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ACCOUNT NO. : 072100000032

REFERENCE : 065263 92005A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : April 23, 2003

ORDER TIME : 11:10 AM

ORDER NO. : 065263-005

CUSTOMER NO: 92005A

CUSTOMER: John B. Shoemaker, Esq
John B. Shoemaker
Attorney-at-law
Suite 105
503 North Orlando Avenue
Cocoa Beach, FL 32931

DOMESTIC FILING

NAME: CYPRESS BEND NEIGHBORHOOD
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
CYPRESS BEND NEIGHBORHOOD ASSOCIATION, INC.,**

Pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, the undersigned hereby delivers these Articles of Incorporation of Cypress Bend Neighborhood Association, Inc.

**ARTICLE I
NAME AND DURATION**

The name of this corporation shall be Cypress Bend Neighborhood Association, Inc. (hereinafter referred to as the "Association"). The existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State in Tallahassee, Florida. The Association shall exist in perpetuity.

**ARTICLE II
REGISTERED AGENT AND OFFICE**

John B. Shoemaker, whose address is 4432 Parkway Commerce Blvd., Orlando, Florida 32808, is hereby appointed the initial registered agent of this Association.

**ARTICLE III
INITIAL PRINCIPAL OFFICE**

The initial principal office of the Association shall be located at 4432 Parkway Commerce Blvd., Orlando, Florida 32808. The Association may change its principal office from time to time without amendment of these Articles of Incorporation.

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

The purpose and object of the Association shall be to administer the operation and management of, a subdivision located in Orange County, Florida (hereinafter "Community") more fully described in Exhibit "A" attached hereto, (hereinafter "Property") according to the Declaration of Covenants and Restrictions which is to be recorded in the Public Records of Orange County, Florida ("Declaration"), and any additions thereto which may be brought into the jurisdiction of this Association by annexation under the terms and conditions as set forth in the Declaration by the Developer under the Declaration, its successors and assigns (the "Developer").

The Association does not contemplate pecuniary gain or profit to the Members thereof and shall undertake and perform all acts and duties incident to the operation, management, preservation and architectural control of the Property in accordance with the terms, provisions

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and conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration. The Association shall further promote the health, safety and welfare of the Members of the Association in the Community.

The Association shall have the following powers:

All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida as the same may be amended from time to time as therein provided;

1. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to undertake all powers and duties set forth in the Declaration, these Articles and Bylaws as same may be amended from time to time, the Declaration and Bylaws being incorporated herein as if set forth in full;
2. The right to tax, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all 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;
3. The right to 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 and to annex such property owned by it to the Property under the Declaration;
4. The right to borrow money, and with the assent of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
5. The right to dedicate, sell or transfer all or any part of the Common Area 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 two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer, provided, however, the Association shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads, other purposes reasonably necessary or useful for the proper maintenance or operation of the Property, which grants shall not be deemed a dedication, sale or transfer requiring the consent of Members;
6. The right to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidations or

annexation shall have the consent of Members as required by the Declaration;
and

7. The obligation to operate, maintain and manage the Master Surface Water Management System in a manner consistent with the St. Johns River Water Management District Permit Number: 4-095-80874-2, requirements and applicable District rules, and to assist in the enforcement of the Declaration which relate to the Master Surface Water Management System. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Master Surface Water Management System.

With respect to the Master Surface Water Management System, the Association shall have the following duties:

1. Each property owner shall be responsible for his pro rata share of the maintenance, operation and repair of the Master Surface Water Management System. "Master Surface Water Management System" means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, over drainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4, 40C-40 and 40C-42, Florida Administrative Code.
2. The Association shall be responsible for the maintenance, operation and repair of the Master Surface Water Management System. Maintenance of the Master Surface Water Management System shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities as permitted by the St. Johns River Water Management District. The Association shall be responsible for such maintenance and operation. Any repair or reconstruction of the Master Surface Water Management System shall be as permitted, or if modified, as approved by the St. Johns River Water Management District.
3. Any amendment to the Declaration which alters the Master Surface Water Management System, beyond maintenance in its original condition, including the water management portions of the Common Area, must have the prior approval of the St. Johns River Water Management District.
4. The St. Johns River Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained herein which relate to the maintenance, operation, and repair of the Master Surface Water Management System.

5. To the extent it is impractical for an individual property owner to maintain, operate and repair the Master Surface Water Management System, or in any circumstance wherein the Association determines it to be in the best interest of the Association, the Association shall have all responsibility for maintenance, repair and operation of the Master Surface Water Management System.

ARTICLE V

QUALIFICATION OF MEMBERS

The qualification of Members, manner of their admission to and termination of membership shall be as follows:

Every person or entity who is a fee simple record owner of a fee interest in any Lot which is subject to the Declaration, 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 separate from ownership of any Lot which is subject to the Declaration.

The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot; provided that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Lots at any time while such person or entity shall retain fee title to or a fee ownership interest in any Lot.

Transfer of membership shall be recognized by the Association upon its being provided with a copy of the recorded deed conveying such fee simple title to a Lot to the new Member.

Except as an appurtenance to his Lot, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the Bylaws hereof.

ARTICLE VI

VOTING RIGHTS

There shall be two classes of voting memberships:

CLASS A. The Class A Members shall be Owners of a Lot as such is defined in the Declaration, with the exception of Developer. A Class A Member shall be entitled to one vote for each Lot owned.

CLASS B. The Class B Members shall be the Developer, and the Developer

shall be entitled to nine (9) votes for each Lot owned in the Community. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever first occurs:

- a. Three (3) months after the date when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
Ten (10) years from recording of the Declaration in the Public Records of Orange County, Florida.
At such time as the Class B Member voluntarily relinquishes its right to nine (9) votes for each Lot.

Until the recordation of the Declaration in the Public Records of Orange County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters upon which the membership would be entitled to vote.

When more than one person holds an interest in a Lot, all such persons shall be Members. The vote for such Lot shall be exercised by one person as they determine, and such person shall be designated as the holder of the vote. If a corporation, partnership, joint venture or other entity is a fee simple title holder to a Lot, such entity shall designate one person as the holder of the vote. In no event shall more than one vote be cast with respect to any Lot.

ARTICLE VII

BOARD OF DIRECTORS

Board of Directors; Selection; Terms of Office. The affairs of the Association shall be managed by a Board of Directors who need not be members of the Association. The initial Board of Directors shall consist of three (3) Directors who shall be selected by the Developer. The Developer shall have the sole right to appoint and remove any member or members of the Board of Directors of the Association so long as Developer shall own ten percent (10%) or more of the Lots in the Property. Within three (3) months after Developer owns less than ten percent (10%) of the Lots in the Property, the members of the Board shall be determined as set forth in Article VII herein. Developer shall be entitled to elect at least one member of the Board of Directors as long as Developer holds for sale in the ordinary course of business at least five percent (5%) of the Lots in the Property.

The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are appointed or chosen, are as follows:

DIRECTOR:

John B. Shoemaker

Sharon Trent

Sylvia Lee Faniel

ADDRESS:

4432 Parkway Commerce Blvd.
Orlando, FL 32808

4432 Parkway Commerce Blvd.
Orlando, FL 32808

4432 Parkway Commerce Blvd.
Orlando, FL 32808

At the first annual meeting after termination of the Class B membership, there shall be elected one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the Members shall elect one or two directors (being the same number of directors as those whose terms have expired) for a term of three years.

ARTICLE VIII
OFFICERS

The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer, and if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Community and the affairs of the Association, and any and all such persons and/or entities must either be a Member, Director or officer of the Association or an officer, director or agent either of the Developer or of a general partner of Developer.

Election of Officers. The Developer shall have the sole right to appoint and remove any officer of the Association so long as Developer shall own ten percent (10%) or more of the total number of Lots in the Community. Thereafter, all officers shall hold office at the pleasure of the Board of Directors.

The persons who are to serve as officers of the Association until their successors are chosen are:

The address of the officers listed below is as follows:

4432 Parkway Commerce Boulevard

Orlando, Florida 32808

OFFICE:

NAME:

President

John B. Shoemaker

Vice President

Sylvia Lee Faniel

Secretary

Sharon Trent

Treasurer

Sharon Trent

E. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

F. The President shall be elected from the membership of the Board, but no other officer need be a Director. The offices of Secretary and Treasurer may be held by the same person. Without the approval of the Directors, no person shall simultaneously hold more than one of any of the other offices except Secretary and Treasurer.

ARTICLE IX

BYLAWS

The Board of Directors shall adopt by a majority vote the original Bylaws of the Association. The Bylaws shall be amended by the procedure more fully set forth in the Bylaws and shall be approved by at least a majority of each class of membership.

ARTICLE X

AMENDMENT OF ARTICLES

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the votes of each class of Members. When the Class B membership ceases and is converted to Class A membership, amendment of these Articles shall require the assent of seventy-five percent (75%) of only the votes of such Class A membership.

ARTICLE XI

INDEMNITY

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

ARTICLE XII
NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon the dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLE XIII
MERGER AND DISSOLUTION

The Association shall have the right to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided such merger or consolidation shall have the assent of two-thirds (2/3) of each class of Members.

The Association may be dissolved by the approval of two-thirds of the votes of each class of Members given in person, by proxy or by written consent. 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, including without limitation, the assignment of all the Association's obligations concerning the drainage facilities to an entity which would comply with Sections 40c-4, 40c-40, and 40c-42, Florida Administrative Code, and be approved by St. Johns River Water Management District prior to such termination, dissolution or liquidation. 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 Florida Statutes, Chapter 617.

ARTICLE XIV
HUD/FHA/VA APPROVAL

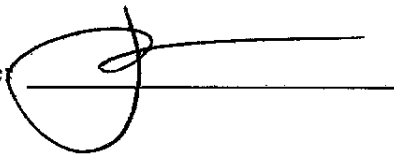
As long as there is a Class B membership, provided any Lots are subject to mortgages held or insured by HUD/FHA/VA, the following actions will require prior approval of the Department of Housing and Urban Development, Federal Housing Administration, or the Veteran's Administration: annexation of additional property, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution, and amendment of these Articles.

ARTICLE XV
SUBSCRIBER

The name and address of the subscriber to these Articles is:

Name: John B. Shoemaker
Address: 4432 Parkway Commerce Blvd.
Orlando, Florida 32808

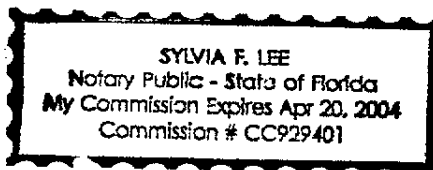
IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 22 day of April 2003.

Name: 

STATE OF FLORIDA
COUNTY OF

The foregoing Articles of Incorporation were acknowledged before me this 22ND day of April, 2003, by JOHN B. SPENCER, who is personally known to me or who has produced N/A as identification.

Notary Public
Print Name:
My Commission Expires:
Commission #:



**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

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

THAT, Cypress Bend Neighborhood Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as its Registered Agent John B. Shoemaker whose address is 4432 Parkway Commerce Blvd., Orlando, Florida 32808, 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 agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

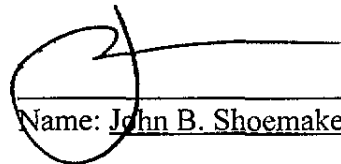

Name: John B. Shoemaker

EXHIBIT "A"
Legal Description

A portion of Section 5, Township 23 South, Range 31 East, Orange County, Florida, being more particularly described as follows:

Commence at the Southwest corner of the Southwest 1/4 of said Section 5; thence run South 89° 42' 27" East along the South line of the said Southwest 1/4 of Section 5 a distance of 668.46 feet; thence run North 00° 03' 20" West a distance of 87.78 feet for the Point of Beginning; thence continue North 00° 03' 20" West along the East line of Curry Ford Road East Phase I, Plat Book 34, Page 45, and Curry Ford East Phase II, Plat Book 35, Page 47, Public Records of Orange County, Florida, a distance of 1484.03 feet; thence run South 89° 41' 13" East a distance of 1244.36 feet to the West right of way line of Dean Road; thence run along the West right of way line of Dean Road the following courses and distances: South 12° 32' 14" East a distance of 30.64 feet to the beginning of a curve, concave to the West, having a radius of 1218.24 feet; thence run Southerly along the arc of said curve through a central angle of 01° 41' 47" an arc distance of 36.07 feet; thence run North 89° 41' 22" West a distance of 5.10 feet to a point on non-tangent curve, concave to the West, having a radius of 1213.24 feet; thence from the radial bearing of South 79° 06' 45" West run Southerly along the arc of said curve through a central angle of 08° 48' 26", an arc distance of 186.49 feet; thence run North 89° 41' 22" West a distance of 5.00 feet to a point of non-tangent curve concave to the West having a radius of 1208.24 feet; thence from a radial bearing of South 87° 54' 36" West run Southerly along the arc of said curve through a central angle 15° 37' 56" an arc distance of 329.65 feet; thence run North 89° 50' 24" West a distance of 5.14 feet to a point of non-tangent curve concave to the West, having a radius of 1203.24 feet; thence from a radial bearing of South 76° 24' 05" West; thence run Southerly along the arc of said curve through a central angle of 16° 52' 28" an arc distance of 354.37 feet; thence leaving said Westerly right of way line run North 89° 59' 30" West a distance of 765.29 feet; thence run South 00° 04' 54" East a distance of 401.67 feet; thence run South 89° 42' 16" West a distance of 218.00 feet; thence run South 00° 04' 54" East a distance of 164.68 feet; thence run South 87° 21' 21" West along the North right of way line of Curry Ford Road a distance of 115.03 feet to the Point of Beginning.