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**FLORIDA NON-PROFIT CORPORATION**

**NORTH RIDGE ADVISORY BOARD, INC.**

Certificate of Status	0
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## ARTICLES OF INCORPORATION

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation not-for-profit under Chapter 617 of the Florida Statutes.

### ARTICLE I - NAME

The name of the corporation is North Ridge Advisory Board, Inc.

### ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of promoting quality, coordinated development compatible with and consistent with the policies of the North Ridge Strategic Area Plan. To that end, the corporation promotes improved transportation systems and facilities, as well as other necessary infrastructure, to serve development in the North Ridge Area, and shall have those powers generally conferred by Florida Statutes upon corporations not for profit organized in this state.

### ARTICLE III - MEMBERSHIP

Membership in this corporation shall be evidenced by a certificate of membership which shall be nonassignable and which shall state on its face that the corporation is a nonprofit corporation. No dividend shall be paid and no part of the income of the corporation shall be distributed to the members except as a compensation in a reasonable amount for services rendered to the corporation.

The qualifications for members and the manner of their admission shall be regulated by the corporation's Bylaws.

No member shall have any vested right, interest, or privilege in or to the assets, functions, affairs, or franchises of the corporation, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue if membership ceases, or while such member is not in good standing.

Before a member's membership shall cease against such member's consent, such member shall be given an opportunity to be heard by the board of directors.

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**ARTICLES OF INCORPORATION****ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE**

This corporation shall have perpetual existence. These Articles of Incorporation shall be effective and the corporation's existence shall commence when these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE V - DIRECTORS**

The corporation shall have six directors initially all of whom shall be owners of real property in Polk County, Florida. The total number of directors shall be the number fixed and determined from time to time by resolution approved by the board of directors; provided, however, that the total number of directors may not be less than three. The manner in which the directors are to be elected or appointed is as stated in the bylaws.

**ARTICLE VI - INITIAL DIRECTORS & OFFICERS**

The name and addresses of the directors and officers who shall hold office initially are as follows:

<u>Name</u>	<u>Address</u>
Mark Scott, President	J.L. Land Development, Inc. 101 Spanish Moss Road Davenport, FL 33837
Greg Arnone, Vice President	Victor Posner Enterprises, Inc. 1250 East Hallandale Beach Blvd. Suite 300 Hallandale, FL 33009
Warren McKnight, Secretary/Treasurer	Holly Hill Fruit Products Co. 315 U.S. 17-92 N. P.O. Box 708 Davenport, FL 33836

## **ARTICLES OF INCORPORATION**

Timothy M. Carnes, Director

Standard Sand & Silica  
1850 Highway 17-92 N.  
P.O. Box 1059  
Davenport, FL 33836

Kelly Smith, Esq., Director

Heller Bros. Packing Corp.  
c/o Smith MacKinnon  
255 S. Orange Ave., Suite 800  
Orlando, FL 32801

T. Glenn Jackson, Jr., Director

T.G. Jackson, Trustee  
P.O. Box 813  
Windermere, Florida 34286

The officers shall also serve as directors of the corporation.

## **ARTICLE VII - INCORPORATOR**

The name and post office address of the incorporator of these Articles of Incorporation is:

Cecelia Bonifay, Esq.  
Akerman, Senterfit & Eidson, P.A.  
255 S. Orange Avenue, 17th Floor  
P.O. Box 231  
Orlando, FL 32801

## **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be 255 S. Orange Avenue, 17th Floor, Orlando, Florida 32801 and the initial registered agent of this corporation at such address is Cecelia Bonifay.

**ARTICLES OF INCORPORATION****ARTICLE IX - VOTING RIGHTS**

Except as otherwise provided by law or in these Articles of Incorporation, the entire voting power for the election of directors and for other purposes shall be vested exclusively in the members of the corporation.

**ARTICLE X - BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be reserved to and vested in the members. Amendment or alteration of the Bylaws shall be made by the affirmative vote of a majority of the members.

**ARTICLE XI - INDEMNIFICATION**

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party too any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of members that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct and on receipt

## ARTICLES OF INCORPORATION

of any undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

B. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of members.

E. If any expenses or other amounts are paid by way of indemnification, other than by court order or action by the members, the corporation shall, not later than the time of delivery to the members of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each member of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

## ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors and proposed by them to the members. The proposed amendment shall be submitted to a vote of the members at any regular or special meeting of the members. If the proposed amendment shall have been approved by an affirmative vote of a majority of all members, then such amendment shall be adopted.

**ARTICLES OF INCORPORATION**

**ARTICLE XIII - PRINCIPLE OFFICE AND MAILING ADDRESS**

The principle office of the corporation is located at 255 S. Orange Avenue, Orlando, Florida 32801. This address is the corporation's mailing address, as well.

IN WITNESS WHEREOF, the undersigned has hereunto signed and acknowledged the foregoing Articles of Incorporation under the laws of the State of Florida, on the date set forth next to her signature.

  
Cecelia Bonifay

4/1/02  
Date

**ARTICLES OF INCORPORATION**

**STATE OF FLORIDA  
COUNTY OF ORANGE**

**I HEREBY CERTIFY** that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Cecelia Bonifay, who acknowledged before me that she executed the foregoing instrument.

**WITNESS** my hand and official seal, this 1st day of April, 2002.

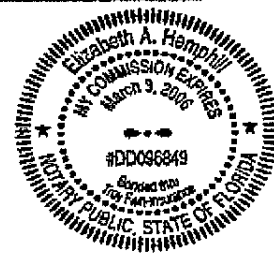
(Seal)

Elizabeth A. Hemphill  
Notary Public

Elizabeth A. Hemphill

Printed Name

My commission expires:





## ARTICLES OF INCORPORATION

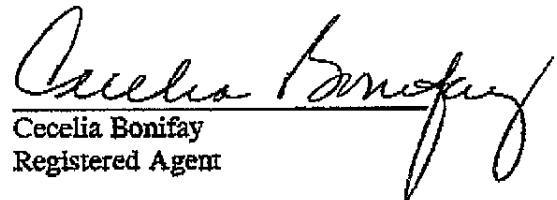
### CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR SERVICE OF PROCESS WITHIN THIS STATE NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

North Ridge Advisory Board, Inc. desires to organize under the laws of the State of Florida, and has named as its Registered Agent Cecelia Bonifay, Esq., and Registered Office at 255 S. Orange Avenue, Suite 800, Orlando, Florida 32801, to accept service of process within this State.

#### ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open such office.

  
Cecelia Bonifay  
Registered Agent

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