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FLORIDA NON-PROFIT CORPORATION

WOODLAND LAKES PRESERVE HOMEOWNERS' ASSOCIATION, INC

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**ARTICLES OF INCORPORATION
OF
WOODLAND LAKES PRESERVE HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned natural person competent to contract, acting as incorporator of a corporation not-for-profit, hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is **WOODLAND LAKES PRESERVE HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association."

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Association is 620 North Wymore Road, Suite 240, Maitland, Florida 32751.

**ARTICLE III
REGISTERED AGENT**

American Information Services, Inc., whose street address is 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801, is hereby appointed the initial registered agent of this Association.

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

A. The Association has been established in connection with that certain residential community commonly known as "Woodland Lakes Preserve" which is being developed by DeLuca Enterprises, Inc., a Pennsylvania corporation doing business in Florida as DeLuca Group, Inc. (the "Developer"). The Developer has or will record a Declaration of Covenants, Conditions and Restrictions for Woodland Lakes Preserve (the "Declaration") among the Public Records of Orange County, Florida, which will impose certain covenant, restrictions, easements, charges, liens and other rights and obligations in connection therewith. The terms and words used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration, unless expressly provided herein to the contrary. All references herein to the Declaration shall refer to the Declaration as it may from time to time be amended as provided therein.

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B. 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 the Common Areas, and the architectural control of the Lots within that certain residential community in Orange County, Florida, known as Woodland Lakes Preserve, and to promote the health, safety and welfare of the residents within the above community and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and in furtherance of these purposes, to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association, including but not limited to, maintenance, operation, and repair of the Surface Water or Stormwater Management Systems, as set forth in the Declaration.

(b) fix, levy, collect and enforce payment of, by any lawful means, all charges, assessments and working capital contributions, pursuant to the terms of the Declaration; 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 the property of the Association;

(c) subject to such conditions as may be provided in the Declaration, 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) subject to such conditions as may be provided in the Declaration, borrow money, and with the assent of two-thirds (2/3) of the votes of each class of members, sell any or all of its real or personal property, or mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) subject to such conditions as may be provided in the Declaration, dedicate, sell or transfer all or any part of the Common Area to any public agency or authority or utility for such purposes;

(f) subject to such conditions as may be provided in the Declaration, participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members unless otherwise provided in the Declaration;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise.

ARTICLE V MEMBERSHIP AND VOTING RIGHTS

The qualifications for members, the manner of their admission and expulsion, and their voting rights shall be regulated by the Bylaws.

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**ARTICLE VI
BYLAWS**

The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors, and which bylaws may be altered or rescinded by the Board of Directors as said Bylaws may provide.

**ARTICLE VII
AMENDMENT**

The Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE VIII
BOARD OF DIRECTORS**

The affairs and property of this corporation shall be managed and governed by a Board of Directors, who need not be members of the Association, composed of not less than three (3) nor more than five (5) persons. The first Board of Directors shall have three (3) members, and in the future the number will be determined from time to time in accordance with the provisions of the Bylaws of the corporation. The number of Directors on the Board of Directors shall always be an odd number.

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Robert T. Rosen
620 North Wymore Road
Suite 240
Maitland, Florida 32751

Sandra Stuart
620 North Wymore Road
Suite 240
Maitland, Florida 32751

Larry Kaufmann
620 North Wymore Road
Suite 240
Maitland, Florida 32751

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ARTICLE IX **OFFICERS**

The officers of this Association, who shall manage the day-to-day affairs of the Association subject to the direction of the Board, shall be a President and a Vice President, who shall at all times be members of the Board of Directors; a Secretary, a Treasurer, and such officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the officers who are to serve until the first election of appointments are:

<u>NAME</u>	<u>ADDRESS</u>
President: Robert T. Rosen	620 North Wymore Road Suite 240 Maitland, Florida 32751
Vice President: Sandra Stuart	620 North Wymore Road Suite 240 Maitland, Florida 32751
Secretary/Treasurer: Larry Kaufmann	620 North Wymore Road Suite 240 Maitland, Florida 32751

ARTICLE X **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

(a) The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(i) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action

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was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(ii) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

(b) Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XI

ANNEXATION OF ADDITIONAL PROPERTY

Subject to the terms, conditions and provisions of the Declaration additional residential property, common area and recreational facilities may be annexed to the Property (i) by the members with the consent of two-thirds (2/3) of each class of members of the Association, (ii) by the Developer, or (iii) pursuant to Article XI of the Declaration. Such Annexation shall become effective upon the recording of an amendment to the Declaration in the Public Records of Orange County, Florida.

ARTICLE XII

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than seventy-five percent (75%) of the total number of votes in each class membership.

So long as there is a Class B membership, the Class B member may amend the Articles of Incorporation of the Association to correct any omission or error, or effect any other amendment, except that this procedure for amendment cannot be used if such an amendment would, in the reasonable opinion of the Developer, materially and adversely affect substantial property rights of Owners, unless the affected Owners consent in writing. The execution and recording or filing, as applicable, of any amendment by the Developer pursuant hereto shall be conclusive evidence that the amendment does not materially and adversely affect substantial property rights of Owners who did not join in or consent to such execution.

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ARTICLE XIII
DISSOLUTION

The Association 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 in each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event 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. Any action under this Article is subject to the procedures and requirements of Section 617.05, Florida Statutes. In the event of dissolution of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System shall be transferred to an entity which would comply with Section 40C-42.027, Florida Administrative Code.

ARTICLE XIV
DURATION

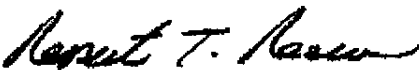
The existence of the Association shall commence upon the filing of these Articles with the Secretary of State. The corporation shall exist perpetually.

ARTICLE XV
INCORPORATOR

The name and address of the Incorporator is as follows:

Robert T. Rosen
620 North Wymore Road
Suite 240
Maitland, Florida 32751

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 27th day of September, 2004.



ROBERT T. ROSEN

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STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority ROBERT T. ROSEN, to me well known and well known to me to be the person described in and who executed the foregoing and he acknowledged before me that he executed the said instrument as his free and voluntary act and deed for the uses and purposes therein set forth and expressed. He is personally known to me.

Witness my hand and seal this 27 day of September, 2004.



Tracey Gregory
My Commission DD335616
Expires August 20, 2008

Tracey Gregory
NOTARY PUBLIC
Name: Tracey Gregory
My Commission Expires: 8/20/08
Commission #: DD335616

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**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the provisions of Chapter 607, Florida Statutes, the following is submitted:

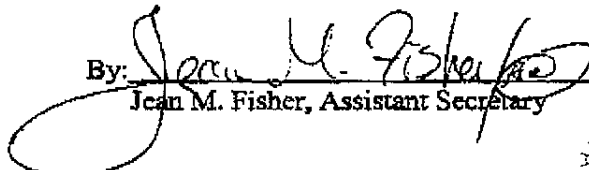
WOODLAND LAKES PRESERVE HOMEOWNERS ASSOCIATION, INC. (the "Association") desiring to organize as a domestic not for profit corporation under the laws of the State of Florida has named and designated American Information Services, Inc., as its Registered Agent to accept service of process within the State of Florida and perform such other duties as are required in the State and has designated its registered office located at 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for **WOODLAND LAKES PRESERVE HOMEOWNERS ASSOCIATION, INC.**, at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of said Statutes, as the same may apply to the Association; and I further agree to comply with the provisions of said Statutes relative to keeping open said office and all other statutes, all as the same may apply to the Association relating to the proper and complete performance of my duties as Registered Agent.

DATED this 29th day of September, 2004.

AMERICAN INFORMATION SERVICES, INC.

By: 
Jean M. Fisher, Assistant Secretary

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TALLAHASSEE, FLORIDA