

Division of Corporations

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PLEASE ARRANGE FILING OF THE ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE OF TODAY, NOVEMBER 21st, 2001, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. GAIL S. ANDRE

FLORIDA NON-PROFIT CORPORATION
THE FLORIDA CENTRAL PARK PROPERTY OWNER'S ASSOCIATIO

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**ARTICLES OF INCORPORATION
OF
THE FLORIDA CENTRAL PARK PROPERTY OWNER'S ASSOCIATION, INC.
A NON-PROFIT CORPORATION**

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

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is THE FLORIDA CENTRAL PARK PROPERTY OWNER'S ASSOCIATION, INC., a Florida corporation not-for-profit (hereafter called the "Association").

**ARTICLE II
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 2987 Clairmont Road, Suite 550, Atlanta, Georgia 30329.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of the Company at that address is CT Corporation System. The registered agent shall maintain copies of all permits for the benefit of the Association.

**ARTICLE IV
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 maintenance, preservation, and architectural control of the Common Areas, Open Areas, Special Common Areas, Sites, and other areas within that certain real property described in that certain Declaration of Conditions, Covenants, Restrictions and Easements for Florida Central Park, hereinafter called the "Declaration" (for purposes hereof all capitalized terms, unless provided otherwise herein, shall

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have the same meaning as in the Declaration), as well as any additions thereto as may hereafter be brought within the jurisdiction of the Association from time to time, as provided in the Declaration, and to promote the health, safety and welfare of the owners within the above-described property and any additions thereto as may hereto be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in the Declaration, applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court, Polk County, Florida, as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length;

(b) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

(c) 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;

(d) 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 consistent with the terms of the Declaration;

(e) File suits and/or pursue such legal rights and remedies as are available to the Association;

(f) Borrow money, and with the assent of ROBERT PATILLO PROPERTIES, INC, a Georgia corporation (hereinafter referred to as "Declarant") or any entity who may subsequently be assigned the rights of Declarant, if Declarant owns any part of the Property subject to the Declaration, and a majority of the total cumulative votes cast by Class A and Class B Members at a meeting thereof, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(g) Dedicate, sell or transfer all or any part of the Common Areas or special common areas 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 an instrument has been signed by the Declarant, if Declarant owns any part of the Property subject to the Declaration, and by members holding a majority of the total cumulative votes cast by Class A and Class B Members, agreeing to such dedication, sale or transfer;

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(h) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall have the assent of Declarant, if Declarant owns any part of the Property subject to the terms of the Declaration, and a majority of the total cumulative votes cast by Class A and Class B members at a meeting thereof, unless provided otherwise in the Declaration.

ARTICLE V
MEMBERSHIP, VOTING RIGHTS AND CONTROL OF THE ASSOCIATION

Section 1. Membership. Every Owner shall have a membership in the Association. No Owner shall have more than one (1) membership per Lot owned. If a Lot is owned by more than one person, all co-Owners shall be entitled to the privileges of membership, subject to the restrictions on voting set forth in Section 17.02 of the Declaration and in the Bylaws of the Association. All co-Owners shall be jointly and severally obligated to perform the responsibilities of Owners hereunder. The membership rights of an Owner which is a corporation, partnership or other legal entity may be exercised only by the individual designated from time to time by the Owner in a written instrument provided to the secretary of the Association.

Section 2. Classes of Voting Members. The Association shall have two (2) classes of voting Memberships:

Class A. The sole Class A Member shall be the Declarant. The rights of the Declarant are specified in the Declaration and the Bylaws. The Class A membership shall terminate and convert to Class B membership upon the earlier of the following: (i) January 1, 2025; or (ii) the date when the Declarant, as Class A Member, so determines. So long as a Class A Member exists, the Class A Members shall have a number of votes equal to (i) the number of votes then held by the Class B Members, as determined in accordance with subsection B below, plus (ii) one vote.

Class B. The Class B Member shall be all Owners except the Class A Member, if any. Each Class B Member shall have the number of votes assigned to the Lots it owns in accordance with Section 8.10 and Exhibit C of the Declaration. If there is more than one (1) Owner of a particular Lot, the votes for such Lot shall be exercised as such co-Owners determine among themselves and advise the secretary of the Association in writing prior to any meeting. Absent such advice, the Lot's votes shall be suspended if more than one Person seeks to exercise them. The Owner may assign some or all of its voting rights to the lessee of a Lot, by written proxy filed with the secretary of the Association in accordance with the Bylaws.

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ARTICLE VI
MEETINGS OF MEMBERS; QUORUM REQUIREMENTS

The presence at any meeting of members entitled to cast, or of proxies entitled to cast, a majority of the total cumulative votes of all classes of membership combined, together with the Declarant's vote if Declarant owns any part of the Property subject to the Declaration, shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration, or the Bylaws. A majority of each class shall not be required, so long as a majority of the cumulative total of votes of all classes combined is satisfied.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of no less than one (1) nor more than three (3) Directors, who need not be members of the Association; provided, however, the Board shall consist of an odd number of Directors. The number of Directors may be changed by amendment of the Bylaws of the Association. The initial Board of Directors shall consist of three (3) Directors, who shall serve until the appointment of their successors as provided in the Declaration or the election of their successors as provided in the Bylaws, as the case may be.

The names and addresses of the initial Board of Directors are as follows:

JAMES GADDY	2987 CLAIRMONT ROAD, SUITE 550 ATLANTA, GEORGIA 30329
VICTORIA TALLEY	2987 CLAIRMONT ROAD, SUITE 550 ATLANTA, GEORGIA 30329
CLAY FEESE	2987 CLAIRMONT ROAD, SUITE 550 ATLANTA, GEORGIA 30329

The manner of election of Directors and procedures for filling any vacancies that may occur on the Board of Directors shall be prescribed in the Bylaws.

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ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the Officers as designated in the Bylaws. 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 elected by the Board of Directors, are as follows:

PRESIDENT **JAMES GADDY**

SECRETARY **CLAY REESE**

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by Declarant, if Declarant owns any part of the Property subject to the terms of the Declaration, and by members holding a majority of the total cumulative votes of all classes 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 the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to Court approval on dissolution pursuant to the provisions of Florida Statutes, Section 617.

ARTICLE X

DURATION

The Association shall exist perpetually.

ARTICLE XI AMENDMENTS

As long as the Declarant owns any portion of the Property and has not transferred, conveyed or assigned to the Association its rights, powers and privileges under the Declaration, the Declarant, at its election, and without the consent of any of the other Members, shall have the absolute right to amend the Declaration, these Articles, and the Bylaws at any time and from time to time for any purpose, including without limitation to make other property subject to the benefits and burdens of the Declaration, to release property from the benefits and burdens of the Declaration, and to correct any scrivener's errors in the Declaration. Any such submission of additional property to the Declaration or other aforesaid amendment or any termination shall be accomplished by filing in the Polk County, Florida Records an amendment to the Declaration.

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which amendment of the Declaration shall be in recordable form. Any amendment hereto for any of the aforesaid purposes shall be immediately effective upon its recordation in the Polk County, Florida Records. After the rights, powers and privileges of the Declarant have been assigned to the Association, the Declaration may be modified upon the affirmative vote of the Class A Member, or, in the event there is no Class A Member, by an affirmative vote of the Class B Members holding at least two-thirds (2/3) of the total votes of the Association and the recordation of an amendment hereto duly executed by the Association.

ARTICLE XII BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded by a vote of the Declarant, if the Declarant owns any part of the Property subject to the Declaration, and a majority of the total cumulative votes of each class of members voting in person or by proxy. A majority of each class shall not be required, so long as a majority of the cumulative total of votes of the two classes combined is satisfied.

ARTICLE XIII DECLARATION AND BYLAWS

In the event of any conflict between the terms and provisions of the Declaration and the terms and provisions of these Articles, the terms and provisions of the Declaration shall control. In the event of any conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws, the terms and provisions of these Articles shall control.

ARTICLE XIV INDEMNIFICATION

The Association shall indemnify 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, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding 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, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

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ARTICLE XV
INCORPORATOR

The name and address of the Incorporator is as follows:

Terry L. Galloway

2987 Clairmont Road, Suite 550
Atlanta, Georgia 30329

IN WITNESS WHEREOF, for the purposes 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 21st day of November, 2001.


Terry L. Galloway, Incorporator

The undersigned hereby accepts the foregoing designation as the registered agent for said corporation.

CT CORPORATION SYSTEM

By: 

Name: _____

As its: _____

JENNIFER F. AULTMAN
ASSISTANT SECRETARY