

NO10000008699

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000121028 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : AKERMAN SENTERFITT & EIDSON
Account Number : 076656002425
Phone : (407) 843-7860
Fax Number : (407) 843-6610

FILED
01 DEC 13 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

RIVER OAKS RESERVE COMMERCIAL TRACT PROPERTY OWNERS

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

G. BULLOCK DEC 13 2001

**ARTICLES OF INCORPORATION
OF
RIVER OAKS RESERVE COMMERCIAL TRACT
PROPERTY OWNERS ASSOCIATION, INC.**

FILED
01 DEC 13 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation shall be RIVER OAKS RESERVE COMMERCIAL TRACT PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Association."

**ARTICLE II
DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence.

**ARTICLE III
DEFINITIONS**

The capitalized terms or phrases used in these Articles of Incorporation without definition shall have the same meanings as given to such terms or phrases in that certain Declaration of Covenants, Conditions, Easements and Restrictions for River Oaks Reserve Commercial Tract Complying with the Requirements of the St. Johns River Water Management District dated as of December 11, 2001 and recorded at Official Records Book 4237, Page 1847, Public Records of Seminole County, Florida ("Declaration").

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

The Association is formed pursuant to the Declaration as the operation and maintenance entity under the Permit, and to ensure the proper operation and maintenance of all components of the Stormwater System. The Association is organized for the purpose, and shall have the power, to enforce, and fulfill the objectives and purposes stated in, the Declaration and shall have all powers necessary or incidental thereto, but the Association shall not have the power to engage in any activity or pursue any purpose for pecuniary profit or that is prohibited to corporations under the laws of the State of Florida.

The Association shall have the obligation, authority and power to levy Assessments pursuant to the Declaration, as necessary, against the Members of the Association whose Parcels are subject to the Declaration, and to use such Assessments, as may be necessary in order to pay for the costs incurred to operate and maintain the Stormwater System as required by the Permit. Actions necessary to so operate and maintain the Stormwater System shall be mandatory upon the Association and the Association shall be deemed authorized to take such action without the necessity of any action of Directors approving same.

(((H01000121028 4)))

If at any time Declarant determines in its reasonable discretion that the Association is delinquent in performing its duties or obligations set forth in these Articles of Incorporation or in the Declaration, then Declarant shall have the power and authority, but not the obligation, to itself perform, or cause the Association (without the necessity of any action of Directors) to perform, same, including charging and using Assessments. If Declarant makes this determination, it may in its discretion so notify the Secretary of the Association, and any of the Members owning a Parcel that is subject to such Declaration, and after such notice is delivered the Association and such Members shall assist and cooperate with the Declarant in performing the Association's delinquent duties and obligations. The Declarant shall have the option to advance on behalf of the Association or any such Members monies reasonably necessary to satisfy the delinquent duties or obligations of the Association. If the Assessments collected and available to the Association to satisfy such duties or obligations are not sufficient to pay for the work undertaken by the Declarant as contemplated hereinabove, then it shall be mandatory that the Association make and collect from the Members an Assessment to pay for such deficiency. Any such Assessment shall not require approval of the Directors.

In addition to the foregoing powers, the Association shall also have the power and authority to levy Assessments against all Members necessary to fund the operations of the Association, including, but not necessarily limited to, annual filing fees, the cost of acquiring insurance and providing indemnification to Directors and Officers of the Association to the extent set forth in Article XII of these Articles of Incorporation, and the reimbursement of expenses incurred by Officers or Directors of the Association.

ARTICLE V PRINCIPAL OFFICE

The initial principal office and mailing address of the Association is located at 4890 West Kennedy Boulevard, Suite 850, Tampa, Florida 33609.

ARTICLE VI REGISTERED OFFICE AND AGENT

Richland Properties, Inc., a Florida corporation, whose address is 4890 West Kennedy Boulevard, Suite 850, Tampa, Florida 33609, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VII MEMBERSHIP

Every Owner shall be a "Member" of the Association. The Declarant shall be a Member of the Association until the earlier of such time that the Declarant no longer owns any property within the Commercial Tract, or such time as Declarant provides written notice to the Association of its election to no longer be a Member of the Association.

ARTICLE VIII VOTING RIGHTS

A Member's right to vote on the affairs of the Association shall vest immediately upon such Member's qualification for membership as provided in these Articles of Incorporation and the Bylaws of the Association. All voting rights of a Member shall be exercised in accordance with and

(((H01000121028 4)))

subject to the restrictions and limitations provided in these Articles of Incorporation, the Bylaws and any other rules of the Association, if any.

Upon becoming a Member, each Member shall be obligated and entitled to appoint one (1) and only one (1) Director to the Board of the Association, regardless of the number of Parcels owned by such Member or the Net Square Footage of the Parcel(s) owned by such Owner. In the event that at any given time there are only two (2) Members of the Association obligated to appoint Directors, then each such Member shall appoint one (1) director to the Board of the Association as described above, and then the Member of the Association whose Parcel(s) contains the greatest aggregate Net Usable Acreage shall be obligated and entitled to appoint one (1) additional Director to the Board of the Association, so that at all times there shall be no less than three (3) Directors of the Association. This additional Director appointed by the Member having the greatest aggregate Net Usable Acreage shall be replaced by a Director to be appointed by the next person to become a Member, immediately upon such person becoming a Member, after the additional Director is appointed.

In the event that at any time there is only one (1) Member of the Association obligated to appoint a Director, then such Member shall be obligated and entitled to appoint two (2) additional Directors to the Board of the Association, so that at all times there shall be no less than three (3) Directors of the Association. The two (2) additional Directors shall be replaced by (i) a Director appointed by the next person to become a Member, immediately upon such person becoming a Member, after the additional Directors are appointed, and (ii) by a Director appointed by the Member at that time whose Parcel contains the greatest aggregate Net Usable Acreage.

Notwithstanding anything in the foregoing to the contrary, Declarant shall be under no obligation to appoint a Director to the Board of the Association from and after such time as Declarant delivers written notice to the Association of its intentions of being released from such obligation. The foregoing notification and exercise of rights by Declarant shall effect only Declarant's obligation to appoint a Director to the Board, but in no event or circumstance shall such election limit the Declarant's authority to appoint a Director to the Board.

Except as specifically set forth above, each Member shall be entitled to one (1) vote in Association voting matters for each Net Usable Acre, or fraction thereof, contained within the Parcel(s) owned by the Member.

ARTICLE IX BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who shall be appointed by the Members pursuant to and consistent with the provisions of Article VIII above. The number of Directors constituting the initial Board of Directors shall be three (3). The number of Directors of the Association shall at all times be equivalent to the number of Members of the Association, but shall never be less than three (3), and the number of Directors shall automatically increase or decrease, as the case may be, with the addition of new Members or the reduction of Members, respectively.

Each Director shall be entitled to one (1) vote in Association voting matters for each Net Usable Acre, or fraction thereof, contained within the Parcel(s) owned by the Member that appointed such Director. If, as a result of there being fewer than three (3) Members, more than one (1) Director

(((H01000121028 4)))

(((H01000121028 4)))

is appointed by a particular Member, then each additional Director appointed by such Member shall have only one (1) vote in Association voting matters.

The term of office of the initial Directors of the Association shall expire at the first meeting of Members at which Directors are appointed. The term of office of all other Directors will expire at the next annual meeting of Members following the appointment of such Directors; provided, however, that the term of office of any additional Director appointed by a Member pursuant to Article VIII above shall expire immediately upon the addition of a new Member to the Association and the appointment by such new Member of a Director as also provided in Article VIII above. Despite the expiration of a Director's term, the Director will continue to serve until a successor is appointed and qualifies or until there is a decrease in the number of Directors caused by the cessation of membership in the Association of the Member that appointed such Director. Any Director may be removed from office at any time, with or without cause, by the Member that appointed such Director or, with cause, by the affirmative vote of a majority of the Members. In the event of the removal of any Director, the Member that appointed such Director shall have the obligation and authority to appoint the successor to fill the seat of such Director. The names and addresses of the persons who are to act in the capacity of initial Directors until the appointment and qualification of their successors are:

NameAddress

Samuel K. Ross

4890 West Kennedy Boulevard
Suite 850
Tampa, Florida 33609

J. Curt Wilkinson

4890 West Kennedy Boulevard
Suite 850
Tampa, Florida 33609

Dale West

4890 West Kennedy Boulevard
Suite 850
Tampa, Florida 33609ARTICLE X
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Directors at the first meeting of the Board of Directors, and they shall serve at the pleasure of the Board of Directors.

ARTICLE XI
DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

(((H01000121028 4)))

- (i) Real property contributed to the Association without the receipt of other than nominal consideration by the Declarant shall be returned to the Declarant unless it refuses to accept the conveyance (in whole or in part).
- (ii) Conveyance to a not for profit corporation homeowners' association similar to the Association or dedication to any applicable municipal or other governmental authority determined by the Board of Directors of the Association to be appropriate for such dedication, which authority is willing to accept such dedication, of any property and responsibilities of the Association, which association or governmental authority shall then be responsible for the operation and maintenance thereof. With respect to the Association's responsibility for the operation and maintenance of the Stormwater System, such obligation must be transferred to and accepted by an entity which satisfies the requirements of Section 40C-42.027, Florida Administrative Code, and be approved in writing by the SJRWMD prior to dissolution. If no other association or governmental authority will accept such property and responsibilities then it will be conveyed to a trustee appointed by the Circuit Court of Seminole County, Florida, which trustee shall sell such property free and clear of the limitations imposed hereby upon terms established by the Circuit Court of Seminole County, Florida. That portion of the property consisting of the Stormwater System cannot be altered, changed or sold separate from the lands associated therewith. The proceeds of such a sale shall first be used for the payment of any debts or obligations constituting a lien on such property, then for the payment of any obligations incurred by the trustee in the operation, maintenance, repair and upkeep of such property. The excess proceeds, if any, from the property shall be distributed among Members in a proportion that is equal to the proportionate share of such Members in the Common Expenses of the Association.

ARTICLE XII INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association, and the Association shall have the power to purchase insurance on their behalf, to the full extent permissible under, and pursuant to the provisions of, Section 617.0831 of the Florida Not For Profit Corporation Act and Section 607.0850 of the Florida Business Corporation Act.

ARTICLE XIII BYLAWS

The Bylaws of the Association shall be adopted by the Directors at the first meeting of the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

(((H01000121028 4)))

(((H01000121028 4)))

ARTICLE XIV
INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

NameAddress

Robert M. Poppell

255 South Orange Avenue
17th Floor
Orlando, Florida 32801

ARTICLE XV
MEMBERSHIP CERTIFICATES

Membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

ARTICLE XVI
AMENDMENT

Any amendment to the terms or provisions of these Articles of Incorporation shall require the affirmative vote of a majority of the Members and, until such time as the Declarant provides written notice to the contrary, the affirmative consent of the Declarant. No amendment to these Articles of Incorporation may make any changes: (i) to the qualifications for membership in the Association, (ii) to the obligation or entitlement of Members to appoint Directors, (iii) to the powers and rights of the Declarant, (iv) to the voting rights of the Members and Directors, (v) to the purposes, powers and obligations of the Association, including the powers and obligations of the Association with respect to the SJRWMD and the Stormwater System, (vi) that in any manner will result in or facilitate the dissolution of the Association or the abandonment or termination by the Association of its obligation to ensure the proper installation, construction, maintenance and operation of the Stormwater System or (vii) to the requirements for amendment to these Articles of Incorporation, and the limitations upon such amendments, as set forth in this Article XVI.

ARTICLE XVII
NOTICES


Any notices which may be permitted or required pursuant to these Articles of Incorporation shall be in writing and shall be deemed to have been duly given as of the date and time the same are received at the addressee's address whether same are personally delivered, mailed by United States Postal Service, postage pre-paid by registered or certified mail, return receipt requested, or delivered by Federal Express or other overnight delivery service from which a receipt may be obtained.

(((H01000121028 4)))

((H01000121028 4)))

In witness whereof, the undersigned has signed these Articles of Incorporation this 1st day of December, 2001.

"INCORPORATOR"


Robert M. Poppell

((H01000121028 4)))

(((H01000121028 4)))

**CERTIFICATE DESIGNATING
REGISTERED AGENT FOR SERVICE OF PROCESS**

Pursuant to the provisions of Chapters 48 and 617, Florida Statutes, the corporation identified below hereby submits the following statement in designation of the Registered Office and Registered Agent in the State of Florida.

RIVER OAKS RESERVE COMMERCIAL TRACT PROPERTY OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 4890 West Kennedy Boulevard, Suite 850, Tampa, Florida 33609, has named RICHLAND PROPERTIES, INC., located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as Registered Agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida and accept to act as Registered Agent for the above-stated corporation and agree to comply with the provisions of all laws applicable to the performance of such office.

RICHLAND PROPERTIES, INC.,
a Florida corporation

By: 

Samuel K. Ross
Vice President

Dated: October 16, 2001

(((H01000121028 4)))

FILED
01 DEC 13 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA