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FLORIDA PROFIT/NON PROFIT CORPORATION

Hollenbeck Townhomes Owners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
HOLLENBECK TOWNHOMES OWNERS ASSOCIATION, INC.
a Florida corporation not-for-profit**

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In compliance with the requirements of Florida Statute 617, the undersigned, who is a resident of the State of Florida, and who is of full age, for the purpose of forming a Florida corporation not for profit, hereby certifies:

ARTICLE I - NAME OF CORPORATION

The name of the corporation is HOLLENBECK TOWNHOMES OWNERS ASSOCIATION, INC., a corporation not-for-profit under the provisions of Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

ARTICLE II - PRINCIPAL OFFICE OF THE ASSOCIATION

The initial principal office of the Association is located at 600 W. Michigan Street, Orlando, Florida 32805, or other location designated by the Board of Directors.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

KEITH R. WATERS, with an office at 369 North New York Avenue, Third Floor, Winter Park, Florida 32789, is hereby appointed the initial Registered Agent of this Association.

**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 the maintenance, preservation and architectural control of the Lots, streets and Common Area within that Property described as:

HOLLENBECK TOWNHOMES, according to the plat thereof recorded or to be recorded in the Public Records of Orange County, Florida (the "Property"),

together with such Additional Property located in Orange County, Florida, which may be brought within the jurisdiction of the Association from time to time, as provided in the "Declaration" referred to herein below, and to promote the health, safety and welfare of the residents within the above

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described Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

A. Exercise of 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 Covenants, Conditions and Restrictions for Hollenbeck Townhomes, hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded in the Public Records of Orange County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (all capitalized terms, unless otherwise provided herein, shall have the same meaning as defined in the Declaration), and pursuant to Chapter 720, Florida Statutes;

B. Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments 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. 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. Borrow money, and with the assent of three-fourths (3/4) of the Lot Owners (excluding the Declarant), mortgage or pledge, 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 agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by three-fourths (3/4) of the Lot Owners (excluding the Declarant), agreeing to such dedication, sale or transfer; provided, however, the Association shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads, other purposes reasonably necessary or useful for the proper maintenance or operation of the Property, which grants shall not be deemed a dedication, sale or transfer requiring the consent of Members;

F. 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 comply with the requirements of the Declaration;

G. Have and exercise any and all powers, rights and privileges which a corporation organized under Florida Not For Profit Corporation Act by law may now or hereafter have or exercise;

H. Operate, maintain and manage the Common Area. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance of the Common Area;

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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 by covenants of record to assessment by the Association, 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 any obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI - VOTING RIGHTS

The Association shall have two (2) classes of voting membership which shall be as provide :

A. Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds 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. When reference is made herein or in the Association Bylaws to a majority or a specific percentage or fraction of Members to establish a quorum or to carry a vote, such references shall be deemed to mean and refer to such majority, percentage or fraction entitled to vote on the basis of one (1) vote per Lot.

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

(1) when seventy-five percent (75%) of the Lots are deeded to Class A Members and have certificates of occupancy issued thereon;

(2) three (3) months after ninety percent (90%) of the maximum number of residential Lots allowed for the Property have been conveyed to Class A Members;

(3) ten (10) years after the date of the recording of the Declaration in the Public Records of Orange County, Florida; and

(4) upon voluntary conversion to Class A Membership by the Declarant.

Notwithstanding the cessation of Class B Membership in accordance with the above, if Additional Property is made subject to this Declaration, Class B Membership shall be reinstated for all Lots owned by Declarant so long as seventy-five percent (75%) of the then total number of Lots has not been deeded to Class A Members.

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ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than five (5) directors, who need not be Members of the Association. The initial number of Directors shall be three (3) and may be changed by amendment of the By-Laws of the Association. The names and address of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Edward Rice	600W. Michigan, St, Orlando, FL 32805
George Plakiotis	600W. Michigan, St, Orlando, FL 32805
Nina Rice	600W. Michigan, St, Orlando, FL 32805

At the first annual meeting, the Members shall elect one (1) Director for a term of one (1) year, one Director for a term of two (2) years and one (1) Director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) Director for a term of three (3) years to replace the Director whose term has ended. In the event the number of Directors is more than three (3), additional Directors shall be elected for a term of three (3) years.

The Declarant is entitled to elect or appoint at least one (1) Director as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edward Rice	<u>600 W. Michigan St, Orlando, FL 32805</u>

ARTICLE IX - OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws of the Association as shall be elected by the Board of Directors at its first meeting following the first annual meeting of the general Membership and they shall serve at the pleasure of the Board of Directors. Pending the election of the permanent Officers of this Association by the Board of Directors, the following named persons shall be the temporary Officers of the Association until their successors have been duly elected:

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<u>TITLE</u>	<u>NAME</u>
President	Edward Rice
Vice President	George Plakiotis
Secretary/Treasurer	Nina Rice

ARTICLE X - BY-LAWS

By-Laws of the Association will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed, in whole or in part, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

ARTICLE XI - 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.

ARTICLE XII - DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XIII - AMENDMENTS

Amendment of these Articles of Incorporation shall require the approval of at least two-thirds (2/3) vote of the Lot Owners.

ARTICLE XIV - CONFLICT

In the event that any provision of these Articles of Incorporation conflicts with any provision of Declaration, the provision of Declaration in conflict therewith shall control. If any provision of

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these Articles of Incorporation conflicts with any provision of the Bylaws, the provisions of these Articles of Incorporation shall control.

ARTICLE XV - INDEMNIFICATION

The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent now or hereafter permitted by law and shall not be personally liable for any act, debt, liability or other obligation of the Association. Similarly, Members are not personally liable for any act, debt, liability or obligation of the Association. A Member may become liable to the Association for assessments, fees, etc. as provided in the Declaration or as otherwise provided by law.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator, has executed these Articles of Incorporation, this 27th day of September, 2005.

Signed, sealed and delivered
in the presence of


Print Name: Robert Klimuszko


Print Name: Cheryl Roade

INCORPORATOR:

By: 

Printed Name: Edward Rice

Title: President

Address: 600 W. Michigan St.
Orlando, FL 32805

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27 day of September 2003, by Edward Rice as Manager of New City Developer's, who is personally known to me or has produced _____ as identification.

Notary Seal:



Thomas P. Rose
Notary Public
Thomas P. Rose

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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted,
in compliance with said act:

FIRST, that HOLLENBECK TOWNHOMES OWNERS ASSOCIATION, INC., desiring to
organize under the laws of the State of Florida with its principal office, as indicated in the Articles of
Incorporation, at 600 W. Michigan St., Orlando, FL 32805 has named Keith R. Waters, located
at 369 North New York Avenue, Third Floor, Winter Park, County of Orange, State of Florida as its
agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at place
designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

Dated: Dec 22, 2005


Keith R. Waters

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