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7/14/04

MURRAH, DOYLE AND WIGLE, P.A.

ATTORNEYS AND COUNSELLORS AT LAW
MORSE BOULEVARD PROFESSIONAL CENTER
800 WEST MORSE BOULEVARD
WINTER PARK, FLORIDA 32789

July 14, 2004

KENNETH F. MURRAH
PATRICK W. DOYLE
BRUCE M. WIGLE, III

MAILING ADDRESS
POST OFFICE BOX 1328
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 644-9801
FAX (407) 644-0820

Division of Corporations
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Attn: Corporate Records Bureau

Re: Talman Mews Homeowners Association, Inc.

Dear Sir or Madam:

I enclose an original and an exact or conformed copy of the Articles of this proposed corporation.


The second copy is for certification purposes. Please send the original Certificate of Incorporation together with a certified copy of the Articles of Incorporation.

A check in the amount of \$87.50 enclosed for the following fees:

Filing fee	\$35.00
Certified copy of Certificate of Incorporation	\$8.75
Notice of Designation of Registered Agent and Acceptance	\$35.00
Certificate of Status	\$8.75
Total	\$87.50

The notice designating the Registered Office and the Registered Agent, which includes the Registered Agent's acceptance is attached to or included in the Articles.

Very truly yours,


PATRICK W. DOYLE

PWD/smb
encs

FILED
2004 JUL 15 PM 3:33
TALLAHASSEE FLORIDA

John V. Baum, P.A.
213 South Swope Avenue
Maitland, Florida 32751

2004 JUL 15 PM 3: 3:

**ARTICLES OF INCORPORATION
TALMAN MEWS HOMEOWNERS ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Chapter 617 of the Florida Statutes, as amended, the undersigned, which is referred to sometimes herein as the "Incorporator" or "Declarant", has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is TALMAN MEWS HOMEOWNERS ASSOCIATION, INC. (hereinafter called the "Association").

**ARTICLE II
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal place of business and the mailing address of the Association is located at 157 East New England Avenue, Winter Park, Florida 32789.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT; ACCEPTANCE**

The street address of the registered office of the Association is 157 East New England Avenue, Winter Park, Florida 32789, and the name of the initial registered agent at that address is Jay C. Barfield.

**ARTICLE IV
DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Covenants and Restrictions for Talman Mews recorded or to be recorded in the Public Records of Seminole County, Florida, as it may from time to time be amended or supplemented (hereinafter called the "Declaration").

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

1. The Association does not contemplate pecuniary gain or profit. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers.

2. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws or the Declaration.

3. The Association shall have the power to operate, maintain and manage a surface water or stormwater management system or systems in a manner consistent with the St. Johns River Water Management District Permit Number 40-117-92448-1, applicable District Rules and other requirements, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

4. The Association shall have the power to 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.

5. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles or the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the improvement, operation, maintenance, repair and replacement of the Property and Areas of Common Responsibility.

ARTICLE VI

MEMBERSHIP

Section 1. Each Owner (including Declarant) shall be a Member of the Association. The Association membership of each Member shall be appurtenant to and inseparable from the Lot giving rise to such membership, and any transfer of title to a Lot shall operate automatically to transfer to the new Owner the membership in the Association appurtenant to that Lot. The interest, if any, of a Member in the funds and assets of the Association may not be assigned, hypothecated or transferred in any manner except as an appurtenance to the Member's Lot. Membership in the Association will be compulsory for all Members and membership shall continue, as to each Member, until such time as such Member transfers or conveys his fee simple interest in the Lot upon which his membership is based or until such fee simple interest is transferred or conveyed by operation of law, at which time the membership will be automatically passed to the grantee or transferee.

Section 2. The Association shall have two (2) classes of voting rights:

(a) Class A. Class A Members shall be all Members, with the exception of Declarant for so long as Declarant retains Class B Voting Rights. Each Class A Member shall have one (1) vote for each Lot owned by that Member.

(b) Class B. The sole Class B Member shall be Declarant. Until conversion of the Class B membership to Class A membership pursuant to Section 3 below, Declarant shall have four (4) votes for each Lot in the Property. Upon the adoption of these Articles, Declarant shall have thirty-two (32) Class B votes representing four (4) votes for each of the eight (8) Lots in the Development. As each Lot or Unit in the Property is conveyed by Declarant to a Class A Member, Declarant's votes for that Lot shall lapse. The Class B membership will cease and be converted to a Class A membership as set forth in Section 3 of this Article.

Section 3. Declarant's Class B membership status will continue in effect during the period from the date of the Declaration until the earlier of the following:

(a) upon conveyance of the Lots to Class A Members that causes the total number of votes held by all Class A Members to equal or exceed the number of votes held by the Class B Member; or

(b) five (5) years after the date on which the Declaration is recorded in the public records of the County.

(c) At such earlier time as Declarant, in its discretion, may so elect by recording notice of such election in the public records of the County.

Upon the occurrence or lapse of any one of the foregoing three events or time periods, the Class B membership shall convert to Class A membership.

Section 4. The vote for each Lot in the Association must be cast as a single vote, and fractional votes shall not be allowed. If joint or multiple Owners are unable to agree among themselves as to how their vote is to be cast, or if more than one Class A vote is cast for any Lot, the vote for that Lot shall not be counted. If any Owner casts a vote on behalf of a Lot, it shall be conclusively presumed that Owner was acting with the authority and consent of all other Owners of that Lot.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall initially be managed and administered by a Board of Directors consisting of one representative of the Class B Member. The names and addresses of person who is to act in the capacity of director until appointment or election of his successors is Jay C. Barfield, 157 East New England Avenue, Winter Park, Florida 32789. Following the first annual meeting of the Association, and as provided for in it By-Laws, the Board shall consist of three (3) members.

Any other provision of this Article VII to the contrary notwithstanding, the Class "A" members shall be entitled to elect at least a majority of the members of the Board of Directors not later than three (3) months after eighty percent (80%) of the Lots in Talman Mews have been conveyed by the Declarant to Class "A" members. Until then, Declarant shall be entitled to appoint all members of the Board of Directors. Thereafter, Declarant shall be entitled to elect at least one member of the Board of Directors as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots in Talman Mews. After Declarant relinquishes control of the Association to the Class "A" members, Declarant may exercise the right to vote any Declarant owned Voting Interests in the same manner as any other Owner, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board of Directors. Interim vacancies in the Board of Directors shall be filled by Declarant until Declarant has no authority to appoint Directors and thereafter by the majority of the remaining Directors, and any such appointed Director shall serve for the remaining term of his predecessor. After Declarant relinquishes its right to appoint the Board of Directors, the Members shall, at the annual meeting of the Members, elect the directors by majority vote, as provided for in the By-Laws of the Association.

ARTICLE VIII **OFFICERS**

The day-to-day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association, which may include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors 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:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Jay C. Barfield	157 East New England Ave. Winter Park, Florida 32789
Vice President	Vacant	
Secretary	Vacant	
Treasurer	Vacant	

ARTICLE IX **DURATION**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation with the Secretary of State of Florida. The corporation shall exist thereafter in perpetuity.

ARTICLE X **AMENDMENTS**

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

Section 1. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided by law. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Amendments shall be proposed and adopted in the manner provided by law.

Section 3. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Seminole County, Florida, together with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded.

Section 4. No amendment shall be made that is in conflict with the Declaration.

ARTICLE XI

BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall defend, indemnify and hold harmless any person of the Association who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association:

(a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section 2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

Section 4. Any indemnification under Section 1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such

quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority vote of Members of the Association.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees or agents may be entitled under the Association's bylaws, agreement, vote of Members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section 8. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association any of his capacities as described in Section 1, whether or not the Association would have the power to indemnify him or her under this Article.

Section 9. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XIII **INCONSISTENCY**

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of Incorporation, the terms and provisions of the Declaration shall prevail.

ARTICLE XIV
TRANSFER OF SURFACE WATER MANAGEMENT
SYSTEM UPON CORPORATE 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 stormwater management system must be transferee to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XV
REQUIRED APPROVALS

Notwithstanding anything in these Articles to the contrary, as long as there exists a Class "B" membership, if any one or more of HUD, FHA or VA requires approval or consent by it or them to annexation of additional property, any merger or consolidation involving the Association, the placing of any mortgage lien on the Common Property, dedication to the public of any Common Property, any amendment of the Declaration, or dissolution of the Association, by any one or more of said agencies as a condition of making, insuring or purchasing loans on Lots in the Property, and any such loan has been approved, insured or purchased by the applicable agency at the time of the proposed annexation, merger, consolidation, mortgaging, dedication, amendment or dissolution, then the required consent or approval shall be obtained. In addition, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation, maintenance repair and replacement of the Storm Water Drainage System must be transferred to and accepted by an entity which would comply with the requirement of the St. John's Water Management District and be approved by the District prior to such termination, dissolution or liquidation.

ARTICLE XVI
INCORPORATOR

The name and street address of the sole Incorporator to these Articles of Incorporation is as follows:

Talman Mews, LLC
A Florida Limited Liability Company
157 East New England Avenue
Winter Park, Florida 32789

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole Incorporator of this Association, has

executed these Articles of Incorporation this 14th day of July, 2004.

TALMAN MEWS, L.L.C
A Florida Limited Liability
Company

By: 
Manager

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared JAY C. BARFIELD, as Manager of TALMAN MEWS, L.L.C., a Florida Limited Liability Company, ☒ to me personally known or ☐ who has produced a Florida Driver's License as identification, described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 14th day of July, 2004.


Notary Public

My commission expires:



Patrick W. Doyle
MY COMMISSION # DD076196 EXPIRES
December 28, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

TALMAN MEWS HOMEOWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State Florida, with its registered office at 157 East New England Avenue, Winter Park, Florida 32789, has named Jay C. Barfield, located at the above-registered office, as its Registered Agent 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, the undersigned accepts his appointment as Registered Agent for the Association, and certifies that he is familiar with, and accepts, the obligations of that position.


Jay C. Barfield, Registered Agent:

7/14/04
Date

FILED
2004 JUL 15 PM 3:33
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TALLAHASSEE FLORIDA