

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Highland Lakes Reserve Property Owners Association,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HIGHLAND LAKES RESERVE PROPERTY OWNERS ASSOCIATION, INC.
a Florida corporation not-for-profit**

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is HIGHLAND LAKES RESERVE PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

TYPE OF CORPORATION

The Association is a not-for-profit corporation and has no capital stock.

ARTICLE III

DURATION

The period of duration is perpetual.

ARTICLE IV

PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to its members, and the purposes for which it is formed are to provide for maintenance, preservation of the common maintenance area within that certain real property described in that certain Declaration of Covenants and Restrictions for Highland Lakes Reserve, recorded in the Official Records of Highlands County, Florida, (hereinafter called "the Declaration"), and such additional properties as may be added thereto from time to time by annexation or otherwise as provided in the Declaration and in these Articles; and to promote the health, safety and welfare of the residents within such properties and for these purposes the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in said Declaration and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if

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set forth at length;

(b) To fix, levy and collect (enforcing payment by any lawful means) all charges and 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 for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) To purchase, receive, lease 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) To borrow money, and with the assent of two-thirds (2/3) of each class of members to mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of the affairs and business of the Association; and

(f) To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner ("Owner") of a fee or undivided fee interest in any Parcel (as that term is defined in the Declaration) which is subject by the Declaration 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 Parcel which is subject to assessment by the Association. Ownership of such Parcel shall be the sole qualification of membership.

The Bylaws of the Association may provide for suspension of membership rights for failure to pay assessments and for violation of the Rules and Regulations established by the Board of Directors.

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ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Article V with the exception of the Declarant. Class A members shall be entitled to one vote for each Parcel in which they hold the interest required for membership by Article V. When more than one person holds such interest in any Parcel, all such persons shall be members. The vote for such Parcel shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Parcel.

Class B. The Class B member shall be the Declarant. The Class B member shall be entitled to three (3) votes for each Parcel owned. The Class B membership shall cease and convert to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) Ninety (90) days after Ninety Percent (90%) of the Parcels have been conveyed to Members other than the Declarant; or
- (b) After the Declarant elects to relinquish its control; or
- (c) 5 years after the conveyance of the first Parcel by Declarant.

ARTICLE VII

AGENT AND OFFICES

The registered office of the Association shall be:

**7208 Sand Lake Road
Suite 304
Orlando FL 32819**

The registered agent of the Association shall be: **Barbara Nolan.**

The principal office of the Association is located at:

**7208 Sand Lake Road
Suite 304
Orlando FL 32819**

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ARTICLE VIII**BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of not less than 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 but shall always consist of an odd number. The names and addresses of the persons who are to serve until the election of their successors are:

<u>Directors</u>	<u>Address</u>
Barbara Nolan	7208 Sand Lake Road, Suite 304 Orlando FL 32819
Jeffrey Switzer	7208 Sand Lake Road, Suite 304 Orlando FL 32819
Donald Smith	7208 Sand Lake Road, Suite 304 Orlando FL 32819

At the first annual meeting, the Declarant, as defined in the Declaration, shall appoint one (1) director for a term of one (1) year, one (1) 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 Class A and Class B members shall elect each succeeding director for a term of three (3) years to fill each expiring term.

ARTICLE IX**MERGERS AND CONSOLIDATIONS**

To the extent permitted by law, the Association may participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of voting membership.

ARTICLE X**AUTHORITY TO MORTGAGE**

After same real property has been conveyed to the Association, any mortgage by the Association of the common area defined in said Declaration shall have the assent of two-thirds (2/3) of each class of membership.

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ARTICLE XI

AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the common area (after same has been conveyed to it) 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 may be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of each class of membership agreeing to such dedication, sale or transfer.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than ninety percent (90%) of each class of membership. Upon dissolution of the Association, the assets both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association. This procedure shall be subject to court approval on dissolution pursuant to F.S. 617.05.

ARTICLE XIII

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES IX THROUGH XII

In order to take actions under Articles IX through XII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than ten (10) days nor more than sixty (60) days in advance of the meeting. The presence of members or of proxies entitled to cast a majority of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

ARTICLE XIV

OFFICERS

The officers of the Association shall be a president, vice president, secretary, treasurer and such other officers as the Board may from time to time by resolution create. The

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officers shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The name of the officers who shall serve until their successors are designated by the Board are as follows:

President	Barbara Nolan
Vice President	Jeffrey Switzer
Secretary/Treasurer	Donald Smith

ARTICLE XV

BYLAWS

The first Bylaws shall be adopted by the Board and may be altered, amended or rescinded by the Declarant (as defined in the Declaration), the directors or members in the manner provided by the Bylaws.

ARTICLE XVI

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

(a) A resolution setting forth the proposed amendment may be proposed by a majority of the Board or by not less than one-third (1/3) of the membership.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of the members. If the meeting is a annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of 2/3 of the votes of each class of membership of the Association.

(d) Any number of amendments may be submitted to the members and voted upon by them at any meeting.

(e) Prior to the closing of the sale of all Parcels within the Property, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment.

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(f) Upon approval of an amendment to these Articles by the members, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of Highlands County, Florida.

ARTICLE XVII

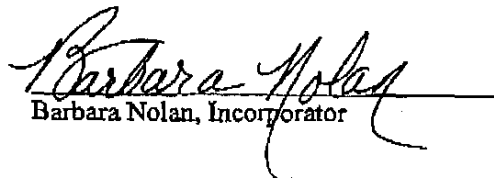
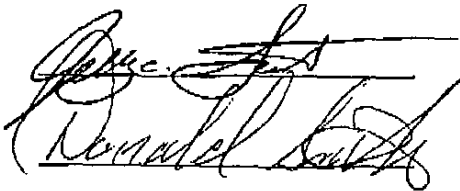
INCORPORATOR

The name and street address of the incorporator is:

Barbara Nolan
7208 Sand Lake Road, Suite 304
Orlando FL 32819

Wherefore, the incorporator and the initial registered agent have executed these Articles this 7 day of November, 2006.

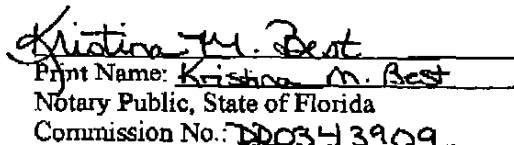
Signed, sealed and delivered
in the presence of:


Barbara Nolan, Incorporator

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 7 day of November, 2006, by Barbara Nolan. Said person (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit:


Print Name: Kristina M. Best
Notary Public, State of Florida
Commission No.: 000343909

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DEAN MEAD

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My Commission Expires: 8-4-08