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September ¹¹/₃, 2002

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Florida Department of State
Division of Corporations
Room 2001, The Capitol
Tallahassee, FL 32303

FILED
02 SEP 17 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Heritage Village Property Owners Association, Inc.

To Whom It May Concern:

Enclosed are the original and one copy of the Articles of Incorporation containing the Acceptance of Registered Agent for Heritage Village Property Owners Association, Inc. Also enclosed is our check in the amount of \$78.75 to cover the following: filing fee of \$35.00, registered agent designation fee of \$35.00, and \$8.75 for a certified copy of the Certificate of Status.

After filing, please return a date stamped copy of the Articles and a certified copy of the Certificate of Status to the undersigned in the envelope provided.

Thank you for your assistance and cooperation in this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,


Sancha K. Brennan

SKB/lmt
Enclosures

cc: Bob Harrell

bm a/b 7

ARTICLES OF INCORPORATION
OF
HERITAGE VILLAGE PROPERTY OWNERS ASSOCIATION, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

1. **Name.** The name of the corporation is **HERITAGE VILLAGE PROPERTY OWNERS ASSOCIATION, INC.** The principal office address of the corporation is: 5300 South Orange Avenue, Orlando, Florida 32809.

2. **Purpose.** The corporation is organized as a corporation not-for-profit under the provisions of Chapter 617 of the Florida Statutes and is a homeowners' association pursuant to the provisions of Chapter 720 of the Florida Statutes. The purpose for which the corporation is organized is to enforce the Declaration of Restrictions of Heritage Village as they now exist or as they may be created and amended, to provide an entity responsible for the ownership, supervision and maintenance of certain common and conservation areas noted on the Plat of Heritage Village, for the assessment of maintenance fees to lot owners of said subdivision for such common and conservation areas and other common expenses, for the enforcement of such assessments and for any other purpose, activity or business permitted under the laws of the United States and of this state. Heritage Village is a residential subdivision, the plat of which is to be filed for record in the

appropriate plat book of the public records of Orange County, Florida.

3. **Qualification of Members and Manner of Their Admission.** The members of this corporation shall constitute all of the record title owners of parcels in said subdivision, subject to the Declaration of Restrictions of said Heritage Village. Change of membership in this corporation shall be established by recording in the Public Records of Orange County, Florida, a deed or other instrument establishing record title to a parcel and the delivery to the corporation of a true copy of such recorded instrument, the owner designated by such instrument thereby becoming a member of the corporation. The membership of the prior owner of such parcel shall be thereby terminated. Where any one parcel of property is owned by more than one person, firm, individual, corporation or other legal entity, the composite title holder shall be and constitute one member. Any person, firm, individual, corporation or legal entity, owning more than one parcel shall be as many members as the number of parcels owned.

4. **Term.** The existence of the corporation shall be perpetual unless terminated pursuant to the provisions hereof.

5. **Income and Assets of the Corporation.** No part of the income or assets of the corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under law.

6. **Name and Residence of Incorporator.** The name of the incorporator of these Articles of Incorporation is: Sancha K. Brennan, and the address of such incorporator is: c/o David C. Brennan, P.A., 201 E. Pine Street, Suite 425, Orlando, Florida 32801.

7. **Directors and Officers.** The affairs of the corporation shall be managed by its officers. The officers of the corporation shall be President, Treasurer, and Secretary, and, in the discretion of the Board of Directors, one or more Vice-Presidents, which officers shall be elected annually by the Board of Directors. The officers, solely at the direction of or as authorized by the directors, may lawfully and properly exercise the powers set forth in paragraphs 2 and 10 hereof. The Board of Directors shall be elected annually by the members of this corporation, and the number of directors who shall serve shall be in accordance with the provisions of the Bylaws.

8. **Bylaws.** The original Bylaws are to be made by the Board of Directors. The same may thereafter be amended only with the approval of not less than sixty-seven (67%) percent of the members of the corporation. Amendments to the Bylaws may be proposed by a majority of the members of the corporation or by a majority of the Board of Directors.

9. **Amendment of Articles of Incorporation.** These Articles of Incorporation may be amended only with the approval of not less than sixty-seven (67%) percent of the members of the corporation. Amendments to these Articles of Incorporation may be proposed by a majority of the members of the corporation or by a majority of the Board of Directors.

10. **Powers.** The corporation shall have the following powers:

A. **Management.** To contract with a third party or third parties for the maintenance of the designated retention and other common areas as set forth in the Plat of Heritage Village.

B. **Acquisition of Parcels.** To acquire real or personal property by purchase or otherwise, subject, nevertheless, to the provisions of the Bylaws relative thereto.

C. The Corporation shall have such other powers as may be permitted by law or prescribed herein and in the Bylaws.

11. Indemnification. Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which such director or officer may be a party, or in which he or she may become involved by reason of being or having been a director or officer at the time said expense and liabilities were incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director and officer may be entitled.

12. Dissolution. Upon dissolution, liquidation and winding up of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dedicate all of the remaining assets of the corporation to the governmental unit then having jurisdiction over HERITAGE VILLAGE or an appropriate subdivision thereof or convey such assets to a non-profit organization which has the same or substantially similar powers, duties and purposes as this corporation.

13. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 5300 S. Orange Ave., Orlando, Florida 32809, and the name of the initial registered agent of this corporation is ROBERT S. HARRELL, 5300 S. Orange Avenue, Orlando, Florida 32809.

I, the undersigned, being the subscriber hereto, do hereby subscribe to these Articles of

Incorporation and in witness whereof, I have hereunto set my hand and seal, this 11th day of September, 2002.

Witnesses:

[Signature]
Kendall K. Kira

Incorporator:

[Signature]
SANCHIA K. BRENNAN

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of September, 2002, by SANCHIA K. BRENNAN, who is personally known to me or has produced _____ as identification.



[Signature]
Notary Public
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named to accept service of process for HERITAGE VILLAGE PROPERTY OWNERS ASSOCIATION, INC., at the place designated in the Articles of Incorporation of said corporation, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.



ROBERT S. HARRELL
Registered Agent

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA