

No 3000006468

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

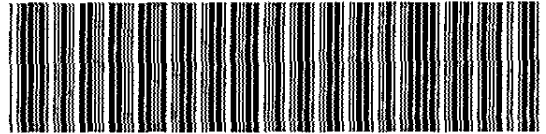
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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03 JUL 29 AM 11:55

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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03 JUL 29 PM 2:40

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

✓

9/6/09

## ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

City/St/Zip

850-222-2785

Phone #

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1- MIRROR LAKE COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC.
- 2-
- 3-
- 4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

### NEW FILINGS

<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

### AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

### OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

### REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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03 JUL 29 PM 2:44  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF MIRROR LAKE COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC.

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

CORPORATE NAME

The name of this corporation is MIRROR LAKE COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to for convenience as "Association".

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity to which can be, and will be delegated and assigned the powers necessary and proper to maintain and administer the common properties and facilities of MIRROR LAKE COMMERCIAL, a subdivision, in Seminole County, Florida, and further to administer and enforce the provisions of the Declaration of Covenants and Restrictions and Reciprocal Easement Agreement for MIRROR LAKE COMMERCIAL which restrictions are herein referred to as "Declaration of Covenants", as the same now exist or may hereafter from time to time be amended. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members and the Association shall make no distribution of income to its members, directors or officers. This corporation is organized pursuant to Florida Statutes ss. 617.301-617.312 as now exists or may hereafter be amended.

ARTICLE III

POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with these Articles and the Declaration of Covenants, and all the powers and duties reasonably necessary to operate and administer the common properties and facilities of the MIRROR LAKE COMMERCIAL development and to

administer and enforce the provisions of the Declaration of Covenants, pursuant to its terms as presently drafted and as may be amended from time to time, including but not limited to the following:

a. Assess To make and collect assessments against members as owners in said development to defray the costs, expenses and losses of the Association .

b. Disburse To use the proceeds of assessments in the exercise of its powers and duties.

c. Maintain To maintain, repair, replace and operate the common properties and facilities, and to cause such exterior maintenance and repairs to be performed as may be necessary upon parcels subject to the assessments, as provided in the above-referenced Declaration of Covenants.

d. Insure To purchase insurance upon common properties and insurance for the protection of the Association and its members as unit owners.

e. Reconstruct To reconstruct improvements on the common properties after casualty and to further improve the common properties, as provided in the Declaration of Covenants.

f. Regulate To make and amend reasonable regulations respecting the use of the common properties in the development.

g. Borrow Money To borrow money for the purpose of improving the common properties, and in aid thereof to mortgage said properties, and to take steps as are reasonably necessary to protect said common properties against foreclosure. Any mortgage of common properties shall require the assent of two-thirds (2/3) of each class of membership.

h. Dedicate To dedicate or transfer all or any part of the common properties to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members, provided, however, that no such dedication or transfer, determination as to the purposes or as to the conditions thereof, shall be effective unless an instrument signed by members entitled to cast two-thirds (2/3) of the votes of each class of membership has been recorded, agreeing to such dedication, transfer, purpose or condition, and unless written notice of the proposed agreement and action thereunder is sent to every member at least thirty (30) days in advance of any action taken.

i. Appoint To appoint members to the Architectural Review Board as provided by the By-Laws and Declaration of Covenants and Restrictions, which members shall serve at the pleasure of said Board.

j. Enforce To enforce by legal means the provisions of Declaration of Covenants referred to above, and regulations for the use of the common properties as may be promulgated from time to time by the Association .

k. Employment To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association .

l. Utilities To pay the cost of all power, water, sewer and other utility services rendered to the common properties and not billed to owners of individual parcels in the development.

m. Surface Water and Storm Water Management: The Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns Water Management District permit No. 40-117-80251-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants which relate to the Surface Water or Storm Water Management System as defined in the Declaration of Covenants.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Surface Water Management System.

n. Other To do such other things as may be necessary in order to perform the functions and exercise the powers provided to be exercised by the Association by the above-referenced Declaration of Covenants of MIRROR LAKE COMMERCIAL in order to effect the purpose and intent of said Declaration.

p. Suspend Rights To suspend the right to use and enjoy the common properties and facilities of any member for any period during which any assessment shall remain unpaid, and for any period not to exceed thirty (30) days for any infraction of the published rules and regulations of the Association .

q. Rules To establish rules and regulations.

#### ARTICLE IV

##### MEMBERS AND VOTING RIGHTS

4.1 Every person or entity who is a record owner of a fee or undivided fee interest in Lots 1, 2, 3 and 4, MIRROR LAKE COMMERCIAL and which is subject by covenants of record to assessment by the Association shall be a member of the Association , provided that any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a member; and further provided, however, that the owner or owners of Parcels A **through M shall not** be members of the Association unless such person or persons is otherwise entitled to be a member as an owner of Lot 1, 2, 3 or 4.

4.2 Change of membership in the Association shall be established by recording in the Public Records of Seminole County, Florida, a deed or other instrument establishing a record title to a parcel in the development. The owner designated by such instrument thus becomes a member of the Association (except as otherwise provided in 4.1 above) and the membership of the prior owner is terminated.

4.3 The Association shall have two classes of voting membership:

Class A Class A members shall be all those owners as defined in Section 4.1 other than the Developer. Class A members shall be entitled to one vote for each parcel in which they hold the interests required for membership by Section 4.1, subject to the provision for division or reconfiguration of Lots as provided hereafter. When more than one person holds such interest or interests in any parcel, all such persons shall be members and the vote for such parcel shall be exercised as they, among themselves, determine but in no event shall more than one vote be cast with respect to any such parcel.

Initially there shall be four members representing the four lots and each member shall have an equal vote and shall pay an equal percentage of assessments.

Based upon the Lots as originally platted, the prorata share of expenses is as follows:

Lot #	Percent of assessment
Lot 1	25%
Lot 2	25%
Lot 3	25%
Lot 4	25%

If any Lot or Lots are divided or reconfigured after Platting, the following procedure shall be used in calculating assessments and voting rights for the Lot Owners. Each member's proportional share of a divided or reconfigured Lot shall be based upon the square footage of each "new lot" compared with the square footage of the Lot which is divided or reconfigured in which the square footage of the "new lot" is the numerator and the square footage of the original Lot is the denominator. In calculating square footage of each lot, such calculation shall include all easements and conservation areas as included within the lot description but shall not include any common area not within the Lot description.

Upon division or reconfiguration of a Lot the percentage used for the prorata share of assessments shall also be used in determining the division of the voting rights for such Lot.

Class B Class B members shall be the Developer and shall be entitled to four (4) votes for each parcel owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

(1) When the total votes outstanding in the Class A membership equal the total votes outstanding in Class B membership, or

(2) on December 31, 2004.

The reference to Developer, herein, shall mean Florida Conference Association of Seventh-day Adventists, a Florida corporation not for profit.

Notwithstanding any other provisions of these Articles of Incorporation or the By-laws, the Developer is entitled to elect at least one member of the board of directors of the Association and a majority of the ARB as long as the Developer holds for sale in the ordinary course of business at least one of the Lots of the subdivision.

## ARTICLE V

### DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) Directors.

5.2 Members of the Board of Directors shall be elected at the annual meeting of the Association members in the manner specified in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

5.3 The first election of Directors shall be held at the first meeting of the members which shall be held within sixty (60) days from the date of the filing of these Articles of Incorporation. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

5.4 The names and addresses of the present members of the Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Randee R. Reynolds  
655 North Wymore Road  
Winter Park, FL 32789

Cynthia Duncanson  
655 North Wymore Road  
Winter Park, FL 32789

Frank McMillan  
655 North Wymore Road Suite 101  
Winter Park, FL 32789

5.5 All meetings of the board shall be open to all members except for meetings between the board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege. Notice of board meetings shall be as provided by statute.

## ARTICLE VI

### OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President-     Randee R. Reynolds  
Treasurer     655 North Wymore Road  
                  Winter Park, FL 32789

Secretary     Cynthia Duncanson  
                  655 North Wymore Road  
                  Winter Park, FL 32789

## ARTICLE VII

### SUBSCRIBERS

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

Randee R. Reynolds  
3655 Lomond Court  
Apopka, FL 32712

Cynthia Duncanson  
2629 Attleboro Place  
Apopka, FL 32703-8124

Frank McMillan  
1302 Hampshire Place Circle  
Altamonte Springs, FL 32714



ARTICLE VIII  
REGISTERED OFFICE

The street address of the initial principal office and mailing address of this corporation is 665 N. Wymore Road, Winter Park, Florida 32789, and the name of the initial registered agent of this corporation at that address is Randee R. Reynolds. Such office and registered agent may be changed from time to time by action of the Board of Directors.

ARTICLE IX  
INDEMNIFICATION

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of 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 of the Association at the time such expenses are incurred, except as in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein should apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such Director or Officer may be entitled.

ARTICLE X  
DURATION AND DISSOLUTION

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Storm water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027., F.A.C, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

## ARTICLE XI

### BY-LAWS

The first By-Laws of the corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

## ARTICLE XII

### MERGERS AND CONSOLIDATIONS

Subject to the provisions of the recorded covenants and restrictions applicable to the properties described in Article II and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purpose, provided that any such merger or consolidation shall require two-thirds (2/3) vote of members who are voting in person or by proxy, at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

## ARTICLE XIII

### AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

13.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

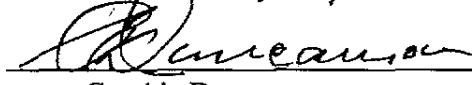
13.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five per cent (25%) of the members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than seventy-five per cent (75%) of the members of the Association .

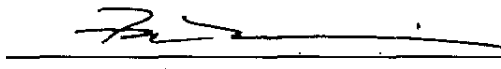
13.3 No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the properties. No amendment shall be made that is in conflict with the Declaration of Covenants and Reciprocal Easement Agreement, as amended, or the laws of the State of Florida.

CERTIFICATE DESIGNATING RESIDENT AGENT

In compliance with Paragraph 48.091, Florida Statutes, Randee R. Reynolds, Cynthia Duncanson and Frank McMillan being the subscribers of Mirror Lake Commercial Property Owners' Association, Inc., a proposed Florida corporation, to have its registered office as indicated in the Articles of Incorporation, has designated Randee R. Reynolds at such registered office, as agent for said corporation to accept service of process within the State of Florida.

  
Randee R. Reynolds

  
Cynthia Duncanson

  
Frank McMillan

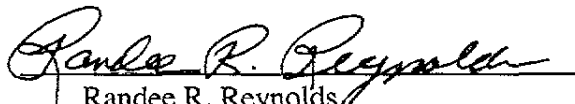
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY RESIDENT AGENT


Having been named to accept service of the process for the above stated corporation at the place designated in the Articles of Incorporation of Mirror Lake Commercial Property Owners' Association, Inc., a proposed Florida corporation, the undersigned does hereby accept to act in the capacity of Resident Agent of Mirror Lake Commercial Property Owners' Association, Inc. and agrees to comply with the provisions of the above referred to Florida Statute relative to maintaining his office.

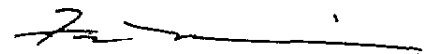
  
Randee R. Reynolds  
Resident Agent

13.4 A copy of each amendment shall be certified by the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signature this 23rd day of July, 2003.

 (SEAL)  
Randee R. Reynolds

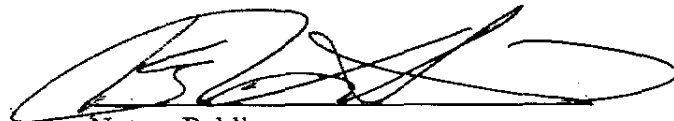
 (SEAL)  
Cynthia Duncanson

 (SEAL)  
Frank McMillan

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments and administer oaths, personally appeared Randee R. Reynolds, Cynthia Duncanson and Frank McMillan being the persons described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to said Articles of Incorporation. They are personally known to me.

WITNESS my hand and official seal in the State and County last aforesaid this 23<sup>rd</sup> day of July, 2003.



Notary Public  
My commission expires:

