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COVER LETTER

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

SUBJECT: St. Augustine Townhomes Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Max Sabeti
Name (Printed or typed)

128 East Colonial Drive
Address

Orlando, FL 32801

City, State & Zip

(407) 835-1369
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECURE MAIL CENTER
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ST. AUGUSTINE TOWNHOMES ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, 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 ST. AUGUSTINE TOWNHOMES ASSOCIATION, INC., (hereinafter called the "Association")

ARTICLE II
PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the corporation is located at 128 E. Colonial Drive, Orlando, Florida 32801.

ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 128 E. Colonial Drive, Orlando, Florida 32801, and the name of the initial registered agent at that address is M. MAX SABETI.

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 residence Lots and Common Area within that certain tract of property described as:

That certain real property shown and described on the Plat of ST. AUGUSTINE TOWNHOMES according to the Plat thereof as recorded in Plat Book 65 Pages 89 through, 91 respectively, of the Public Records of Seminole County, Florida (hereinafter referred to as the "Property");

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

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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 Covenants, Conditions and Restrictions (hereinafter called the "Declaration"), applicable to the Property and recorded or to be recorded on the Public Records of The Clerk of Seminole County, Florida, and as the same may be amended from the 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, 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 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 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;
- (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;
- (g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the State of Florida by law may now or hereafter have or exercise.
- (h) The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. John's River Water Management District permit no. 40-117-90974-1 requirements and applicable district rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Dwelling Unit 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 an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Dwelling Unit which is subject to assessment by the Association.

ARTICLE VI

The Association shall have two classes of voting membership:

Class A. Class A Members shall be every person or entity who is a record owner of a fee simple or undivided fee simple interest in any Lot or Dwelling Unit, which is subject by covenants of record to assessment by the Association, excluding the Developer.

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

- (a) When the total votes outstanding in the Class A membership equal the votes outstanding in the Class B Membership or:
- (b) On December 31, 2008

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 or Dwelling Unit in which it holds the interest required for Membership under Article III, Section 1 of the Declaration of Covenants, Conditions and Restrictions.

ARTICLE VII 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 three (3) Directors, who need not be members of the Association. The number of directors may be changed by amendment of 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:

Name	Address
M. Max Sabeti	128 E. Colonial Drive Orlando, FL 32801

Missy Magner

128 E. Colonial Drive
Orlando, FL 32801

Lana Sabeti

128 E. Colonial Drive
Orlando, FL 32801

At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year.

ARTICLE VIII
INITIAL OFFICERS

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

<u>Name</u>	<u>Officer</u>	<u>Address</u>
M. Max Sabeti	President	128 E. Colonial Drive Orlando, FL 32801
Missy Magner	Vice President	128 E. Colonial Drive Orlando, FL 32801
Lana Sabeti	Secretary	128 E. Colonial Drive Orlando, FL 32801

The above-named officers shall serve until the first and organizational meeting of the Board of Directors of the corporation. 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 IX
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.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with section 40C-

42.027, F.A.C., and be approved by the St. Johns Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X
DURATION

The Corporation shall exist perpetually.

ARTICLE XI
AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) of the entire membership.

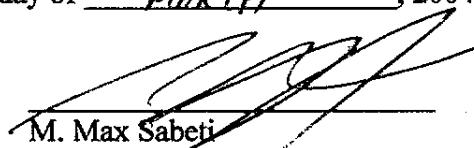
ARTICLE XII
BYLAWS

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE XIII
FHA/VA APPROVAL

In the event that the Declarant seeks Federal Housing Administration or Veterans Administration approval of the property then as long as there is a Class B, Membership, the following actions will require the prior approval of the FHA or the VA: annexation of additional properties, mergers and Consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned constituting the incorporators of this Association, have executed these Articles of Incorporation on this 25th day of MARCH, 2004



M. Max Sabeti



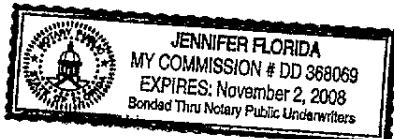
Missy Magnier



Lana Sabeti

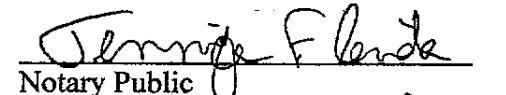
STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 25 day of March, 2004 by M. Max Sabeti.


Jennifer Florida
Notary Public
My Commission Expires: 11.2.08

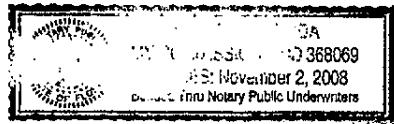
STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 25 day of March, 2004 by Missy Magnier.


Jennifer Florida
Notary Public
My Commission Expires: 11.2.08

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 25 day of
March, 2004 by Lana Sabeti.



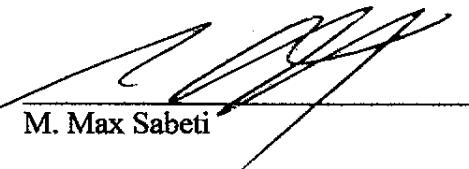
Jennifer Florida

Notary Public

My Commission Expires: 11-2-08

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of ST.
AUGUSTINE TOWNHOMES ASSOCIATION, INC.


M. Max Sabeti

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA