

Division of Corporations

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**FLORIDA NON-PROFIT CORPORATION**

**THE ENCLAVE COMMUNITY ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE ENCLAVE COMMUNITY ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is **THE ENCLAVE COMMUNITY ASSOCIATION, INC.** (hereinafter called the "Association").

**ARTICLE II**

**PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 101 South Wymore Road, Suite 400, Altamonte Springs, Florida 32714.

**ARTICLE III**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 101 Wymore Road, Suite 400, Altamonte Springs, Florida 32714, and the name of the initial registered agent at that address is Mark A. Bines.

**ARTICLE IV**

**PURPOSE AND POWERS OF THE ASSOCIATION**

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, preservation and architectural control of the residential Lots and Common Area within that certain parcel of property more particularly described as The Enclave, according to the Plat thereof as recorded in or to be recorded among the Public Records of Volusia County, Florida (hereinafter referred to as the "Property"), and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose the Association may:

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(a) 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 of Protective Covenants, Conditions and Restrictions for The Enclave (hereinafter called the "Declaration"), applicable to the Property and recorded or to be recorded among the Public Records of Volusia County, Florida, and as the same may be supplemented and amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the term of the Declaration (including, without limitation, adequate assessments for the costs of maintenance and operation of the surface water or stormwater management system), 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. The assessments shall be used, among other things, for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements;

(c) 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 and/or personal property in connection with the affairs of the Association, on the terms and subject to the provisions hereof and of the Declaration;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members, 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) 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 provided by the Declaration or otherwise agreed to by the members. Except as provided in the Declaration, 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;

(f) Participate in mergers and consolidations with other nonprofit 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 provided otherwise in the Declaration;

(g) Have and 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;

(h) Own, operate, maintain and manage the surface water and/or stormwater management systems applicable to the Property, in a manner consistent with the requirements of the Declaration and the St. Johns River Water Management District (including, without limitation, all rules and regulations thereof and the requirements of said District's Permit Number (to be inserted later on the Declaration based on application number \_\_\_\_\_) issued by St. Johns River Water Management District applicable to the Property and all amendments, modifications or additions thereto for subsequent phases or units annexed to the Property and for

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any other property which may be annexed to the Property), and assist in the enforcement of the Declaration as it relates to the surface water and/or stormwater management systems.

## ARTICLE V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration, including contract sellers, shall be a member of the Association. The foregoing 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 Lot which is subject to the Declaration.

## ARTICLE VI

### MEETINGS OF MEMBERS; QUORUM REQUIREMENTS

The presence at any meeting of members entitled to cast, or of proxies entitled to cast, one-fourth (1/4) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration, or the Bylaws.

## ARTICLE VII

### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A Members shall be all Owners with the exception of the Declarant described in the Declaration, and shall be entitled to one (1) vote for each Lot owned. When more than one person owns an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B The Class B Member shall be the Declarant, and shall be entitled to three (3) votes for each Lot platted and owned by Declarant. The Class B Membership shall cease and become converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or

(b) January 31, 2013.

From and after the happening of these events, whichever occurs earlier, the Class B Member shall be deemed to be a Class A Member entitled to one (1) vote for each Lot in which it holds the interest required for membership under Article III, Section 1 of the Declaration.

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**ARTICLE VIII****BOARD OF DIRECTORS**

The affairs of this Association shall be managed initially by a Board of three (3) directors who shall serve until the organizational meeting and thereafter by a Board of at least three (3) Directors, who need not be members of the Association. The number of Directors may be changed in the manner provided by the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Mark A. Bines  
101 South Wymore Road, Suite 400  
Altamonte Springs, FL 32714

Robert T. Lewis  
101 South Wymore Road, Suite 400  
Altamonte Springs, FL 32714

Tara D. Mirgle  
101 South Wymore Road, Suite 400  
Altamonte Springs, FL 32714

At the first annual meeting, the members shall elect a Board of three (3) Directors, with one (1) Director having a term of one (1) year, one (1) Director having a term of two (2) years, and one (1) Director having a term of three (3) years. At each annual meeting thereafter the members shall elect a Director for a term of three (3) years, except as otherwise permitted by the Bylaws.

**ARTICLE IX****INITIAL OFFICERS**

The affairs of the Association shall be managed by a President, Vice President, Secretary, Treasurer, and such other officers as permitted in the Bylaws. The names and addresses of those persons who shall act as officers of the corporation until the election of their successors are:

**President:** Mark A. Bines  
101 South Wymore Road, Suite 400  
Altamonte Springs, FL 32714

**Vice President:** Robert T. Lewis  
101 South Wymore Road, Suite 400  
Altamonte Springs, FL 32714

**Secretary/Treasurer:** Tara D. Mirgle  
101 South Wymore Road, Suite 400  
Altamonte Springs, FL 32714

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The above-named officers shall serve until the first and organizational meeting of the Board of Directors of the Association. The officers shall be elected by the Directors at the first meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their election.

#### **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 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 upon dissolution if required by Chapter 617, Florida Statutes. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water and/or stormwater management system for the Property must be transferred to and accepted by an entity which complies with Section 40C-42.027, F.A.C., and is approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

#### **ARTICLE XI**

#### **EXISTENCE AND DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida. The Association shall exist perpetually, unless sooner dissolved as provided in Article X hereof.

#### **ARTICLE XII**

#### **AMENDMENTS**

Amendment of these Articles shall require the assent of a majority of the Members present (in person or by proxy) at a meeting of the Members; provided, however, that a quorum is present at such meeting. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a special meeting of the membership duly called for that purpose, or at an annual meeting of the Membership. Notwithstanding the foregoing, no amendment shall serve to change those provisions of Article IV(d), Article IV(e), Article IV(f) or Article X hereof which require the assent of two-thirds (2/3) of each class of Members unless such amendment shall also have the assent of two-thirds (2/3) of each class of Members.

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**ARTICLE XIII****BYLAWS**

The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of a quorum of all members voting in person or by proxy, except that if it is then required by the Federal Housing Administration (FHA) or the Veterans Administration (VA), the FHA or VA shall have the right to veto amendments while there is a Class B Membership (other than amendments required to correct scriveners' errors, clarify ambiguities, or comply with applicable FHA or VA requirements).

**ARTICLE XIV****FHA/VA APPROVAL**

As long as there is a Class B Membership, the following actions will require the prior approval of the FHA and VA (if it is then required by the FHA or VA): annexation of additional properties other than those contemplated to be annexed in accordance with the provisions of the Declaration, mergers and consolidations, mortgaging of Common Area, dedication of Common Area except as otherwise provided in the Declaration, dissolution and amendment of these Articles (other than amendments required to correct scriveners' errors, clarify ambiguities, or comply with applicable FHA or VA requirements).

**ARTICLE XV****SUBSCRIBERS**

The names and addresses of the subscribers to these Articles of Incorporation are:

Mark A. Binos  
101 South Wymore Road, Suite 400  
Altamonte Springs, FL 32714

Robert T. Lewis  
101 South Wymore Road, Suite 400  
Altamonte Springs, FL 32714

Tara D. Mirgle  
101 South Wymore Road, Suite 400  
Altamonte Springs, FL 32714

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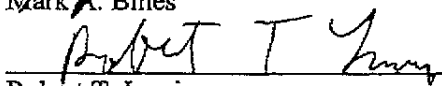
**ARTICLE XVI****INDEMNIFICATION**

The Association shall indemnify every director and every officer, his heirs, executors and administrators, to the full extent allowed by law including without limitation, against all loss and costs and expenses reasonably incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being or having been a director or an officer of the Association, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for, or guilty of, gross negligence or willful misconduct. The Association shall, to the extent it is available, obtain insurance covering all of its officers and directors against liability or loss in connection with the foregoing matters for which indemnification is appropriate and for such other matters as may be allowed by law. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

**ARTICLE XVII****NON-PROFIT STATUS**

No part of the net earnings of the Association shall inure to the benefit of any of its Members or any other individual. Accordingly, the Association shall not carry on any activity for the profit of its Members, or distribute any gains, profits, or dividends to any of its Members or distribute any gains, profits, or dividends to any of its Members as such, or engage, except to an insubstantial degree, in any activities which are not in furtherance of the specific and primary objects and purposes of the Association. The Association may, however, provide a rebate, reimbursement or refund of excess membership dues, fees or Assessments to its Members. In determining whether there should be any such rebate, reimbursement or refund, the earnings of the Association are not to be taken into account in any manner.

IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 7<sup>th</sup> day of SEPTEMBER, 2005.

  
Mark A. Bines  
Robert T. Lewis  
Tara D. Mingle



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STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 7 day of SEPT., 2005 by  
MARK A. BINES, who is personally known to me or has produced  
as identification.

(NOTARY SEAL)

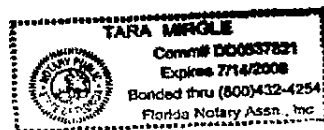


Tara Mirgle  
Notary Public Signature  
TARA MIRGLE  
Typed/Printed Notary Name  
Notary Public - State of Florida  
Commission No.: DD0337821  
My Commission Expires: 7-14-08

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 7 day of SEPT., 2005  
by ROBERT T. LEWIS, who is personally known to me or has produced  
as identification.

(NOTARY SEAL)



Tara Mirgle  
Notary Public Signature  
TARA MIRGLE  
Typed/Printed Notary Name  
Notary Public - State of Florida  
Commission No.: DD0337821  
My Commission Expires: 7-14-08

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 7 day of SEPT., 2005 by  
TARA D. MIRGLE, who is personally known to me or has produced  
as identification.

(NOTARY SEAL)



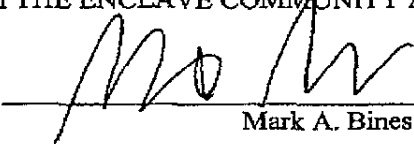
Robert T. Lewis  
Commission #DD279262  
Expires: Feb 15, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

Robert T. Lewis  
Notary Public Signature  
Robert T. Lewis  
Typed/Printed Notary Name  
Notary Public - State of Florida  
Commission No.: DD279262  
My Commission Expires: 2-15-8

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent  
of THE ENCLAVE COMMUNITY ASSOCIATION, INC.

  
\_\_\_\_\_  
Mark A. Bines

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