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Law Offices of
R. PATRICK PHILLIPS
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R. PATRICK PHILLIPS
Board Certified
Aviation Law Attorney

200 N. Thornton Avenue
Orlando, Florida 32801

June 29, 2004

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: HALL ESTATES HOMEOWNERS' ASSOCIATION, INC.

Dear Sir/Madam:

Please find enclosed the following documents:

1. Articles of Incorporation for HALL ESTATES HOMEOWNERS' ASSOCIATION, INC.
2. Our firm's check in the amount of \$78.75:
 - (1) Filing fee \$35.00
 - (2) Certified copy \$8.75
 - (3) Registered Agent Designation \$35.00

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For your convenience, I have enclosed a self-addressed, stamped envelope so you could forward, back to me, the certified copy of the Articles of Incorporation.

Thanking you in advance for your assistance in this matter.

Very truly yours,



Brenda McFarlin, Assistant to
R. Patrick Phillips, Esquire

bwm

enc.

ARTICLES OF INCORPORATION
FOR
HALL ESTATES HOMEOWNERS' ASSOCIATION, INC.

The undersigned, acting as incorporators of nonprofit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation is HALL ESTATES HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II
ADDRESS

The street address of the initial principal office and the mailing address are same as follows:

11710 Monte Vista Road
Clermont, Florida 34711

ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION

The 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, preservation and architectural control of the residences and common area within that certain tract of property described as:

HALL ESTATES, a Orange County Subdivision, according to the Plat thereof recorded in the Public Records of Orange County, Florida.

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

A. Exercise all powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called "Declaration" applicable to the property and recorded, or to be recorded, in the Office of the Clerk of the Circuit Court, Orange County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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B. Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses in connection therewith and all office and other expenses incidental to the conduct of business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. The Association shall operate, maintain, and manage the surfact water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or storm 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 surface water or storm water management system.

D. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Not For Profit Corporation Law of the State of Florida may now or hereafter have or exercise.

ARTICLE IV VOTING RIGHTS

The Association shall have two classes of voting membership as follows:

CLASS A. The CLASS "A" MEMBER(S) shall be Owners, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any residence, all such persons shall be members. The vote for such lot shall be exercised as the multiple owners may determine, but in no event shall more than one (1) vote be cast with respect to any one lot.

CLASS B. The CLASS "B" MEMBER(S) shall be the Developer. The Class "B" member shall be entitled to exercise total voting control until the annual meeting after ninety-five (90%) of the total number of lots in the subdivision are owned by individuals other than the Developer, his agents or associates. When ninety-five (95%) of said lots are owned by individuals, then Class "A" members may exercise voting right. No lots owned by the Developer, his agents or associates shall be subject to any assessment until the annual meeting following this event.

ARTICLE V BOARD OF DIRECTORS

The affairs of the Association will be managed by a Board consisting of not less than three (3), and no more than five (5) directors. The number of directors may be changed by amendment of the Bylaws of the Association. The names and address 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>
James T. Hall	8801 Charles E. Limpus Road Orlando, Florida 32839
Perry F. Brigmond	11710 Monte Vista Road Clermont, Florida 34711
Debra L. Brigmond	11710 Monte Vista Road Clermont, Florida 34711

At the first annual meeting and each meeting thereafter the members shall elect three (3) directors for a term of one (1) year each.

ARTICLE VI
ADDRESS OF INITIAL REGISTERED OFFICE AND NAME
OF INITIAL REGISTERED AGENT

The address of this Association's initial registered office in the State of Florida is 11710 Monte Vista Road, Clermont, Florida 34711. The name of this Association's initial registered agent at the above address is Perry F. Brigmond.

ARTICLE VII
OFFICERS

The initial officers of the Association shall be a President, Vice-President and Secretary/Treasurer. Such officers shall be elected or appointed at the first meeting of the Board of Directors following each Annual meeting of members.

The names of the officers who are to serve until the first election or appointment are:

James T. Hall, President
Perry F. Brigmond, Vice-President
Debra L. Brigmond, Secretary/Treasurer

ARTICLE VIII
INCORPORATORS

The name and address of the incorporator of these Articles of Incorporation is as follows:

James T. Hall
8801 Charles E. Limpus Road
Orlando, Florida 32839

ARTICLE IX
BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at any annual meeting of the association, or at any special meeting duly called for such purpose by a vote of a majority of a quorum of voting members present in person or by proxy, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE X
EXISTENCE AND DURATION

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.

ARTICLE XI
AMENDMENTS

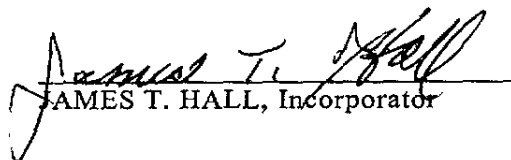
Amendments to the Articles of Incorporation may be proposed by any member of the Association. Those at any annual meeting of the Association or at any special meeting duly called and held for such purpose on the affirmative vote of at least three-fourths (3/4) of the members eligible to vote.

ARTICLE XII
DISSOLUTION

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 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.

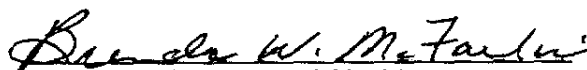
The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each Class of members. Upon dissolution of the Association, other than incidental to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. 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 Section 617.05, Florida Statutes.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this 25TH day of June, 2004.


JAMES T. HALL, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, on the 25TH day of June, 2004, appeared JAMES T. HALL, who is personally known to me and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that he executed same.


Notary Public, State of Florida
My Commission Expires:
My Commission Number:



Brenda W. McFarlin
MY COMMISSION # DD163753 EXPIRES
November 16, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, 607.0501, and 607.0505, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: The HALL ESTATES HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its registered office located at 11710 Monte Vista Road, Clermont, Florida 34711, has named PERRY F. BRIGMOND, as its registered agent to accept service of process within this State.

SECOND: Having been named as registered agent and to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 6-24-04, 2004


PERRY F. BRIGMOND

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