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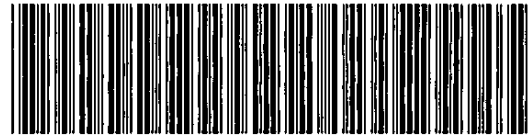
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CLERK OF DISTRICT COURT
TAMPA, FLORIDA

7/31/06

TRANSMITTAL MEMORANDUM

TO: FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION
P. O. BOX 6327
TALLAHASSEE, FL 32314

DATE: July 28, 2006

RE: WASHINGTON ESTATES PROPERTY
OWNERS ASSOCIATION, INC.

FILE NO. W-57,574

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. ORIGINAL ARTICLES OF INCORPORATION;
2. CHECK FOR \$78.75, COVERING:
\$35.00 FILING FEE
35.00 REGISTERED AGENT
8.75 CERTIFIED COPY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE TAKE THE FOLLOWING ACTION:

PLEASE FILE THE ARTICLES AND CERTIFY ONE COPY AND RETURN
IT TO THE UNDERSIGNED.

THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & PARTLOW, P.A.
Attorneys at Law
Post Office Box 4848
Sanford, Florida 32772-4848
Telephone: (407) 322-2171
Orlando: (407) 834-5119
FAX: (407) 330-2379


FRANK C. WHIGHAM, ESQUIRE

**ARTICLES OF INCORPORATION
OF
WASHINGTON ESTATES PROPERTY OWNERS ASSOCIATION, INC.**
(A Corporation Not For Profit)

In compliance with the requirements of Florida Statutes Chapter 617, the undersigned, with other persons, being desirous of forming a corporation authorized to exercise powers permitted non-profit corporations, adopt the following articles of incorporation:

ARTICLE I - NAME

The name of this corporation is **WASHINGTON ESTATES PROPERTY OWNERS ASSOCIATION, INC.**, (hereinafter the "association").

ARTICLE - II

The association is a nonprofit corporation.

ARTICLE III - DURATION

This corporation shall have a perpetual existence, unless dissolved by law or as provided by Chapter 617, Florida Statutes.

ARTICLE IV - PURPOSE

The association is formed for the primary purpose of providing for the maintenance, preservation, and architectural control of the residence lots and common areas/common property within a certain subdivided tract of real property described as follows:

See attached Exhibit "A"

and to promote the health, safety, and welfare of the residents within the above described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In addition, the Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 40-117-82312-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

ARTICLE V-POWERS

In furtherance of the purposes of the association, the association will have the power to:

(a) All of the powers and privileges granted to corporations not for profit under the laws pursuant to which this corporation is chartered, and all of the powers and privileges which may be granted unto said corporation or exercised by it under any other applicable laws of the State of Florida.

(b) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, conditions, and restrictions (the "Declaration") applicable to the subdivision and to be recorded in the public records of Seminole County, Florida;

(c) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and 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 on the property of the association;

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;

The assessments shall be used 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;

(d) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(e) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) Dedicate, sell, or transfer all or any part of the common areas/common property to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has been signed by two thirds of each class of members, agreeing to such dedication, sale, or transfer;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument of two thirds of each class of members;

(h) Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

(i) Maintaining, repairing, replacing, operating and managing the Common Property of the Association, including the right to reconstruct improvements after casualty and to make further improvement of the Common Property.

(j) Contracting for maintenance of the Common Property of the Association.

(k) Making and establishing reasonable rules and regulations governing the use of the Common Property of the Association as said terms may be defined in the Declaration of Covenants and Restrictions.

The association is organized and will be operated exclusively for the above purposes. The activities of the association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

ARTICLE VI - REGISTERED OFFICE AND RESIDENT AGENT

Registered Agent

The street address of the initial registered office of the association is 250 Old Lake Mary Road, Lake Mary, FL 32746, and the name of its initial registered agent at that address is ALI ASMAR.

ARTICLE VII - MEMBERS

Every person or entity who/which is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, will be a member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

ARTICLE VIII - VOTING

The association will have two classes of voting members, which

are defined as follows:

Class A. Class A members will include all owners with the exception of the declarant, as that term is defined in the Declaration. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. Class B member will be the declarant, as that term is defined in the Declaration. The declarant will be entitled to three votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the Declaration.

ARTICLE IX - BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the association is three, and the names and addresses of the persons who are to serve as the initial directors are:

ALI ASMAR
250 Old Lake Mary Road
Lake Mary, FL 32746

The method of election of directors is as stated in the Bylaws of the corporation.

ARTICLE X - DISSOLUTION

On dissolution, the assets of the association will be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, nonprofit corporation, association, trust, or other organization organized and operated for 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 River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI - INCORPORATOR

The name and street address of each incorporator is

ALI ASMAR
250 Old Lake Mary Road
Lake Mary, FL 32746

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 28th day of July 2006.



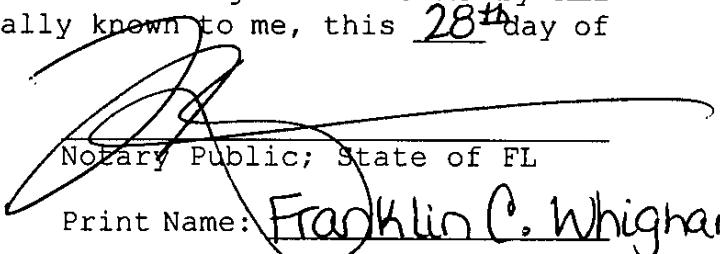
ALI ASMAR

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me by **ALI ASMAR** ~~THE PROPERTY OWNERS~~, personally known to me, this 28th day of July, 2006.

(Affix Notary Seal)





Notary Public; State of FL

Print Name: Franklin C. Whigham

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

WASHINGTON ESTATES PROPERTY OWNERS ASSOCIATION, INC.

In pursuance to Chapter \$48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **WASHINGTON ESTATES PROPERTY 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 250 Old Lake Mary Road, Lake Mary, Seminole County, Florida 32746, has named **ALI ASMAR** located at 250 Old Lake Mary Road, Lake Mary 32746, County of Seminole, State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

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



ALI ASMAR

i:\fcw\Corp\Washington Estates, HOA\Articles of Incorporation

FILED
06 JUL 31 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A PARCEL OF LAND LYING IN SECTION 16 TOWNSHIP 20 SOUTH, RANGE 30 EAST, SEMINOLE COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OR REFERENCE, COMMENCE AT THE NORTHWEST CORNER OF SAID SECTION 16; THENCE SOUTH 89°55'50" EAST ALONG THE LAKE MARY SURVEY BASELINE AND THE NORTH LINE OF SAID SECTION 16, A DISTANCE OF 660.31 FEET; THENCE SOUTH 00°11'50" EAST DEPARTING SAID LAKE MARY SURVEY BASELINE AND THE NORTH LINE OF SAID SECTION 16, A DISTANCE OF 91.00 FEET TO THE SOUTHERLY RIGHT-OF-WAY LINE OF WEST LAKE MARY BOULEVARD, (A 130.00 FOOT RIGHT-OF-WAY AS NOW ESTABLISHED); SOUTH 00°10'07" EAST, DEPARTING SAID SOUTHERLY RIGHT-OF-WAY LINE OF WEST LAKE MARY BOULEVARD, A DISTANCE OF 670.00 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 89°55'50" EAST, A DISTANCE OF 330.17 FEET; THENCE SOUTH 00°10'07" EAST, A DISTANCE OF 295.00 FEET; THENCE NORTH 89°55'50" WEST, A DISTANCE OF 200.17 FEET; THENCE SOUTH 00°10'07" EAST, A DISTANCE OF 245.00 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF WASHINGTON STREET, (A VARIABLE WIDTH RIGHT-OF-WAY); THENCE NORTH 89°55'50" WEST, ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF WASHINGTON STREET, A DISTANCE OF 130.00 FEET; THENCE NORTH 00°10'07" WEST, DEPARTING SAID NORTHERLY RIGHT-OF-WAY LINE OF WASHINGTON STREET, A DISTANCE OF 540.00 FEET TO THE POINT OF BEGINNING.
LANDS THUS DESCRIBED CONTAINING 136,995 SQUARE FEET MORE OR LESS AND/OR 3.145 ACRES MORE OR LESS.

EXHIBIT "A"