

N0400009125

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

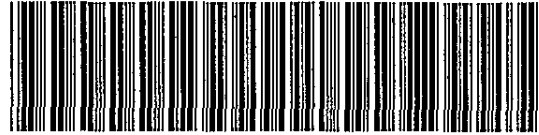
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000041199540

09/23/04--01036--011 **78.75

04 SEP 23 2004 1:09
SERIES 10000000
DIVISION 10000000
FBI

Mateer Harbert

ATTORNEYS AT LAW

WILLIAM G. MATEER
RONALD A. HARBERT
STEVEN R. BECHTEL
LAWRENCE J. PHALIN
JAMES B. BOGNER
W. SCOTT GABRIELSON
DAVID L. EVANS
LARRY J. TOWNSEND
MARY A. EDENFIELD
JAMES R. LUSSIER
KURT E. THALWITZER
RICHARD L. ALLEN, JR.
THOMAS R. HARBERT
MICHAEL A. PAASCH
DONALD R. HENDERSON
BRADLEY P. BLYSTONE
MILDRED BEAM

TWO LANDMARK CENTER, SUITE 600
225 E. ROBINSON STREET
POST OFFICE BOX 2854
ORLANDO, FLORIDA 32802-2854

7 EAST SILVER SPRINGS BOULEVARD
SUITE 204
POST OFFICE BOX 3775
OCALA, FLORIDA 34478-3775

TELEPHONE (407) 425-8044
FACSIMILE (407) 423-2016

TELEPHONE (352) 351-8003
FACSIMILE (352) 351-8002

PLEASE REPLY TO: ORLANDO

E-Mail Address
tharbert@mateerharbert.com

Direct Line
(407) 418-1313 Ext. 130

KAREN W. WANKELMAN
J. THEODORE SCHATZ
DANIEL M. EIBEL
CHAD K. ALVARO
TAMI L. DIEBEL

OF COUNSEL
DAVID M. LANDIS
JON E. KANE

September 22, 2004

VIA FEDERAL EXPRESS

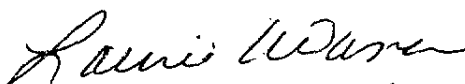
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Willa Springs Office Park Condominium Association, Inc.

Dear Sir/Madam:

Please file the enclosed Articles of Incorporation for the above-referenced. This firm's check in the amount of \$78.75 is also enclosed.

Very truly yours,



Laurie A. Dana, Assistant to
Thomas R. Harbert

TRH:lad
Enclosures

cc: Robert L. Plowfield

H:\Harbert\T\Plowfield, Robert L, Jr\Willa Springs Office Park Condominium Project\Fl Dept of State ltr re AOL.doc

RECEIVED
DIVISION OF CORPORATIONS
04 SEP 23 PM 1:05

**ARTICLES OF INCORPORATION FOR
WILLA SPRINGS OFFICE PARK CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporators hereby file these Articles of Incorporation for the purpose of forming a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, as amended.

**ARTICLE I
NAME**

The name of the corporation shall be WILLA SPRINGS OFFICE PARK CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," the Declaration of Condominium for Willa Springs Office Park, a Condominium as the "Declaration" and the Bylaws of the Association as the "Bylaws."

**ARTICLE II
PURPOSE**

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act," a condominium will be created upon certain lands in Seminole County, Florida, to be known as Willa Springs Condominium (the "Condominium") according to a Declaration to be recorded in the Public Records of Seminole County, Florida. This corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the Bylaws and the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in the Corporation's capacity as a condominium association.

**ARTICLE III
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration, the Bylaws and as provided by Florida Statutes unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The current mailing address of the Corporation is c/o R.L. Plowfield & Associates, 1035 S. Semoran Blvd., Suite 1019, Winter Park, FL 32792. The principal office of the corporation is 1060 Willa Springs Drive, Winter Springs, FL 32708.

**ARTICLE V
POWERS AND DUTIES**

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

04 SEP 2003 PM 1:05
SECTION 10
DIVISION 1

5.1 General. The corporation shall have all of the common-law and statutory powers of a corporation not-for-profit under the Laws of Florida that are not in conflict with the provisions of these Articles and the Declaration, and all the powers conferred by the Condominium Act upon a condominium association and all the powers set forth in the Declaration which are lawful.

5.2 Enumeration. This Association shall have all of the powers and duties set forth in the appropriate Florida Statutes except as limited by these Articles and the Bylaws, and all of the powers and duties reasonably necessary to operate the Association as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

- (a) To operate and manage the Condominium and Common Elements.
- (b) To make and collect Assessments and other charges against Association members and to use the proceeds thereof in the exercise of its powers and duties.
- (c) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- (d) To maintain, repair, replace and operate the Common Elements.
- (e) To purchase insurance upon the Property and insurance for the protection of the Corporation, the Association, its officers, directors and Owners. To reconstruct improvements upon the Property after casualty and to further improve the property.
- (f) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Property and for the health, comfort, safety and welfare of the Owners.
- (g) To enforce by legal means the provisions of Florida Statutes as they may apply, these Articles, the Bylaws, and the rules and regulations for the use of the Property, subject, however, to the limitation regarding assessing Units owned by the Declarant for fees and expenses relating in any way to claims or potential claims against the Declarant as set forth herein and/or in the Bylaws.
- (h) To contract for the management and maintenance of the Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by these Articles, the Bylaws, the Declaration and Florida Statutes, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

(i) To employ personnel to perform the services required for the proper operation of the Association.

5.3 Association of the Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Owners in accordance with the provisions of the Declaration, these Articles and the Bylaws.

5.4 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

5.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, Bylaws and appropriate Florida Statutes.

ARTICLE VI MEMBERS

6.1 Membership. Membership in the Association may only be issued or transferred to the record title owner(s) of Units in Willa Springs Condominium. Each Owner of a Unit shall be a member. Any member may own more than one Unit.

6.2 Assignment. The rights, titles, duties and responsibilities of a member in the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that Unit is held.

6.3 Voting. On all matters upon which the membership shall be entitled to vote, voting rights shall be exercised as provided in the Declaration.

6.4 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE VII TERM OF EXISTENCE

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Department of State. The Association shall exist in perpetuity.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert L. Plowfield, Jr.	1035 S. Semoran Blvd., Suite 1019 Winter Park, FL 32792

ARTICLE IX
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	<u>Robert L. Plowfield, Jr.</u> <u>1035 S. Semoran Blvd., Suite 1019</u> <u>Winter Park, FL 32792</u>
------------	---

Vice President:	<u>Christa Plowfield</u> <u>1035 S. Semoran Blvd., Suite 1019</u> <u>Winter Park, FL 32792</u>
-----------------	--

Secretary-Treasurer:	<u>Christa Plowfield</u> <u>1035 S. Semoran Blvd., Suite 1019</u> <u>Winter Park, FL 32792</u>
----------------------	--

ARTICLE X
DIRECTORS

10.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board of Directors. The number of directors, voting rights, and method of election, removal and filling of vacancies on the Board shall be as provided in the Bylaws.

10.2 Duties and Powers. All of the duties and powers of the Association and these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Owners when such approval is specifically required.

ARTICLE XI INDEMNIFICATION

11.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. 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 and in a manner in which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

11.2 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

11.3 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

11.4 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

11.5 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XII
BYLAWS

The first 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 XIII
AMENDMENTS

Amendments to the Articles of Incorporation require the unanimous approval of all of the voting interests in the Corporation.

ARTICLE XIV
DISSOLUTION

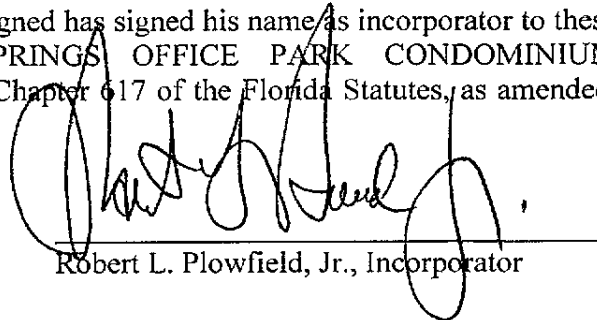
The Corporation may be dissolved as provided by Florida law. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes, in accordance with applicable law.

ARTICLE XV
REGISTERED AGENT

The name and street address of the initial registered office and the initial registered agent are as follows:

Robert L. Plowfield, Jr.
1035 S. Semoran Blvd., Suite 1019
Winter Park, FL 32792

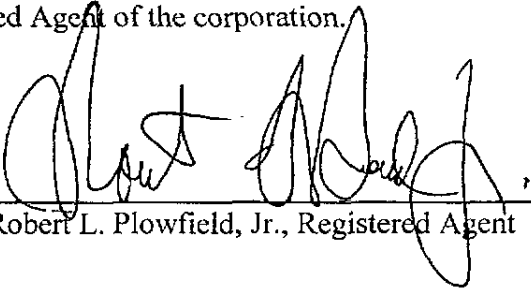
IN EXECUTION HEREOF, the undersigned has signed his name as incorporator to these Articles of Incorporation of WILLA SPRINGS OFFICE PARK CONDOMINIUM ASSOCIATION, INC., organized pursuant to Chapter 617 of the Florida Statutes, as amended, as of this 21st day of September, 2004.


Robert L. Plowfield, Jr., Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article XV of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0503, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED this 21st day of September, 2004.



Robert L. Plowfield, Jr., Registered Agent

04 SEP 23 PM 1:05
SERIES 100
DIVISION 100
OFFICE 100