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FLORIDA NON-PROFIT CORPORATION

HERITAGE PLACE OF ST. CLOUD HOMEOWNERS' ASSOCIATION,

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05 APR -1 AM 7:31CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF OSCEOLA, FLORIDA

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**ARTICLES OF INCORPORATION
OF
HERITAGE PLACE OF ST. CLOUD HOMEOWNERS' ASSOCIATION, INC.
(A Corporation Not for Profit)**

In accordance with the provisions of the laws of the State of Florida for the formation of Corporations Not For Profit, the undersigned, hereby forms a corporation not for profit for the purpose and with the powers hereinafter mentioned. To that end the undersigned, by these Articles of Incorporation, set forth the following:

ARTICLE I - NAME

The name of this Corporation shall be HERITAGE PLACE OF ST. CLOUD HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation shall be herein referred to as the "Association", whose present address until changed is: 1633 E. Vine Street, Suite 216, Kissimmee, FL 34744.

ARTICLE II - PURPOSE

The purposes for which this Association is organized are not pecuniary gain or profit to the members thereof. The specific objects and purposes for which it is formed are:

Section 1. Those objects and purposes authorized by the Declaration of Covenants and Restrictions for HERITAGE PLACE OF ST. CLOUD recorded (or to be recorded) in the Public Records of Osceola County, Florida, as hereafter amended or supplemented from time to time (herein the "Declaration").

Section 2. To be the "Association" for the operation of planned residential community known as HERITAGE PLACE OF ST. CLOUD, and as such Association to operate and administer said community and carry out the functions and duties of said Association as set forth in the Declaration.

Section 3. To preserve the values in HERITAGE PLACE OF ST. CLOUD and to maintain the common properties thereof for the benefit of the owners who become members of the Association.

Section 4. To promote the health, safety and welfare of the residents within HERITAGE PLACE OF ST. CLOUD, together with any additions thereto as may hereafter be brought within the jurisdiction of this Association.

Section 5. The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

Section 6. All definitions set forth in the Declaration are incorporated herein by this reference.

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conditions and of all future or further permitting actions of the South Florida Water Management District for the benefit of the Association.

Section 4. The Association shall have the power to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration. The Association shall further have the power to levy assessments against each Unit for the purpose of maintaining the Common Areas and facilities or as otherwise provided in the Declaration, all in compliance with the provisions of the Declaration, and with the restrictions on the plats or portions of the Property from time to time recorded by Developer, and 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 to be levied or imposed against the property of the Association. The Association is responsible for assessing and collecting fees for the operation, maintenance and, if necessary, replacement of the surface water management system. Fees shall be assessed and collected through annual or special assessments.

Section 5. The Association shall have the power to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, mortgage, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association. The Association shall have the power to mortgage any or all of Common Areas and facilities for the purposes of improvement or repair pursuant to approval of two-thirds (2/3) of the votes of the Owners who are voting in person or by proxy at a regular meeting of the Association or at a meeting duly called for such special purpose.

Section 6. The Association shall have the power to borrow money for any purpose as may be limited in the Association Bylaws.

Section 7. The Association shall have the power to dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer. The Association shall also have the power to convey any or all of said Common Areas to the State, County, or public agency pursuant to a lawful taking of eminent domain.

Section 8. The Association shall have the power to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional 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.

Section 9. The Association shall have the power and responsibility to manage, control, operate, maintain, repair, replace and improve Common property, including, without limitation, the surface water management system (SWMS) permitted in the South Florida Water Management District, permit no. ~~49-01318-P~~, including all lakes, retention areas, culverts, and related appurtenances, and facilities and property subsequently acquired by the Association or any property owned by another, for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services. The South Florida Water Management District shall have the right to take enforcement action, including a civil action for an injunction and penalties, against the

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Association to compel it to correct any outstanding problems with the surface water management system facilities under the responsibility or control of the Association.

Section 10. The Association shall have the power to enforce covenants, conditions, restrictions, rules or regulations affecting any property to the extent that the Association may be authorized to do so under the Declaration, the Articles or Bylaws. The Association shall have the power to suspend the voting rights and the right of an Owner to use the Common Areas, for any period during which any assessment levied against his or her Living Unit remains unpaid for more than thirty (30) days after notice, and for a period not to exceed sixty (60) days for any infraction of the rules and regulations. Suspension of common-area-use rights shall not impair the right of an Owner or tenant of a parcel to have vehicular and pedestrian ingress to and egress from the parcel, including, but not limited to, the right to park.

Section 11. The Association shall have the power to engage in activities which will actively enforce and promote the common interest of all owners of Lots with HERITAGE PLACE OF ST. CLOUD.

Section 12. The Association shall have the power to enter into, make, perform or enforce contracts of every kind and description, and to do all other acts necessary, appropriate or with any other association, corporation or any other entity or agency, public or private. The Association shall also have the powers reasonably necessary to implement and effectuate the purposes of the Association.

Section 13. The Association shall have the power to adopt, alter or amend or repeal the Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, that such Bylaws may not be inconsistent with or contrary to any provisions of the Covenants.

Section 14. The Association shall have the power to sue and be sued.

Section 15. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the Sections of this Article III are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article III.

ARTICLE IV - MEMBERS

The qualifications of members, the matter of their admission to membership, the termination of such membership and voting by members shall be as follows:

Section 1. Every owner of a Lot which is subject by covenant of record to assessment by the Association shall be a Member of the Association. There shall be one person, with respect to each Lot, who shall be entitled to vote at any meeting of the Members and such person shall be known (and is hereinafter referred to) as a "Voting Member", provided, however, the Owner(s) of multiple Lots shall be entitled to one vote for each Lot owned. If a Lot is owned by more than one person, the owners of said Lot shall designate one of them as the Voting Member, or in the case of a corporate Lot Owner, an officer or an employee thereof shall be the Voting Member. Designation of

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the Voting Member shall be made, as provided by and subject to, the provisions and restrictions set forth in the Bylaws of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot. Transfer of Lot ownership either voluntarily or by operation of law, shall terminate membership in the Association, and said membership shall thereupon be vested in the transferee.

Section 2. Membership shall be established by the acquisition of fee simple title to a Lot whether by conveyance, devise, judicial decree, or otherwise, and the membership of any party shall be automatically terminated upon his being divested of his fee ownership in any Lot, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Lots or who may own a fee simple interest in two or more Lots so long as such parties shall retain title to at least one Lot.

Section 3. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Lot. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the Bylaws which may be hereafter adapted.

Section 4. The Association shall have two classes of voting membership:

1. Class A. Class A members shall be all owners as defined in Sections 1 and 2 with the exception of the Developer as defined in the Declaration, herein referred to as the "Developer" (as long as the Class B membership shall exist and thereafter, the Developer shall be a Class A member to the extent it would otherwise qualify). Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

2. Class B. The Class B Member shall be the Developer. The Class B Member shall be entitled to five (5) votes for each platted Lot owned by Developer; provided that the Class B membership shall cease and terminate upon the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership; or

on December 31, 2007; or

at any time prior to that date at the election of the Developer.

Section 5. The Bylaws of the Association shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if 33-1/3% of the total number of members in good standing shall be present or represented at the meeting.

ARTICLE V - CORPORATE EXISTENCE

The term for which this Association is to exist shall be perpetual.

ARTICLE VI - PRINCIPAL OFFICE AND RESIDENT AGENT

The principal office of the Association shall be located at 1633 E. Vine Street, Ste. 216, Kissimmee, Florida 34744, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. In compliance with Section 617.023, Florida Statutes, Jeffrey A. Keller, is designated Resident Agent of the Association upon whom services of process may be served at 1633 E. Vine Street, Ste. 216, Kissimmee, Florida 34744, as the office to be maintained for that purpose, provided that such Registered Agent and office may be changed from time to time as the Board of Directors of the Association may determine.

ARTICLE VII - OFFICERS

Section 1. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election of officers, for the removal from office of officers, for filling vacancies and for the duties of the officers. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties or exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. The President and Vice President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the offices of President and Vice President shall not be held by the same person nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE VIII - FIRST OFFICERS

The names of the first officers of the Association, who shall hold office until the first annual meeting of Directors and thereafter until successors are duly elected and have taken office, shall be as follows:

President	Jeffrey A. Keller
Vice President	Norma Mingoia
Secretary	Norma Mingoia
Treasurer	Jeffrey A. Keller

ARTICLE IX - BOARD OF DIRECTORS

Section 1. The property, business and affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 2. The initial Board of Directors of the Association shall hold office until such time as the Developer no longer holds the majority of the votes to be cast by the Members of the Association.

Section 3. Except for the initial Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election of directors and for the removal from office of directors. All directors shall be members of the Association residing in Heritage Place of St. Cloud or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Developer.

Section 4. Except for the first Board of Directors, Members elected to the Board of Directors shall hold office for the terms set forth in the Bylaws.

Section 5. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE X - BYLAWS

The Bylaws of the Association consistent with these Articles of Incorporation shall be adopted by the first Board of Directors, and may be altered, amended or rescinded in the manner provided for in the Bylaws.

ARTICLE XI - TAX EXEMPTION

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Directors, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes and powers set forth in Articles II and III hereof. If determined by the Board of Directors, the Association shall qualify as a corporation exempt from Federal income tax under Section 528 of the Internal Revenue Code of 1954 or the corresponding provision to any future Internal Revenue law.

ARTICLE XII - INDEMNIFICATION

Section 1. 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

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that he or she 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 or her in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she 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 or she has reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by a 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 which he or she 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 or she had reasonable cause to believe that his or her conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 3. 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 through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

Section 4. 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 director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. 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 or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 6. The provisions of this Article XII may not be amended.

ARTICLE XIII – DISSOLUTION

The Association may be dissolved, other than incident to a merger or

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consolidation, with the assent given in writing and signed by not less than two-thirds (2/3) of 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 purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval on dissolution pursuant to the provisions of Florida Statute 617.05. In the event the Association is dissolved, the surface water management system, the property consisting of the surface water management system, and the water management portions of the Common Areas shall be conveyed to an appropriate agency of the local government determined to be acceptable to the South Florida Water Management District. If the local government declines to accept the conveyance, then the surface water management system's property containing the surface water management system and the water management portions of the Common Areas shall be dedicated to a similar non-profit corporation.

ARTICLE XIV - AMENDMENTS

Section 1. Prior to the time of recordation of the Declaration, these Articles of Incorporation may be amended by an instrument, in writing, signed by all of the Subscribers to these Articles of Incorporation, or their successors, stating the Article number and the manner of its amendment and filed in the office of the Secretary of State of the State of Florida with a certified copy of each such amendment attached to these Articles of Incorporation upon its recordation with the Declaration.

Section 2. After the filing of the Declaration these Articles of Incorporation may be amended in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.
2. Resolution approving a proposed amendment may be proposed by either the Board of Directors or by the membership of the Association, and after being so proposed it must be submitted to the membership for approval and thereupon receive such approval. Such approval must be by affirmative vote of at least seventy-five percent (75%) of the entire membership.
3. Any amendment to these Articles of Incorporation which would affect the surface water management system or water management portions of Common Areas shall be submitted to the South Florida Water Management District for review and approval prior to finalization of the amendment. The South Florida Water Management District shall determine if the proposed amendment will require a modification of any surface water management permit. If a permit modification is necessary, the modification must be approved by the South Florida Water Management District prior to the amendment of the Articles of Incorporation.

Section 3. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Covenants, the Covenants shall control.

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ARTICLE XV - ADDITIONAL APPROVALS

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans' Administration, to with:

Annexation of additional properties;
Mergers and consolidations;
Mortgaging of Common Area;
Dedication of Common Area; and
Dissolution and amendment of these Articles.

ARTICLE XVI - SUBSCRIBERS

The names and street addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey A. Keller	1633 E. Vine Street, Suite 216 Kissimmee, FL 34744

ARTICLE XVII - SEVERABILITY

Invalidation of any one of these Articles or Sections of Articles by judgment or court order shall in no way affect any other provisions which shall remain in full force and effect.

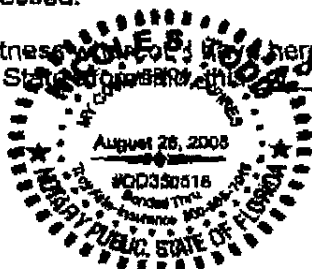
IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, the undersigned, constituting the Subscriber and incorporator of this Association, has executed these Articles of Incorporation this 20th day of March, 2005.

State of Florida
County of Polk

Jeffrey A. Keller (SEAL)
Incorporator

I hereby certify that on this day, before me, a notary public duly authorized in the County and State aforesaid to take acknowledgments and administer oaths, personally appeared Jeffrey A. Keller, to be well known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed same for the purposes and intents therein expressed.

In witness whereof, I hereunto set my hand and affixed my official seal, in the County and State aforesaid, this 20th day of March, 2005.



Todd S. Todd
Notary Public
Printed Name
My Commission Expires:

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ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process for the above stated nonprofit corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agreed to act in this capacity, and further agreed to comply with the provisions of all statutes relative to the proper and complete discharge of his/her duties.

Dated this 31 day of March, 2005


Registered Agent

Jeffrey H. Keller

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HERITAGE PLACE OF ST. CLOUD HOMEOWNERS' ASSOCIATION, INC.
REGISTERED AGENT DESIGNATION CERTIFICATE

The undersigned, as an officer of Heritage Place of St. Cloud Homeowners' Association, Inc., authorized to sign this designation on behalf of Heritage Place of St. Cloud Homeowners' Association, Inc., hereby states:

I.

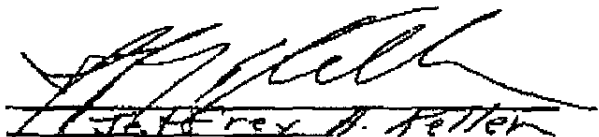
The address of this corporation's registered office and principal place of business, where service of process within the State of Florida may be served upon this corporation's registered agent, shall be:

1633 E. Vine Street, Suite 216, Kissimmee, FL 34744

II.

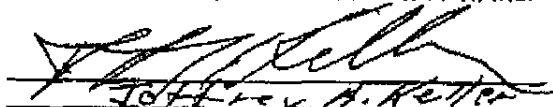
The name of the individual who shall serve as this corporation's registered agent, to accept service of process within the State of Florida, at the address is:

Jeffrey A. Keller


Jeffrey A. Keller
President

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for Heritage Place of St. Cloud Homeowners' Association, Inc., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Heritage Place of St. Cloud Homeowners' Association, Inc.


Jeffrey A. Keller
Registered Agent

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