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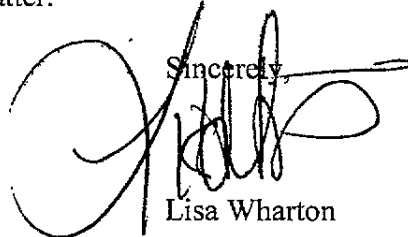
September 24, 2003

Division of Corporations
Attn: Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: Lake Mills Protection Association, Inc.

To Whom it May Concern:

Enclosed are the original Articles of Incorporation for Lake Mills Protection Association to be filed with your office. Time is of the essence, which is why I have also enclosed a self-addressed Federal Express envelope for swift return to our office, along with a check in the amount of \$78.75, to cover all filing fees. Should there be any problems, please feel free to call me at the number listed above. Thank you for your attention to this matter.

Sincerely,

Lisa Wharton

Enc: as noted

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ARTICLES OF INCORPORATION
OF
LAKE MILLS PROTECTION ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, residents of the State of Florida, of full age, and for the purpose of forming a corporation, not for profit, and do hereby certify:

ARTICLE I

Name

The name of the corporation is Lake Mills Protection Association, Inc. (hereafter called the "Association").

ARTICLE II

Office

The principal office of the Association is located at 600 Lake Mills Road, Chuluota, Florida 32766

ARTICLE III

Registered Agent

David E. Axel, whose address is 600 Lake Mills Road, Chuluota, Florida 32766 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Definitions

Section 1. "Articles of Incorporation" shall mean and refer to the Articles of Incorporation for Lake Mills Protection Association, Inc., as they may be amended from time to time.

Section 2. "Association" shall mean and refer to Lake Mills Protection Association, Inc., its successors and assigns.

Section 3. "Association Property" shall mean and refer to any real or personal property which may, from time to time, be owned by the Association in fulfilling its purpose.

Section 4. "Board of Directors" shall mean and refer to the board of directors for the Association.

Section 5. "Member" shall have the meaning assigned to it in Article VI herein below.

Section 6. "Parcel" shall mean and refer to any parcel of real property which has (1) riparian ownership along Lake Mills, or (2) riparian access to Lake Mills evidenced by a legal instrument recorded in the Public Records of Seminole County, Florida. Adjacent, unplatted parcels of real property owned by one owner shall be considered as one Parcel. Adjacent parcels of Real Property in platted subdivisions shall be considered owned by one owner shall be considered separate Parcels.

ARTICLE V

Purpose 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 and preservation of Lake Mills and for this purpose 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 Bylaws applicable to the Association ;

(b) Fix, levy, collect and enforce payment by any lawful means, of all charges and assessments pursuant to the terms of the Bylaws; 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 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 in connection with the affairs of the Association;

(d) Borrow money, and with the assent of Members who are entitled to vote at least two-thirds (2/3) of all of the votes of the membership, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property of the Association as security for the money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Association Property 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 shall be effective unless an instrument has been signed by Members who are entitled to vote at least two-thirds (2/3) of all of the votes of the membership, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes provided that such merger or consolidation shall have the assent of Members who are entitled to vote at least two-thirds (2/3) of all of the votes of the membership.

(g) Levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the surface water or stormwater management system

(i) Have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VI

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any parcel of Real Property which has (1) riparian ownership along Lake Mills, or (2) riparian access to Lake Mills evidenced by a legal instrument recorded in the Public Records of Seminole County, Florida shall be a Member. 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 Parcel which is subject to assessment by the Association.

The Association membership of each Member shall be appurtenant to the Parcel giving rise to such membership, and shall not be transferred except upon the transfer of title to said Parcel and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a Parcel shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VII

Voting Rights

Each Member that is not delinquent in payment of Assessments shall be entitled to cast one (1) vote for each Parcel owned by such Member, for so long as it owns a Parcel.

ARTICLE VIII

Board of Directors

The affairs of this Association shall be managed by a Board of not less than three (3) Directors, who shall 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:

<u>NAME</u>	<u>ADDRESS</u>
David E. Axel	600 Lake Mills Road, Chuluota, Florida 32766
Jonathan Lukas	100 Lake Mills Island Point, Chuluota, Florida 32766
Randy K. Strickland	942 Millshore Drive, Chuluota, Florida 32766

At the first annual meeting, the Members shall elect, one of the directors for a term of two years, one of the directors for a term of three years and one of the directors for a term of four years; and at each annual meeting thereafter the Members shall elect one director for a term of four years to replace the director whose term is expiring. Thereafter, if the number of Directors is enlarged, Members shall elect the additional directors for four year terms.

ARTICLE IX

Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than all of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding the foregoing, in the event of termination, dissolution or final liquidation of the Association, 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, F.A.C., or its successor rule, and be approved by the St. Johns Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X

Duration

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

ARTICLE XI

Indemnification

The Association shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law, against all losses and liabilities related to their actions on behalf of the Association.

ARTICLE XI

Incorporator

The name and address of the incorporator is as follows:

David E. Axel
600 Lake Mills Road
Chuluota, Florida 32766

ARTICLE XII

Amendments

Amendment of this Articles shall require the assent of Members who are entitled to vote at least two-thirds (2/3) of all of the votes of the membership.

THE BALANCE OF THIS PAGE IS BLANK

IN WITNESS WHEREOF, the Undersigned has caused these presents to be executed in its name and its seal to be affixed hereto as of the day and year first above written.

Signed, sealed and delivered
in our presence as witnesses:

(Printed)

Faith E. Mobsby

(Printed)

Kathleen A. Washburn

DAVID E. AXEL

STATE OF FLORIDA
COUNTY OF SEMINOLE

3 The foregoing instrument was acknowledged before me this 8 day of Sept. 2002, by DAVID E. AXEL, personally known by me.

Faith E. Mobsby
Notary Public, State of Florida
My Commission Expires:



Faith E. Mobsby
Commission # DD 032692
Expires June 11, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida General Corporation Act, the following is submitted, in compliance with said statute.

That Lake Mills Protection Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles or Incorporation at the, County of Seminole, State of Florida, has named David E. Axel, located as said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with 607.0505, Florida Statutes.


David E. Axel

Dated: 9/3/03

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