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1.) Leesburg US Hwy 27/SE 44 Property Owners Association, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

**ARTICLES OF INCORPORATION  
OF  
LEESBURG US HWY 27/SR 44 PROPERTY OWNERS ASSOCIATION, INC.**

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**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is LEESBURG US HWY 27/SR44 PROPERTY OWNERS ASSOCIATION, INC. (the "Association") and its principal place of business shall be located at 4210 W. Spruce Street, Suite 202, Tampa, FL 33607-4161.

**ARTICLE II - NOT FOR PROFIT**

The organizers hereby associate themselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV - PURPOSES**

This corporation is organized for the purpose of transacting any or all lawful business. The general nature of the business to be conducted by the corporation shall be the ownership of, operation, maintenance and management of the master stormwater retention pond area known as Tract A serving an approx. 4.07 acre parcel of land which is subdivided into Parcel 1, Parcel 2 and Parcel 3 (the "Property") located at the corner of South 14<sup>th</sup> Street (US Highway 27) and Dixie Avenue (State Highway 44) in Leesburg, Florida

**ARTICLE V - LIMITATION**

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Members, or Officers, but the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV 9 (PURPOSES).

**ARTICLE VI - MEMBERS**

All persons or entities who are alone or collectively the record owner of fee simple title to either Parcel 1, Parcel 2, or Parcel 3, but excluding those having any interest in a parcel merely as security for the performance of an obligation, shall be Members. In the event that the ownership of any building or other improvements on any portion of Parcel 1, Parcel 2, or Parcel 3 shall ever be severed from the land, whether by lease or by deed, only the owner of the interest in the land shall be deemed a

Member. The owner of the fee title and not the lessee of Parcel 1, Parcel 2 or Parcel 3 shall be deemed the Member regardless of the terms of any lease. Fee Simple Ownership of either Parcel 1, Parcel 2 or Parcel 3 shall be the sole qualification for membership, provided, however, a Member's voting rights, if any, may be regulated or suspended as provided in the Bylaws, or the Association's rules, or in the Declaration Of Covenants, Conditions, Easements And Restrictions governing the Property. Not more than one membership shall exist based upon ownership of a single parcel.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office address of this corporation is 4210 W. Spruce Street, Suite 202, Tampa, Florida 33607-4161 and the name of the initial registered agent of this corporation at that address is Timothy Stefan.

#### **ARTICLE VIII - NUMBER OF DIRECTORS**

The business of the Association shall be conducted by a Board of Directors which shall consist of Three (3) Directors, as shall be designated by the Bylaws and elected at the annual meeting. This Association shall have no less than three (3) directors constituting the Board of Directors nor more than nine (9) directors but in all events shall always be an odd number. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors is as follows:

<u>Name</u>	<u>Address</u>
Timothy Stefan	4210 W. Spruce Street Suite 202 Tampa, FL 33607-4161
Ted B. Greenslait	4210 W. Spruce Street Suite 202 Tampa, FL 33607-4161
Patrick Walsh	4210 W. Spruce Street Suite 202 Tampa, FL 33607-4161

#### **ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these articles is:

Ted Greenslait  
4210 W. Spruce Street Suite 202  
Tampa, FL 33607-4161

## **ARTICLE X - INDEMNIFICATION**

The Association shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes (1990).

## **ARTICLE XI - RIGHTS OF DEVELOPER**

Amprop Development Corporation, a corporation existing under the laws of the State of Florida and authorized to do business in the State of Florida, is currently the fee simple owner and developer of the Property. They shall have the full right and authority to manage the affairs and exclusive right to elect the directors of the Association until at least one either Parcel 1, Parcel 2, or Parcel 3 shall be sold to another party or entity. During the period the Developer is in control of the Association, the Directors shall exercise all rights and powers which would be otherwise be exercisable by the Members.

## **ARTICLE XII - AMENDMENT**

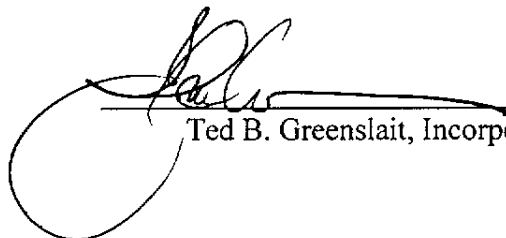
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

## **ARTICLE XIII - NONSTOCK BASIS**

This Association is organized on a nonstock basis. The Association shall not issue shares of stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: October 11, 2004.

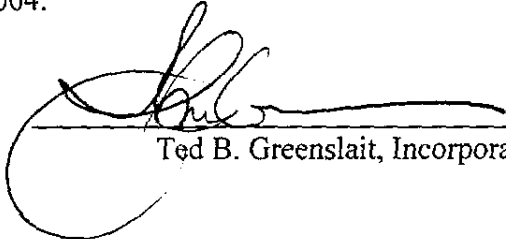
  
Ted B. Greenslait, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **LEESBURG US HWY 27/SR 44 PROPERTY OWNERS ASSOCIATION, INC.** desiring to organize or qualify under the laws of the State of Florida has named Timothy Stefan at 4210 W. Spruce Street, Suite 202, Tampa, Florida 33607-4161, as its agent to accept service of process with Florida.


Dated: October 12, 2004.

  
\_\_\_\_\_  
Ted B. Greenslait, Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this 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: October 12, 2004.

  
\_\_\_\_\_  
Timothy Stefan, Registered Agent

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