

Division of Corporations

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000007024 3)))



H070000070243A8CU

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From: GAIL S. ANDRE'

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF INCORPORATION AND RETURN
A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE
IN THIS MATTER.

FLORIDA PROFIT/NON PROFIT CORPORATION

THE FOUNTAINS AT CRYSTAL CREEK MULTICONDOMINIUM ASSO

Certificate of Status	0
Certified Copy	1
Page Count	13
Estimated Charge	\$78.75

D. WHITE JAN 10 2007

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

B07000007024-9 PM 1:18

CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
THE FOUNTAINS AT CRYSTAL CREEK
MULTICONDOMINIUM ASSOCIATION, INC.**

The undersigned does hereby form a corporation not for profit, pursuant to the laws of the State of Florida. In this regard, we certify as follows:

ARTICLE 1
NAME

The name of the corporation shall be **THE FOUNTAINS AT CRYSTAL CREEK MULTICONDOMINIUM ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

ARTICLE 2
OFFICE

The principal office and mailing address of the Association shall be 1105 Kensington Park Drive, Altamonte Springs, Florida 32714, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act.

ARTICLE 3
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof (the "Act") for the operation of certain condominiums located in Orange County, Florida, in the community known as *The Fountains at Crystal Creek* (each a "Condominium" and collectively, the "Condominiums"), now existing or hereafter formed, from time to time, pursuant to a declaration of condominium recorded or to be recorded in the Public Records of Orange County, Florida, which declaration provides that the condominium shall be operated by the Association (each a "Declaration" and collectively the "Declarations").

ARTICLE 4
DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declarations. The provisions of these Articles will be interpreted in such a manner as to include and allow for the governance of all condominiums operated by the Association. Accordingly, the use in these Articles of terms such as (but not limited to) "Declaration," "Condominium," "Condominium Property," "Common Elements," "Unit," "Unit

H07000007024 3

Owner," "Assessment" and words of similar import which would normally refer to a single condominium may be construed to refer to any one or more of the condominiums operated by the Association, as the context may require or permit.

ARTICLE 5 **POWERS**

The powers of the Association shall include and be governed by the following:

- 5.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida, except as expressly limited or restricted by the terms of these Articles, the Declaration, the By-Laws or the Act.
- 5.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the By-Laws and the Declaration (to the extent that they are not in conflict with the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:
- (a) To make and collect Assessments and other charges against members as Unit Owners (whether or not such sums are due and payable to the Association), and to use the proceeds thereof in the exercise of its powers and duties.
 - (b) To buy, accept, own, operate, lease, sell, trade and mortgage both real and personal property in accordance with the provisions of the Declaration.
 - (c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property and/or Multicondominium Property, and other property acquired or leased by the Association.
 - (d) To purchase insurance upon the Condominium Property and Multicondominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners.
 - (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and Multicondominium Property and for the health, comfort, safety and welfare of the Unit Owners.
 - (f) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.

H07000007024 3

H07000007024 3

- (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property and Multicondominium Property.
 - (h) To contract for the management and maintenance of the Condominium Property and/or Multicondominium Property and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements, Shared Elements, Surface Water Management System and Multicondominium Property with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
 - (i) To employ personnel to perform the services required for the proper operation of the Condominium and the Multicondominium Property.
 - (j) To execute all documents or consents, on behalf of all Unit Owners (and their mortgagees), required by all governmental and/or quasi-governmental agencies in connection with land use and development matters (including, without limitation, plats, waivers of plat, unities of title, covenants in lieu thereof, etc.), and in that regard, each Unit Owner, by acceptance of the deed to such Owner's Unit, and each mortgagee of a Unit owner by acceptance of a lien on said Unit, appoints and designates the President of the Association as such Unit Owner's and mortgagees agent and attorney-in-fact to execute, any and all such documents or consents.
- 5.3 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.
- 5.4 Distribution of Income; Dissolution. The Association shall not pay a dividend to its members and shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes).
- 5.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-

H07000007024 3

B07000007024 3

Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws.

ARTICLE 6 **MEMBERS**

- 6.1 **Membership.** The members of the Association shall consist of all of the record title owners of Units in the Condominiums from time to time, and after termination of a Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.
- 6.2 **Assignment.** The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.
- 6.3 **Voting.** On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit. All votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to cast the aggregate number of votes attributable to all Units owned.
- 6.4 **Meetings.** The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 7 **MULTICONDOMINIUM ASSOCIATION**

The Association is a multicondominium association which shall operate the Condominiums.

The percentage share of liability for the common expenses of the Association, and the ownership of the common surplus of the Association to be allocated to each individual Condominium operated by the Association shall be based on a formula, the numerator of which is total number of units within such Condominium and the denominator of which is the total number of all units within Condominiums actually operated by the Association, as such Condominiums are designated in the budget for the Association, as adopted from time to time ("Condominium Share"). The percentage share of liability for the common expenses of the Association, and the ownership of the common surplus of the Association, which are to be allocated to each unit within a Condominium, shall be a fraction, the numerator of which is one (1), and the denominator of which is the total number of units within said Condominium, multiplied by the Condominium Share.

The owners of units within the Condominiums shall be entitled to cast one vote for each unit owned in the election of directors of the Association and in other Association matters with

00010361211119640962

B07000007024 3

H07000007024 3

respect to which such owners have the right to vote. Each unit owner will have a right to personally cast his or her own vote in all such matters voted upon. Notwithstanding the foregoing, all such matters upon which an owner shall be entitled to vote in accordance with the applicable condominium declaration encumbering said unit shall be in accordance with the voting requirements specified in such applicable declaration. Only the unit owners who own units in a particular Condominium shall be allowed to vote on matters exclusively affecting such Condominium. When matters to be voted upon affect 2 or more Condominiums, such matters must be approved by a majority vote (or such higher vote as may be required by the applicable condominium documents) of the unit owners of each such affected Condominium.

ARTICLE 8
TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 9
INCORPORATOR

The name and address of the Incorporator of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
William A. Beckett, Esq.	215 North Eola Drive Orlando, Florida 32801

ARTICLE 10
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	John Meyer	1105 Kensington Park Drive Altamonte Springs, FL 32714
Vice-President	Robert Rowlette	1105 Kensington Park Drive Altamonte Springs, FL 32714
Secretary/Treasurer	Greg Duggan	1105 Kensington Park Drive

000103612111/9640982

H07000007024 3

B07000007024 3

Altamonte Springs, FL 32714

ARTICLE 11
DIRECTORS

- 11.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association.
- 11.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.
- 11.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in 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.
- 11.4 Term of Developer's Directors. The Developer shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.
- 11.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Meyer	1105 Kensington Park Drive Altamonte Springs, FL 32714
Robert Rowlette	1105 Kensington Park Drive Altamonte Springs, FL 32714
Greg Duggan	1105 Kensington Park Drive Altamonte Springs, FL 32714

- 11.6 Standards. A Director shall discharge his duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association.

B07000007024 3

H07000007024 3

Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the Director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director is not liable for any action taken as a director, or any failure to take action, if he performed the duties of his office in compliance with the foregoing standards.

ARTICLE 12 **INDEMNIFICATION**

- 12.1 **Indemnitees.** The Association shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Association) by reason of the fact that he is or was a director, officer, employee or agent (each, an "Indemnitee") of the Association, against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person *did not* act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- 12.2 **Indemnification.** The Association shall indemnify any person, who was or is a party to any proceeding by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Association against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person

H07000007024 3

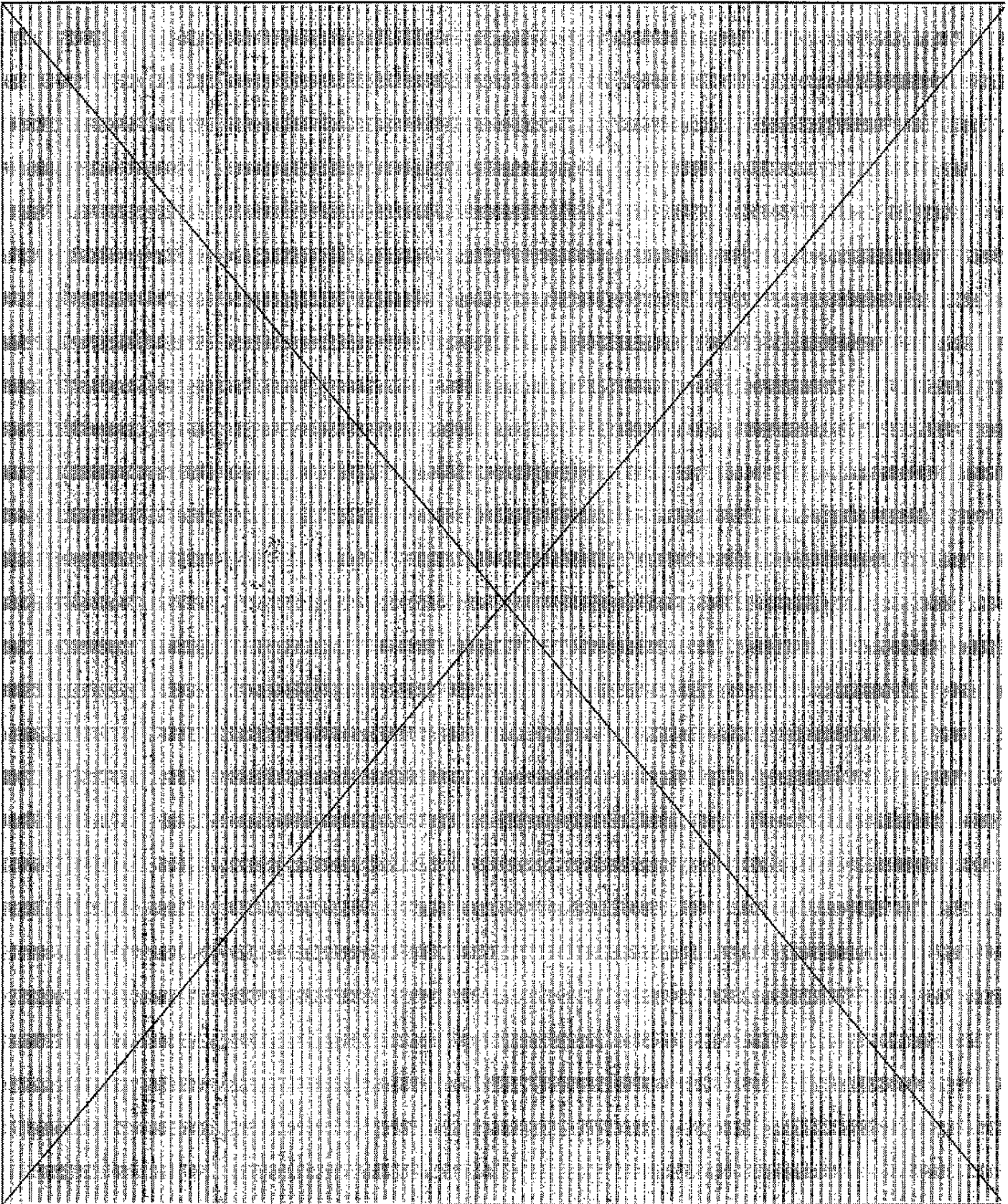
407-650-6038

1/9/2007 1:48

PAGE 009/014

Fax Server





H07000007024 3

order the Association to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;

- (b) The director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the Association of its power pursuant to subsection 12.7; or
- (c) The director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in subsection 12.1, subsection 12.2, or subsection 12.7, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or acted in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

12.10 Definitions. For purposes of this Article 12, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer; the term "serving at the request of the Association" shall be deemed to include any service as a director, officer, employee or agent of the Association that imposes duties on such persons.

12.11 Amendment. Anything to the contrary herein notwithstanding, no amendment to the provisions of this Article 12 shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

H07000007024 3

H07000007024 3

ARTICLE 13
BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

ARTICLE 14
AMENDMENTS

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

- 14.1 **Notice.** Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 14.2 **Adoption.** Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes and in the Act (the latter to control over the former to the extent provided for in the Act).
- 14.3 **Developer Amendments.** Notwithstanding anything herein contained to the contrary, to the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.
- 14.4 **Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Orange County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded which contains, as an exhibit, the initial recording of these Articles.

ARTICLE 15
INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be at 215 N. Eola Drive, Orlando, Florida 32801, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be William A. Beckett.

H07000007024 3

H07000007024 3

IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.

William A. Beckett
William A. Beckett, Incorporator

Date: 1-02-07

H07000007024 3

H07000007024 3

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

In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the County of Orange, State of Florida, the Association named in the said articles has named William A. Beckett, located at 215 N. Eola Drive, Orlando, Florida 32801, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


William A. Beckett, Registered Agent

Date: 1-9-07

0001036121110640982

- 13 -

H07000007024 3

FILED
07 JAN -9 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA