

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Pavex Park Association Inc

FILED
01 JUN 28 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- ☒ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
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Signature _____

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**ARTICLES OF INCORPORATION
OF
PAVEX PARK ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, files these Articles for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes (1991), and certify as follows:

ARTICLE I
Name and Address

The name of the corporation shall be PAVEX PARK ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as "The Association", and shall have the following as its office and street address, or such other place as the Board of Directors may designate from time to time:

P. O. Box 15065
West Palm Beach, Florida 33416

ARTICLE II
Purpose

2.1 The purpose for which The Association is organized is to promote the health, safety and welfare of the residents of PAVEX PARK, more particularly described in the attached Exhibit "A", as well as of the residents of any additional land which may be placed within the jurisdiction of this corporation by annexation as provided in the Declaration, all of said lands being hereinafter sometimes referred to as "The Properties".

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

ARTICLE III
Powers

3.1 The Association shall have all 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 The Association shall have all of the powers, authority and duties set forth in the PAVEX PARK Declaration of Covenants and Restrictions recorded in the Public Records of Orange County, Florida, as amended from time to time, hereinafter sometimes referred to as "The Declaration", and all of the powers and duties necessary to operate and maintain the PAVEX PARK development, including, but not

limited to the power to fix and levy assessments against The Properties, which assessments shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the residents in The Properties, and in particular for the improvement and maintenance of properties, services and facilities related to the operation, use and enjoyment of the Common Properties and of the homes situated upon The Properties. Said powers, authority and duties shall include, but not be limited to:

- a. Payment of Operating Expenses of The Association;
- b. Doing anything or performing any service necessary or desirable, in the judgment of The Association, to keep the subdivision neat and attractive or to preserve or enhance the value of The Properties therein, or to eliminate fire, health or safety hazards, or accomplish any matters which, in the judgment of The Association, may be of general benefit to the owners or occupants of lands included in the subdivision;
- c. Doing any act or thing required or permitted by and any and all provisions of The Declaration;
- d. Own, operate, maintain and improve such Common Properties as are designated upon the plat or plats of The Properties.
- e. 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. 40-095-65007-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

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.

ARTICLE IV **Membership**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to covenants of record to assessment by this Association shall be a member of The Association and have voting rights, provided that any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a member. Membership is appurtenant to, and inseparable from ownership of the lot.

ARTICLE V

Voting Rights

The Association shall have one class of voting membership which shall consist of:

All of the Owners of parcels or tracts within Pavex Park, including Orlando Property Associates, shall automatically be members of the Association. Membership shall be appurtenant to, and may not be separated from, ownership of any Parcel subject to assessment.

Each Voting Member, including Orlando Property Associates, shall be entitled to a number of votes equal to the number of acres in the particular parcel for which he has been designated the Voting Member. There shall be one person with respect to each Parcel who shall be entitled to vote at any meeting of the Owners ("Voting Member"). If a Parcel is owned by a partnership, corporation or other such entity, or by more than one individual, then the governing body of such entity, or all of the owners, by a certificate submitted to the Secretary of the Association, shall designate one individual as the Voting Member. If a Parcel is owned by more than one trustee, all of the trustees shall designate, by certificate submitted to the Secretary of the Association, one as the Voting Member.

The vote or votes for each lot must be cast as a single vote. In the event that joint or multiple owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner or owners cast a vote representing a certain lot, it shall thereafter be conclusively presumed for all purposes that he was or they were acting with the authority and consent of all other owners of the same lot. In the event more than one vote is cast for a particular lot, none of said votes shall be counted and said votes shall be deemed void. In no event shall more than one vote be cast with respect to any lot. For purposes of determining the votes allowed under this Article, no tenant or lessee of a lot shall be entitled to any voting rights in The Association.

ARTICLE VI

Directors

6.1 The affairs of The Association shall be managed by a Board of Directors consisting of no less than three (3) Directors, nor more than seven (7); however, the Board shall consist of an odd number. The initial Board of Directors shall consist of three (3) Directors who shall hold office until the election of their successors as specified in the By-Laws. The Directors shall be required to be either (1) members of The Association, or (2) agents, representatives or employees of the Developer.

6.2 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 removed, are as follows:

Leo A. Vecellio, Jr. President	P. O. Box 15065 W. Palm Beach, Florida 33416
Jon D. Chellgren Managing Member	2501 N.W. 48 th Street W. Palm Beach, Florida 33073
John L. Taylor Member	P. O. Box 15065 W. Palm Beach Florida 33416

Replacement Director shall be elected at the times and in the manner set forth in the By-Laws of the Association.

6.3 The Developer or Developers of PAVEX PARK shall be entitled to elect the members of the Board of Directors without a meeting until such time as Developer or Developers have sold fifty-one percent (51%) of the lots within The Properties.

ARTICLE VII **Officers**

The affairs of The Association shall be administered by officers as 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 officers shall be required to be either (1) members of The Association, or (2) agents, representatives, or employees of the Developer. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Leo A. Vecellio, Jr.	P. O. Box 15065 W. Palm Beach, Florida 33416
Vice President:	Jon D. Chellgren	2501 N.W. 48 th Street W. Palm Beach, Florida 33073
Secretary:	John L. Taylor	P. O. Box 15065 W. Palm Beach Florida 33416
Treasurer:	John L. Taylor	P. O. Box 15065 W. Palm Beach Florida 33416

ARTICLE VIII
Additions to Properties and Membership

Additions to the Properties described in Article II may be made only in accordance with the provisions of The Declaration. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties and membership of this Association to such properties.

ARTICLE IX
Mergers and Consolidations

Subject to the provisions of The Declaration, and to the extent permitted by law, The Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidations shall have the assent of two-thirds (2/3) of the votes held by the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE X
Dedication of Properties or
Transfer of Function to Public Agency or Utility

The Association shall have power to dispose of its real properties only as authorized under The Declaration.

ARTICLE XI
Indemnification

Every Director and every officer of The Association shall be indemnified by The Association against all expenses and liabilities, including counsel fees, at trial and upon appeal, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be 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 in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests 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 by law.

ARTICLE XII
By-Laws

The first 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 and The Declaration.

ARTICLE XIII
Amendments

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

13.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

13.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the Members of the Association holding not less than ten percent (10%) of the votes. 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 prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and not less than two-thirds (2/3) of the votes of the members of The Association.

13.3 No amendment shall make any changes in, or be effective to impair or dilute, any rights of members that are governed by The Declaration, as, for example, qualification for membership and voting rights of members, which are part of the property interest created thereby.

13.4 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Orange County, Florida.

ARTICLE XIV
Term of Existence

The effective date upon which this Association shall come into existence shall be the date these Articles are subscribed, and it shall exist perpetually thereafter unless dissolved according to law.

If the association is dissolved, the assets shall be dedicated to a public body, or conveyed to a non profit organization with similar purpose.

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 River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XV
Registered Agent

Until resignation or replacement, the registered agent of The Association for purposes of service of process pursuant to Section 617.023, Florida Statutes, shall be John L. Taylor, 101 Sansbury's Way, W. Palm Beach, Florida 33411. By the execution of these Articles, John L. Taylor accepts the foregoing designation as registered agent.

ARTICLE XVI
Subscribers

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

Leo A. Vecellio, Jr.
President

P. O. Box 15065
W. Palm Beach, Florida 33416

Jon D. Chellgren
Managing Member

2501 N.W. 48th Street
W. Palm Beach, Florida 33073

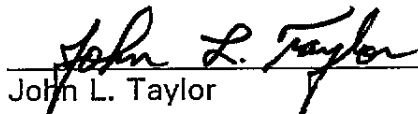
John L. Taylor
Member

P. O. Box 15065
W. Palm Beach Florida 33416

IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature on the 22 day of June, 2001.

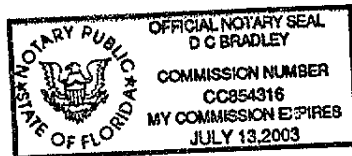

Leo A. Vecellio, Jr.


Jon D. Chellgren


John L. Taylor

STATE OF FLORIDA
COUNTY OF ~~ORANGE~~
PALM BEACH

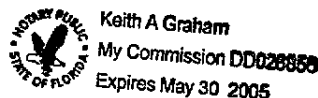
Sworn before me this 22 day of June, 2001 by Leo A. Vecellio, Jr., who is personally known to me being duly sworn, acknowledged and swore to the execution of the foregoing Articles of Incorporation of PAVEX PARK ASSOCIATION, INC. for the purposes expressed in such Articles.



D.C. Bradley
Notary Public
Printed Name D. C. Bradley
My Commission Expires: 7/13/03

STATE OF FLORIDA
COUNTY OF ORANGE

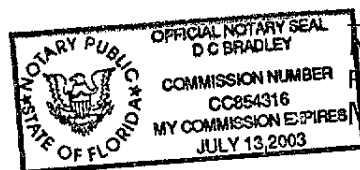
Sworn before me this 20 day of June, 2001 by Jon D. Chellgren, who is personally known to me being duly sworn, acknowledged and swore to the execution of the foregoing Articles of Incorporation of PAVEX PARK ASSOCIATION, INC. for the purposes expressed in such Articles.



Keith A. Graham
Notary Public
Printed Name Keith A Graham
My Commission Expires: may 30, 2005

STATE OF FLORIDA
COUNTY OF ~~ORANGE~~
PALM BEACH

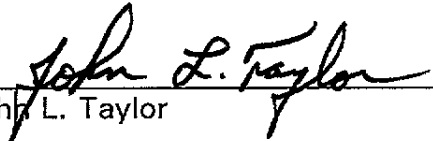
Sworn before me this 22 day of June, 2001 by John L. Taylor, who is personally known to me being duly sworn, acknowledged and swore to the execution of the foregoing Articles of Incorporation of PAVEX PARK ASSOCIATION, INC. for the purposes expressed in such Articles.



D.C. Bradley
Notary Public
Printed Name D. C. Bradley
My Commission Expires: 7/13/03

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of PAVEX PARK ASSOCIATION, INC.



John L. Taylor

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

A PARCEL OF LAND LYING IN THE NORTHWEST $\frac{1}{4}$ OF SECTION 25, TOWNSHIP 22 SOUTH, RANGE 27 EAST, ORANGE COUNTY, FLORIDA, ALSO BEING A PORTION OF BLOCK "W", OVERSTREET CRATE CO. SUBDIVISION, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK "F", PAGE 9, OF THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHEAST CORNER OF THE NORTHWEST $\frac{1}{4}$ OF SECTION 25, TOWNSHIP 25 SOUTH, RANGE 27 EAST, ORANGE COUNTY, FLORIDA; THENCE RUN SOUTH 00°27'00" EAST, ALONG THE EAST LINE OF THE NORTHEAST ONE-QUARTER OF SAID SECTION 25, A DISTANCE OF 650.65 FEET, TO THE POINT OF BEGINNING, ALSO BEING THE NORTHEAST CORNER OF BLOCK "W", OVERSTREET CRATE CO. SUBDIVISION, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK "F", PAGE 9, OF THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA; THENCE CONTINUE SOUTH 00°27'00" EAST, ALONG THE SAID EAST LINE A DISTANCE OF 1235.93 FEET TO A POINT ON A CURVE CONCAVE NORTHERLY HAVING A RADIUS OF 5579.58 FEET, A CHORD DISTANCE OF 984.71 FEET AND A CHORD BEARING OF SOUTH 84°12'57" WEST, SAID POINT ALSO BEING ON THE RIGHT-OF-WAY LINE OF SUNSHINE STATE PARKWAY AS SHOWN ON THE F.D.O.T. RIGHT-OF-WAY MAP; THENCE ALONG SAID RIGHT-OF-WAY LINE THE FOLLOWING COURSES, RUN SOUTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 10°07'30" FOR AN ARC DISTANCE OF 985.99 FEET; THENCE RUN NORTH 05°06'09" WEST, A DISTANCE OF 276.00 FEET; THENCE RUN NORTH 82°18'45" EAST, A DISTANCE OF 15.50 FEET TO A POINT ON A CURVE CONCAVE SOUTHERLY HAVING A RADIUS OF 52.00 FEET, A CHORD DISTANCE OF 44.78 FEET AND A CHORD BEARING OF SOUTH 72°11'08" EAST; THENCE RUN SOUTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 51°00'15" FOR AN ARC DISTANCE OF 46.29 FEET; THENCE RUN SOUTH 57°59'51" EAST, A DISTANCE OF 50.99 FEET; THENCE RUN NORTH 43°18'45" EAST, A DISTANCE OF 40.00 FEET; THENCE RUN NORTH 35°22'39" WEST, A DISTANCE OF 50.99 FEET TO A POINT ON A CURVE CONCAVE SOUTHERLY HAVING A RADIUS OF 112.00 FEET, A CHORD DISTANCE OF 96.44 FEET AND A CHORD BEARING OF NORTH 72°11'08" WEST; THENCE RUN NORTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 51°00'15" FOR AN ARC DISTANCE OF 99.70 FEET; THENCE RUN SOUTH 82°18'45" WEST, A DISTANCE OF 16.07 FEET TO A POINT ON A CURVE CONCAVE SOUTHWESTERLY HAVING A RADIUS OF 617.96 FEET, A CHORD DISTANCE OF 133.88 FEET AND A CHORD BEARING OF NORTH 16°53'28" WEST; THENCE RUN NORTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 12°26'16" FOR AN ARC DISTANCE OF 134.15 FEET TO A POINT ON A CURVE CONCAVE SOUTHERLY HAVING A RADIUS OF 617.96 FEET, A CHORD DISTANCE OF 94.33 FEET AND A CHORD BEARING OF NORTH 27°29'14" WEST; THENCE RUN NORTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 8°45'17" FOR AN ARC DISTANCE OF 94.42 FEET; THENCE RUN SOUTH 58°08'07" WEST, A DISTANCE OF 10.00 FEET; THENCE RUN NORTH 31°51'53" WEST, A DISTANCE OF 109.95 FEET; THENCE RUN NORTH 50°29'17" WEST, A DISTANCE OF 15.66 FEET; THENCE RUN NORTH 32°30'38" WEST, A DISTANCE OF 33.67 FEET TO THE END OF SAID RIGHT-OF-WAY LINE AS SHOWN ON SAID RIGHT-OF-WAY MAP; THENCE, ALONG THE NORTHERLY RIGHT-OF-WAY LINE OF BEULAH ROAD RUN NORTH 32°13'14" WEST, A DISTANCE OF 294.73 FEET TO A POINT ON THE WEST LINE OF SAID BLOCK "W"; THENCE RUN NORTH 00°03'43" WEST, ALONG THE SAID WEST LINE A DISTANCE OF 403.58 FEET TO THE NORTHWEST CORNER OF BLOCK "W"; THENCE RUN NORTH 89°35'11" EAST, ALONG THE NORTH LINE OF SAID BLOCK "W" A DISTANCE OF 1339.90 FEET TO THE POINT OF BEGINNING.

SAID PARCEL OF LAND CONTAINING 34.88 ACRES MORE OR LESS