

MSD
0125

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Williamsburg Estates Homeowner's
Association, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

_____ Cert. Copy _____

☒ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 25, 2004

CAPITAL CONNECTION INC.

SUBJECT: WILLIAMSBURG ESTATES HOMEOWNER'S ASSOCIATION, INC.
Ref. Number: W04000032228

We have received your document for WILLIAMSBURG ESTATES HOMEOWNER'S ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 104A00051918

FBI
04 AUG 25 PM 3:05
SECURITY FILE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WILLIAMSBURG ESTATES HOMEOWNER'S ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, each a natural person competent to contract, do hereby associate ourselves together for the purpose of forming and creating a corporation not for profit (the "Corporation") under and by virtue of the laws of the State of Florida, and, to that end, we agree to subscribe to the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be WILLIAMSBURG ESTATES HOMEOWNER'S ASSOCIATION, INC.

ARTICLE II

ADDRESS OF CORPORATION

The street address and city of the initial registered office of the corporation is 4821 U.S. Highway 19, Suite 3, New Port Richey, Florida 34652, and the name of its initial registered agent at such address is Constantine Kalogianis. This shall be the principal address and mailing address for this corporation.

ARTICLE III

PURPOSE

This Corporation 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 Corporation property or common areas for the promotion of the health, safety and welfare of the residents within the above-described property and any additions hereto as may hereafter be brought within the jurisdiction of this Corporation, and in furtherance of these purposes to:

A. Exercise all the powers and privileges and to perform all of the duties and obligations of the Corporation applicable to the Corporation property.

B. To make, establish and enforce rules and regulations governing the use of the Corporation property or common areas.

C. I. To assess, fix, levy, collect and enforce payment of any assessments by members by any lawful means, including, but not limited to all charges or assessments pursuant to the terms hereof; to pay all expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against any Corporation property

or common areas and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

D. 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 Corporation;

E. Borrow money, and with the assent of fifty-one percent (51%) of all of the members in good standing, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

F. Dedicate, sell or transfer all or any part of the common areas to any public agency, authority or utility for such purposes;

G. Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes and any such merger or consolidation shall have the assent of fifty-one percent (51%) of all members in good standing;

H. To maintain, repair, replace and operate the Corporation property including, but not limited to the operation and maintenance of the surface water management system.

I. To sue to enforce by legal means the obligations of the members of the Corporation and be sued.

J. Have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Corporations Not for Profit, laws of the State of Florida, by law now or hereafter have or exercise;

K. To take any other action necessary for the purposes for which the Association is organized.

L. The Corporation is organized and shall be operated exclusively for the purposes set forth above. The activities of the Corporation will be financed by assessments against members as provided herein and no part of any net earnings of the Corporation will inure to the benefit of any member.

ARTICLE IV

MEMBERS

The original members of the corporation shall consist of the two (2) subscribers named herein. Future membership shall be in accordance with the terms and conditions of the by-laws and shall require that all homeowners, lot owners, parcel owners or unit owners be members of the Association.

ARTICLE V

DURATION

The period of duration of this Corporation shall be perpetual unless sooner dissolved by operation of law or by act of the Corporation.

ARTICLE VI

SUBSCRIBERS

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

Constantine Kalogianis 4821 U.S. Hwy 19, Ste. 3
New Port Richey, FL 34652

Kathy Kalogianis 4821 U.S. Hwy 19, Ste. 3
New Port Richey, FL 34652

ARTICLE VII

DIRECTORS

The affairs and property of the corporation shall be managed and governed by a Board of Directors composed of a minimum of three (3) persons who must be members of the Corporation and in good standing. The Board of Directors shall be composed of the officers of the Corporation and three (3) directors elected in accordance with the by-laws. The initial Board of Directors is as follows:

Constantine Kalogianis 4821 U.S. Hwy 19, Ste. 3
New Port Richey, FL 34652

Kathy Kalogianis 4821 U.S. Hwy 19, Ste. 3
New Port Richey, FL 34652

Alan T. Benz 7421 San Moritz Drive
Port Richey, FL 34668

ARTICLE VIII

OFFICERS

The officers of this Corporation shall be a President, a Vice-President and a Secretary, who shall at all times be members of the Board of Directors, and such other officers as the Board

may from time to time by resolution create. The election of officers shall take place annually in January of each year.

The names of the officers who are to serve until the next installation of officers in January, 2005, are:

President: Constantine Kalogianis
4821 U.S. Hwy 19 #3
New Port Richey, FL 34652

Vice-President: Kathy Kalogianis
4821 U.S. Hwy 19 #3
New Port Richey, FL 34652

Secretary: Alan T. Benz
7421 San Moritz Drive
Port Richey, FL 34668

ARTICLE IX

INDEMNIFICATION

Every Director and Officer of the Corporation, and every member of the Corporation serving the Corporation at its request, shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement or any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a Director or Officer of the Corporation or by reason of his/her serving or having served the Corporation at its request, whether or not he/she is a Director or Officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which that person may be entitled.

ARTICLE X

BY-LAWS

The By-Laws of the Corporation may be made, altered or rescinded at any regular or special membership meeting after notification of the membership of said changes, on the affirmation vote of fifty-one percent (51%) of the voting membership present at that meeting.

ARTICLE XI

VOTING RIGHTS

Each member of the Corporation shall be entitled to vote in the election of the directors. Each member shall cast one vote for each director position being filled. Elections shall be in accordance with the by-laws.

ARTICLE XII

TERMINATION

The Corporation may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the total number of votes. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be distributed to the members as appurtenances (if real property or any interest therein) to the members' lots, subject to any and all applicable loans or be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Corporation was created. In the event 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 article is subject to provisions of Florida Statute 617.05.

ARTICLE XIII

AMENDMENT

Proposals for the alteration, amendment or rescission of these articles of Incorporation may be made by any of the following methods:

(1) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either a general or special meeting.

(2) Written notice setting forth the proposed amendment or a summary of the changes to be effect thereby shall be given to each member thirty (30) days prior to the scheduled meeting.

(3) At such meeting, a vote of the members shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members present at such meeting. Any number of amendments may be submitted to the members and voted upon by then at one meeting; or

B. The members may amend these Articles at a meeting for which the required notice of the meeting and the proposed amendment has been given without action by the board; or

C. An amendment may be adopted by a written statement signed by all directors and all members setting forth their intention that an amendment to the Articles be adopted.

A copy of each amendment shall be certified by the Secretary of State of the State of Florida and no amendment to these Articles shall be effective until it has been so recorded.


Constantine Kalogianis


Kathy Kalogianis


Alan T. Benz

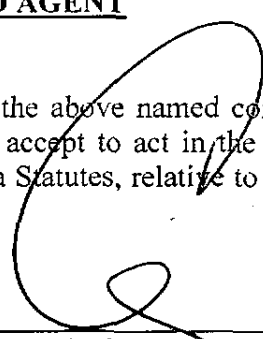
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 AUG 25 PM 3:05

FILED

ACCEPTANCE BY REGISTERED AGENT


Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in the capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


Constantine Kalogianis, Registered Agent

State of Florida
County of Pasco

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida-at-large, duly commissioned and qualified, personally appeared CONSTANTINE KALOGIANIS, KATHY KALOGIANIS, and ALAN T. BENZ, each to me well known, and known by me to be the persons described in, or proposed identification in the form of personally known and who executed the foregoing Articles of Incorporation, and they did severally acknowledge to and before me that they subscribed these Articles as aforesaid.

WITNESS my hand and official seal in New Port Richey, in the County of Pasco and the State of Florida on this 24 day of August, 2004.


Notary Public

MY COMMISSION EXPIRES:

BARBARA A. REICH
Notary Public – printed name

c-br-non profit

