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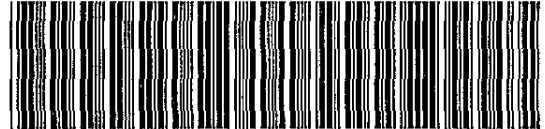
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J. Shivers APR 22 2005

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April 13, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Winter Garden Business Park Property Owners Association, Inc.
Our File No.: W435-19337

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the Winter Garden Business Park Property Owners Association, Inc. Please file the Articles of Incorporation and return a certified copy of the Articles of Incorporation and a Certificate of Status to my office via U.S. Mail.

I have enclosed a check in the amount of \$87.50, representing your fee, and a self-addressed, stamped envelope. If you should have any questions or concerns, please call me.

Very truly yours,



DANIEL W. LANGLEY

DWL/jl
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
WINTER GARDEN BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC.
(a corporation not for profit)

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, who is a resident of California and who is of full age, does hereby certify:

ARTICLE I.
NAME

The name of the Corporation is **WINTER GARDEN BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC.**, hereinafter called the "Association"

ARTICLE II.
INITIAL PRINCIPAL OFFICE
AND INITIAL MAILING ADDRESS OF ASSOCIATION

The initial principal office and mailing address of the Association is: c/o Leasco Management Company, 310 South Dillard Street, Suite 300, Winter Garden, Florida 34787.

ARTICLE III.
INITIAL REGISTERED AGENT

The initial Registered Agent of the Association is: Daniel Barnewolt, whose address is c/o Leasco Management Company, 310 South Dillard Street, Suite 300, Winter Garden, Florida 34787.

ARTICLE IV.
PURPOSES AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members. The specific purposes for which the Association is formed shall be to administer the management, maintenance, operation, construction, reconstruction, improvement, replacement and repair of Common Areas and facilities thereon of the Winter Garden Business Park according to the plat thereof, to be recorded in the Public Records of Orange County, Florida ("Plat") and to undertake the performance of the acts and duties incident to the administration of the management, maintenance, operation, construction, reconstruction, improvement, replacement and repair of Common Areas and facilities thereon, including, easement areas, common improvements, facilities, signage, landscaping, irrigation, curbing, pavement, pipes, lines, conduits, stormwater ponds, appurtenances and utilities located within the Common Area, in accordance with the terms, provisions, covenants and restrictions

contained in these Articles, the Bylaws of this Corporation, and that certain Declaration of Restrictions, Covenants and Conditions and Grant of Easements, applicable to the Property described herein to be recorded in the Public Records of Orange County, Florida ("Declaration"), and to otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Common Area pertaining to the property described on Exhibit "A" (herein referred to as the "Property"). The terms used in these Articles shall have the same meaning as set forth in the Declaration, unless otherwise defined herein. In furtherance of these purposes, the Association shall have, but shall not be limited to, the power:

1. to exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the Property described on the attached Exhibit "A" recorded (or to be recorded) in the Public Records of Orange County, Florida, and that the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
2. to fix, levy, collect and enforce payment by any lawful means for all charges and assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, and all administration, operation, replacement, reconstruction, maintenance and repair of the Joint Roadways, Retention Tract, Common Area, Utility Lines, easements, utilities, landscaping, paving, curbing, Surface Water or Stormwater Management System and other improvements, including but not limited to work within retention areas, drainage structures and drainage easements, common area maintenance, common obligations, legal 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;
3. to 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;
4. to borrow money, and with the affirmative vote of at least two-thirds (2/3) of the votes to which the members are entitled under the Declaration, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debt incurred;
5. to dedicate, sell or transfer all or any part of the Common Area, Easement Areas or other areas referenced in the Declaration to which the Association has fee simple title to any public agency, authority, or utility for such purposes and subject to such

conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless approved by an affirmative vote of at least two-thirds (2/3) of the votes to which the members are entitled under the Declaration, and then only upon recording of an appropriately executed instrument, except in the event of eminent domain, or the threat of eminent domain, whereupon such transfer may be made by the majority vote of the then Directors of the Association upon such terms and conditions as they shall in their sole discretion deem prudent in the exercise of reasonable business judgment; and

6. to operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System; and
7. to purchase and maintain general liability insurance and other insurance as required by law, regulation, ordinance, or as otherwise needed; and
8. to purchase and maintain liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities incurred in the scope or performance of their duties; and
9. to contract for the maintenance of the Common Area; and
10. to make and establish reasonable rules and regulations governing the use of the Common Area; and
11. to have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V. **MEMBERSHIP IN THE ASSOCIATION**

Every person or entity who is a record owner ("Owner") of a fee or undivided fee interest in any lot or parcel or portion of the Property, other than the Retention Tract and Common Area conveyed to the Association, which lot or parcel is subject by covenants of record to assessment by

the Association, including contract sellers, shall automatically be a member of the Association. The foregoing does not, and is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any of the aforescribed lots or parcels which are subject to assessment by the Association.

ARTICLE VI.
VOTING RIGHTS OF MEMBERS OF THE ASSOCIATION

The Association shall have one (1) class of voting membership. There shall be a total of fifteen (15) votes available to the members with the number of votes allocated to a member or members owning a Lot or parcel. The Owner of Lot 1 of the Plat containing approximately 7.02 acres shall have nine (9) votes and the Owner of Lot 2 of the Plat containing approximately 2.43 acres shall have six (6) votes. However, in the event the Property is further subdivided by amending the Plat, or otherwise, allocation of the votes shall be determined by dividing the acreage of land, in acres, owned by such member or members having an interest in the same Lot or parcel by the total Property area, which is 9.45 acres (not including Common Area to be conveyed to the Association); and then multiplying that fraction by the number 15 and rounding to the nearest tenth. When more than one (1) person or entity holds an interest in any lot or parcel, all such persons and entities, except those holding only a security interest, shall be members; provided, however, the vote for such lot or parcel shall be exercised as they among themselves determine, but in no event shall such members owning the same lot or parcel be entitled to more than the total number of votes allocated above with respect to the lot or parcel owned by said members.

ARTICLE VII.
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors composed initially of three (3) directors. Directors need not be members of the Association.

The election, replacement, removal and activities of the Board of Directors shall be regulated by the Bylaws of the Association.

The names and addresses of said persons who are to serve on the initial Board of Directors are:

DALE A. WILLIAMS
2755 Bristol Street, Suite 140
Costa Mesa, CA 92626

LORI BRENNING
2755 Bristol Street, Suite 140
Costa Mesa, CA 92626

RORY WILLIAMS
2755 Bristol Street, Suite 140

Costa Mesa, CA 92626

ARTICLE VIII.
OFFICERS

The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The officers of the Association shall be elected by the Board of Directors 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 names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

DALE A. WILLIAMS
President
2755 Bristol Street, Suite 140
Costa Mesa, CA 92626

LORI BRENNING
Vice President/Treasurer
2755 Bristol Street, Suite 140
Costa Mesa, CA 92626

RORY WILLIAMS
Secretary
2755 Bristol Street, Suite 140
Costa Mesa, CA 92626

ARTICLE IX.
INCORPORATOR

The name and address of the incorporator is as follows:

Winter Garden Business Park, LLC
9198 Greenback Lane, #115
Orangevale, CA 95662

ARTICLE X.
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the votes to which the members are entitled. In the event of termination, dissolution or final liquidation of the Association, the responsibility for all matters other than the Surface Water or Stormwater Management System shall be by the Owner of the Parcels and the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and acceptance by an entity which would comply with section 40C-42.027 F.A.C., and

be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI.
DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation and the Association shall exist perpetually.

ARTICLE XII.
AMENDMENTS

Winter Garden Business Park, LLC may amend these Articles at any time until it no longer has any interest in at least one (1) acre of the Property. Thereafter, amendment of these Articles shall require the written approval of at least two-thirds (2/3) of the votes to which the members are entitled.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, the Incorporator of these Association have executed these Articles of Incorporation effective this 12 day of April, 2005.

Incorporator:
Winter Garden Business Park, LLC

By: Dale A. Williams
Dale A. Williams, Managing Member

STATE OF Florida
COUNTY OF Orange

THE FOREGOING INSTRUMENT was acknowledged before me this 12 day of April, 2005, by Dale A. Williams as Managing Member of Winter Garden Business Park, LLC.



Brandie Stewart
My Commission DD367348
Expires October 31, 2008

[Signature]
(Signature of Notary Public)

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Articles of Incorporation of
WINTER GARDEN BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC.
Page 7



Brandie Stewart
My Commission DD367348
Expires October 31, 2008

Brandie A. Stewart
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of WINTER GARDEN BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC., and I agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.

Daniel Barnewolt
Daniel Barnewolt

STATE OF FLORIDA
COUNTY OF ORANGE

THE FOREGOING INSTRUMENT was acknowledged before me this 12 day of April, 2005, by Daniel Barnewolt, described as the REGISTERED AGENT for WINTER GARDEN BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC. and who executed the foregoing designation as REGISTERED AGENT for the purposes therein expressed.

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Brandie Stewart
My Commission DD367348
Expires October 31, 2008

Brandie A. Stewart
(Signature of Notary Public)
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

EXHIBIT "A"

A PORTION OF LAND LYING IN THE NW 1/4 OF THE NW 1/4 OF SECTION 26,
TOWNSHIP 22 SOUTH, RANGE 27 EAST, ORANGE COUNTY FLORIDA. BEING MORE
PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NE CORNER OF THE NW 1/4 OF THE NW 1/4 OF SAID SECTION 26; THENCE S 00°11'16" W ALONG THE EASTERLY LINE OF SAID NW 1/4 OF THE NW 1/4 OF SECTION 26 FOR A DISTANCE OF 75.00 FEET TO A POINT ON THE SOUTH RIGHT-OF-WAY LINE FOR STATE ROAD 50; THENCE S 00°11'16" W ALONG SAID EASTERLY LINE FOR A DISTANCE OF 735.56 FEET; THENCE DEPARTING SAID EASTERLY LINE N 90°00'00" W FOR A DISTANCE OF 34.23 FEET TO A POINT ON THE WEST RIGHT-OF-WAY LINE OF COUNTY ROAD NO. 535, SAID POINT BEING THE POINT OF BEGINNING; THENCE CONTINUE N 90°00'00" W FOR A DISTANCE OF 90.18 FEET; THENCE S 67°59'20" W FOR A DISTANCE OF 267.03 FEET; THENCE S 89°48'34" W FOR A DISTANCE OF 935.00 FEET TO A POINT ON THE EASTERLY LINE OF LANDS DESCRIBED IN O.R. 1871, PAGE 840; PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA; THENCE S 00°33'28" W ALONG SAID EASTERLY LINE FOR A DISTANCE OF 420.04 FEET TO THE SOUTHERLY LINE OF SAID NW 1/4 OF THE NW 1/4 OF SECTION 26; THENCE N 89°48'34" E ALONG SAID SOUTHERLY LINE FOR A DISTANCE OF 1070.05 FEET TO A POINT ON THE WESTERLY LINE OF LANDS DESCRIBED IN O.R. 4145, PAGE 2059, PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA; THENCE N 00°11'16" E ALONG SAID WESTERLY LINE FOR A DISTANCE OF 200.00 FEET; THENCE N 89°48'34" E ALONG THE NORTH LINE OF SAID LANDS DESCRIBED IN O.R. 4145, PAGE 2059, FOR A DISTANCE OF 201.99 FEET TO A POINT ON THE WEST RIGHT-OF-WAY LINE OF COUNTY ROAD NO. 535; THENCE N 00°44'40" E ALONG SAID WEST RIGHT-OF-WAY LINE FOR A DISTANCE OF 319.00 FEET TO THE POINT OF BEGINNING.

CONTAINS 514,690 SQUARE FEET OR 11.816 ACRES MORE OR LESS.