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PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF INCORPORATION WITH AN EFFECTIVE DATE OF TODAY, JANUARY 11, 2001, AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

FLORIDA NON-PROFIT CORPORATION

THE GREATER GROVES COMMERCIAL PARK PROPERTY OWNERS'

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ARTICLES OF INCORPORATION

OF

THE GREATER GROVES COMMERCIAL PARK 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:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is THE GREATER GROVES COMMERCIAL PARK PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter called the "Association")

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 1105 Kensington Park Drive, Altamonte Springs, Florida 32714.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent at that address is William A. Beckett.

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ARTICLE IVPURPOSE 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 Space, Master Stormwater Drainage System Sites and other areas within that certain tract of property described in the Declaration, as hereinafter defined, as well as any additions thereto as may hereafter be brought within the jurisdiction of this Association (the "Property"), and 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 that certain Declaration of Covenants, Conditions and Restrictions for The Greater Groves Commercial Park, Lake County, Florida filed by The Greater Construction Corp. ("Declarant") (hereinafter called the "Declaration"), applicable to the Property and recorded or to be recorded in the Public Records of Lake County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth as 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 pursuant to the operations of the Association;

(d) Borrow money, and with the assent 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;

(e) Dedicate, sell or transfer all or any part of the Common Areas or the Master Stormwater Drainage System 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 of both classes of members, agreeing to such dedication, sale or transfer;

(f) 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 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.

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(g) Operate, maintain and manage the surface water or stormwater management system in a manner consistent with the St. Johns River Water Management District Permit Number 4-069-19306-4 requirements and applicable District rules, and shall assist in enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

(h) 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.

ARTICLE V

MEMBERSHIP

Subject to the terms and conditions of the Declaration, every person or entity who is a record owner of any Site in the Property which is subject by covenants of record to assessment by the Association, including contract sellers, 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 Site which is subject to assessment by the Association.

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 both classes of membership combined, together with 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 the two classes combined is satisfied.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Subject to all terms set forth in the Declaration, Class A Members shall be all Owners with the exception of the Declarant, and shall be entitled to one (1) vote for each acre for the Property owned by each such Member. In no event shall more than one (1) vote be cast with respect to each acre of the Property owned by Class A Members. The vote with respect to a portion of an acre shall be rounded up or down to the nearest acre. However, in the event that a Site consists of less than one-half of an acre, then the vote with respect to the Site shall be rounded up to one acre to entitle the Member to have one vote.

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Class B. The Class B Member shall be Declarant and any expressly designated successor of Declarant who takes title for the purpose of development and/or sale and to whom Declarant expressly assigns one or more of the Class B Membership votes. As further set forth in the Declaration, the Class B Member shall be entitled to nineteen (19) votes for each acre of the Property owned by Declarant or such expressly designated successor(s). The Class B Membership shall cease and be converted to Class A Membership when the total votes outstanding in the Class A Membership equal the total outstanding in the Class B Membership, or sooner if, in its sole discretion, Declarant or its expressly designated successor so determines. From and after the happening of such event the Class B Member shall be deemed a Class A Member entitled to one (1) vote for each acre in which it then holds the interest required for membership under Article II of the Declaration. Declarant's vote shall be required to adopt any proposal before the Association.

Assignment of Voting Rights. Voting rights may not be assigned except as provided in the Declaration.

ARTICLE VIII

DECLARANT'S VETO POWER

Notwithstanding any other provision contained herein to the contrary, Declarant's vote, whether as a Class A or a Class B Member, shall be necessary to adopt any proposal before the Association (i.e. veto power), as further set forth in the Declaration. This veto power in the Declaration shall exist up to the point that the Declarant owns none of the Property subject to the Declaration from time to time.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of this Association shall be managed initially by a Board of three (3) directors who shall serve until the organizational meeting and thereafter by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME

ADDRESS

Charles W. Gregg

The Greater Construction Corp.
1105 Kensington Park Drive
Altamonte Springs, FL 32714

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Hampton P. Conley

The Greater Construction Corp.
1105 Kensington Park Drive
Altamonte Springs, FL 32714

Simon Snyder

The Greater Construction Corp.
1105 Kensington Park Drive
Altamonte Springs, FL 32714

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

ARTICLE XINITIAL OFFICERS

The affairs of the Association shall be managed by a President, Vice President, Secretary and Treasurer and such other officers as permitted in the Bylaws. The names and addresses of those persons who shall act as officers of the corporation until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Charles W. Gregg President	The Greater Construction Corp. 1105 Kensington Park Drive Altamonte Springs, FL 32714
Hampton P. Conley Vice President	The Greater Construction Corp. 1105 Kensington Park Drive Altamonte Springs, FL 32714
Simon Snyder Secretary/Treasurer	The Greater Construction Corp. 1105 Kensington Park Drive Altamonte Springs, FL 32714

The above-named officers shall serve until the first and organizational meeting of the Board of Directors of the corporation. The officers shall be elected by the Directors at the first meeting of the Board of Directors and shall hold office for a term as prescribed in the Bylaws.

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ARTICLE XI
DISSOLUTION

(a) 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 Declaration, and by members holding a majority of the total cumulative votes of both 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 this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval upon dissolution pursuant to Section 617.05, Florida Statutes.

(b) In the event of termination, dissolution or final liquidation of the Association pursuant to Paragraph (a) of this Article XI, 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, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XII
DURATION

The Corporation shall exist perpetually.

ARTICLE XIII
AMENDMENTS

Amendment of these Articles shall require the assent of Declarant, if Declarant owns any part of the Property subject to the Declaration, and a majority of the total cumulative votes of both classes of members entitled to vote thereon, in the manner set forth under Chapter 617, Florida Statutes. 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. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the Membership duly called for that purpose, or at an annual meeting of the Membership.

ARTICLE XIV
BYLAWS

The Bylaws of this corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority of the cumulative total of votes of both classes of members voting in person or by proxy and the vote of Declarant, if Declarant owns any part of

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the Property subject to the Declaration. 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 XVSUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

William A. Beckett, Esq.
Lowndes, Drosdick, Doster,
Kantor & Reed, P.A.
215 North Eola Drive
Orlando, FL 32801

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 9th day of January, 2002.



William A. Beckett, Esq.

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 9th day of January, 2002, by William A. Beckett, who is personally known to me, ~~or who has produced~~ as identification.

(NOTARY SEAL)



Notary Public Signature



Gail S. Andre
MY COMMISSION # CC733837 EXPIRES
April 14, 2002
BONDED THROUGH TROY FAIN INSURANCE, INC.

(Name typed, printed or stamped)

Notary Public, State of _____

Commission No.: _____

My Commission Expires: _____

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LOWNDES DROSDICK

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of THE GREATER GROVES COMMERCIAL PARK PROPERTY OWNERS' ASSOCIATION, INC.


William A. Beckett, Esq.

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