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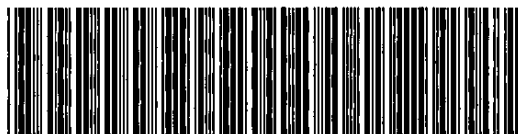
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TALLAHASSEE, FLORIDA

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Richard E. Larsen*
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Attorneys and Counselors at Law

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* Admitted in Florida and Illinois
† Shareholder

August 15, 2006

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

Re: **Articles of Incorporation for
Legacy Grand Maingate Property Owners Association, Inc.**

Dear Sir or Madam:

I am enclosing herewith an original Articles of Incorporation (and one copy) for the above-referenced corporation for filing. In addition, a check in the amount of \$70.00 is enclosed representing the following:

Filing fee:	\$ 35.00	\$35.00
Registered agent fee:	\$ 35.00	<u>\$35.00</u>
Total:		\$70.00

Upon filing, please return the copy of the Articles of Incorporation to the undersigned. Your prompt attention to this matter is greatly appreciated.

Sincerely,


Beth Holland
Legal Assistant

/beh
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 16, 2006

LARSEN & ASSOCIATES, P.A.
55 EAST PINE STREET
ORLANDO, FL 32801

SUBJECT: LEGACY GRAND MAINGATE PROPERTY OWNERS
ASSOCIATION, INC.
Ref. Number: W06000036223

We have received your document for LEGACY GRAND MAINGATE PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Pursuant to section 608.409, Florida Statutes, the effective date specified in the Articles of Organization must be within 5 days of the date of filing for a prior effective date or no later than 90 days after the date of filing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 406A00050714

ARTICLES OF INCORPORATION

OF

LEGACY GRAND MAINGATE PROPERTY OWNERS ASSOCIATION, INC.

The undersigned individual, acting as Incorporator of a Corporation under §617.1007, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the corporation is the **Legacy Grand Maingate Property Owners Association, Inc.**, hereafter referred to as the "Association." The principal address of the Association shall be 7601 Black Lake Road, Kissimmee, FL 34747.

ARTICLE II

PURPOSE AND POWERS: The Association is being established in connection with that certain residential real estate development commonly known as "Legacy Grand Maingate." The purpose for which the Association is organized is to provide an entity for the maintenance and preservation of the lots, units, common areas, and such other areas located within Legacy Grand Maingate which will be made subject to a Declaration of Covenants and Restrictions ("Declaration"), or such other areas over which the Association may own or acquire Easement or other rights which are outside the subdivision, and to maintain the Common Area and other areas including, but not limited to, landscape areas, signage, entrance ways, roads, open spaces, landscape buffer areas, lakes, water retention and management areas, active and passive recreation areas, drainage systems, conservation areas and conservation buffer.

The Association is organized and shall exist as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a Corporation not for profit except as limited or modified by these Articles of Incorporation, the Declaration or Chapter 617 and Chapter 720, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

- (A) To make and collect Assessments against Members of the Association to defray the costs, expenses and losses of the Legacy Grand Maingate Property Owners Association, Inc., and to use the proceeds of Assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Common Areas.
- (C) To purchase insurance upon the Association property for the protection of the Association and its Members.

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TALLAHASSEE, FLORIDA

- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable Rules and Regulations governing the use of the Common Areas, Lots and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of Lots, as provided by the Declaration.
- (G) To enforce the provisions of the Declaration, these Articles of Incorporation, and the By-Laws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of Common Areas to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the Membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- (J) 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 and personal property in connection with the affairs of the Association.
- (K) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

ARTICLE III

MEMBERSHIP:

The Properties are comprised of three (3) Member Parcels of Real Property referred to as follows:

Member Parcel A (Legacy Grand Maingate Condominium)

Member Parcel B (Future Development Parcel)
Member Parcel C (Helipad)

At the time of the recording of this Declaration each of these Parcels are owned by the Declarant. The names given to each of the Member parcels may change as development progresses. A separate Supplemental Declaration shall be recorded in the Public Records containing a graphic plot plan of the Parcels.

Each Landowner of a Member Parcel shall be a Member of the Association; therefore, there are three (3) members of the Association. It is anticipated that future homeowners, condominium or commercial associations may be established in one or more of the Member Parcels. At the time that any such Declaration of Condominium, Declaration of a Homeowners Association or other such Covenants and Restrictions are recorded, the Association thereby created governing said Member Parcel will become the Member of the Town Center East Property Owners Association, Inc. At such time the Landowner of that Member Parcel shall be terminated as a Member of the Association. The Board of Directors of a Sub-Association shall exercise the voting and membership rights of the Sub-Association Member.

Each Member accepts Membership in the Association, acknowledges the authority of the Association as herein stated and agrees to abide by and be bound by the provisions of this Declaration, the Articles of Incorporation, the By-Laws and other Rules and Regulations of the Association.

Section 2. Allocation of Voting Rights. Each Member of the Association shall have one (1) vote in matters requiring the vote of the Membership.

Section 3. Declarant's Right to Appoint Directors. The Declarant shall be entitled to appoint all Members of the Board until turnover as set forth in Article IX.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BY-LAWS: The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of three (3) Directors. Directors need not be Members of the Association.
- (B) Directors of the Association shall be elected by the Members in the manner

determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

- (C) The business of the Association shall be conducted by the Officers designated in the By-Laws. The Officers shall be elected each year by the Board of Directors at its first meeting after the Annual Meeting of the Members of the Association, and they shall serve the pleasure of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles of Incorporation shall be proposed and adopted by a majority vote of the Board of Directors.

ARTICLE VIII

REGISTERED AGENT:

The registered office of the Association shall be at:

55 East Pine Street
Orlando, FL 32801

The registered agent at said address shall be:

Larsen & Association, P.A.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every Officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or Officer derived an improper personal

benefit.

- (D) Wrongful conduct by Directors or Officers appointed by the Declarant, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature on the date set forth below.

Incorporator

By: _____

Ralph W. Kirkland
52 Riley Road, Suite 367
Celebration, FL 34747

Dated: _____

August 15, 2006

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0505 Florida Statutes.

REGISTERED AGENT
Larsen & Associates, P.A.

Richard E. Larsen, Esq.