly yours,



Beverly B. Smith,
Legal Assistant to
Angela D. Shaw

bbs
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ALAFAYA COMMONS PROPERTY OWNERS' ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation, not for profit, and do hereby certify:

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is **ALAFAYA COMMONS PROPERTY OWNERS' ASSOCIATION, INC.** (hereafter called the "Association").

ARTICLE II

OFFICE

The principal office of the Association is located at 2221 Lee Road, Suite 28, Winter Park, FL 32789.

ARTICLE III

REGISTERED AGENT

Corporation Company of Miami, whose address is 1500 Miami Center, 201 S. Biscayne Blvd., Miami, Florida 33131, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

DEFINITIONS

Unless otherwise provided herein to the contrary, all terms and words utilized herein shall be as defined in that certain Declaration of Easements, Covenants, and Restrictions for ALAFAYA COMMONS to be recorded in the Public Records of Seminole County, Florida (the "Declaration").

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for the maintenance and preservation of the Stormwater Drainage Area and Common Drainage Facilities consistent with the St. Johns River Water Management District Permit No. 4-117-56725-1 and the Conservation Easement within the Property located in Seminole County, Florida, as more particularly described in the Declaration, and for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) Fix, levy, collect and enforce 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 the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) Acquire (by gift, purchase or otherwise), own, hold improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) Have and exercise any and all powers, rights and privileges which a not for profit corporation organized under the laws of the State of Florida may by law now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

The record Owner of each Parcel or Lot or portion thereof which is subject to assessment by the Association, including contract sellers, shall be a Member of the Association. If an Owner consists of more than one person or entity, it shall collectively constitute one Member. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, unless it has obtained title to such Parcel or Lot through a judicial foreclosure sale. Membership shall be appurtenant to and may not be separated from ownership of any Parcel or Lot or portion thereof which is subject to assessment by the Association.

ARTICLE VII

MEETING OF MEMBERS: QUORUM REQUIREMENTS

The presence at any meeting of Members entitled to cast, or of proxies entitled to cast, fifty (50%) percent of the votes shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration or the Bylaws.

ARTICLE VIII

VOTING RIGHTS

Each Member shall have one (1) vote per acre owned, rounded to the nearest whole acre, contained in their respective Parcel or Lot.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, who need not be Members of the Association. The initial Board of Directors shall consist of the following three (3) persons. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the initial Board of Directors who shall act in the capacity of directors until the selection of their successor(s) are:

NAME	ADDRESS
Tim McCoskey	2221 Lee Road, Suite 28 Winter Park, Florida 32789
Frank K. Grosch	2221 Lee Road, Suite 28 Winter Park, Florida 32789
Robert B. Reese	Post Office Box 478 Winter Park, Florida 32790-0478

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members entitled to vote (i.e., Members owning not less than two-thirds (2/3) of the land included in the Property). 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 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, responsibility for the operation and maintenance of the Stormwater Drainage Area and the Common Drainage Facilities must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI

DURATION

The Association shall exist perpetually.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator is as follows:

Tim McCoskey
2221 Lee Road
Suite 28
Winter Park, Florida 32789

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the Members entitled to vote (i.e., Members owning not less than two-thirds (2/3) of the land included in the Property) either in person or by proxy. The amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the Members entitled to vote duly called for that purpose, or at an annual meeting of the Members entitled to vote; provided, however, the foregoing requirement as to a meeting of the Members entitled to votes shall not be construed to prevent the Members entitled to vote from waiving notice of a meeting; provided further, if Members entitled to vote (and/or persons holding valid proxies) with not less than sixty-six and two-thirds percent (66 2/3%) of the votes of the entire membership (i.e., Members owning not less than two-thirds (2/3) of the land included in the Property) sign a written consent manifesting their intent that an Amendment to these Articles be adopted, then such Amendment shall thereby be adopted as though proposed by the Board of Directors and voted on at a meeting of the membership as hereinabove provided. Notwithstanding anything herein to the contrary, the purpose of the Association, as defined in Article V, may only be amended by a unanimous vote of all Owners.

ARTICLE XIV

BYLAWS

The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the assent of two-thirds (2/3) of the Members entitled to vote (i.e., Members owning not less than two-thirds (2/3) of the land included in the Property), either in person or by proxy.

ARTICLE XV

INDEMNIFICATION

Subject to and consistent with the requirements and procedures for such indemnification under the applicable provisions of the Florida Statutes, the Association shall defend, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding (other than an action by or in the right of the Association), whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, committee member or agent of the Association, from and against any and all liabilities, expenses (including attorneys' and paralegals' fees and for all stages prior to and in connection with any such action, suit or proceeding, including all appellate proceedings), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if

he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 1st day of February, 2001.

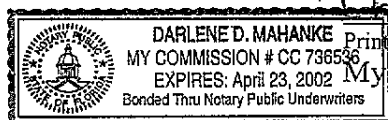
INCORPORATOR

Jim McCoskey
Tim McCoskey

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 1st day of February, 2001, by Jim McCoskey.

Darlene D. Mahanke
Notary Public



Darlene D. Mahanke
Type, or Stamp Commissioned Name of Notary Public
My Commission Expires: 4-23-02

Personally Known ☒ OR Produced Identification

Type of Identification Produced

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That Alafaya Commons Property Owners' Association, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Winter Park, County of Seminole, State of Florida, has named Corporation Company of Miami, located at 1500 Miami Center, 201 S. Biscayne Blvd., Miami, FL 33131, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states he is familiar with §617.0501, Florida Statutes.

CORPORATION COMPANY OF MIAMI

By: Lalaine A. Landon
Print Name: LALAINA A. LANDAN
Title: Assistant Secretary

FILED
01 FEB 16 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATED: February 13, 2001.