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FLORIDA PROFIT/NON PROFIT CORPORATION

THE PARKE AT HANOVER PLACE HOMEOWNERS' ASSOCIATION,

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
THE PARKE AT HANOVER PLACE HOMEOWNERS'
ASSOCIATION, INC.**

A not-for-profit corporation

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of Florida and of full age, for the purpose of forming a corporation not for profit does hereby certify:

ARTICLE I

Name

The name of this corporation shall be The Parke at Hanover Place Homeowners' Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II

Principal Office and Address

The principal address of the Association is located at 1155 S. Semoran Blvd., #1120, Winter Park, Florida 32792.

ARTICLE III

Purposes of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, preservation, and care of the property of the Association, and to provide architectural control of the residence lots and common area within that certain real property (the "Property") described in the Declaration of Covenants, Conditions and Restrictions of The Parke at Hanover Place, recorded or to be recorded in the Official Records of Seminole County, Florida (the "Declaration") and as the same may be amended from time to time as therein provided, and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes.

ARTICLE IV

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 "Board"). The manner in which the directors are elected or appointed is as stated and set forth in the bylaws of the Association (the "Bylaws"). The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

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Steven O'Dowd	1155 S. Semoran Blvd., Suite #1120 Winter Park, Florida 32792
Steve Hiss	1155 S. Semoran Blvd., Suite #1120 Winter Park, Florida 32792
Denis Perez	1155 S. Semoran Blvd., Suite #1120 Winter Park, Florida 32792

ARTICLE V
Initial Registered Office and Agent

The initial registered office of the Association shall be located at 1155 South Semoran Boulevard; Suite 1120, Winter Park, Florida 32792, and the initial registered agent shall be Steven M. O'Dowd.

ARTICLE VI
Powers of the Association

The general powers that the Association shall have and include all proper acts, necessary or incidental, for the benefit and protection of the Association, to transact any lawful business, and to exercise all powers granted to Associations by the laws of Florida.

ARTICLE VII
Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described herein. The foregoing shall not 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 which is subject to assessment by the Association.

ARTICLE VIII
Voting Rights

The Association shall have two classes of voting membership with relative rights and preferences as follows:

Class A Membership: "Class A Member(s)" or "Class A Membership" shall be all Owners, with the exception of Declarant. Class A Members shall be entitled to one (1) vote for each Lot owned. When more than one Person holds an interest in any Lot, all such Persons shall be Members. The vote for such Lot shall be executed by a majority of

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all such Members as they determine, but in no event shall more than one (1) vote be cast with respect to such a Lot.

Class B Membership. "Class B Member(s)" or "Class B Membership" shall be the Declarant (as defined in the Declaration). The Class B Member shall be entitled to eight (8) votes for each Lot owned by the Declarant. The Class B Membership shall cease and be converted to Class A Membership on the Turnover Date. Alternatively, Declarant may elect to convert its Class B Membership to Class A Membership upon thirty (30) calendar days written notice to the Board (whereupon Class A Members shall be obligated to elect the Board and assume control of the Association).

ARTICLE IX
Dissolution

The Association may be dissolved upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association. 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 or to any non-profit corporation, association, or other organization to be used for purposes similar to those for which this Association was created.

Upon dissolution, 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 Rule 40C-42.-027, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such dissolution.

ARTICLE X
Duration

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist perpetually.

ARTICLE XI
Amendment

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinders of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

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ARTICLE XII
Bylaws

The Bylaws shall be adopted by the Board at its first meeting. The Board retains the power to adopt, alter, amend or repeal Bylaws in the manner provided therein.

ARTICLE XIII
Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XIV
Headings and Captions

The headings and captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

ARTICLE XV
Officers

The Board of Directors shall elect a President, Vice-President, Secretary and Treasurer. The President, Vice-President, Secretary and Treasurer shall be elected from among the members of the Board. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary and/or Treasurer be held by the same person. The officers shall manage the affairs of the Association as further set forth in the Bylaws.

The names and addresses of the officers who will serve until their successors are designated as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Steven M. O'Dowd	1155 S. Semoran Blvd., #1120 Winter Park, Florida 32792

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Vice President/Treasurer	Steve Hiss	1155 S. Semoran Blvd., #1120 Winter Park, FL 32792
Secretary	Denis Perez	1155 S. Semoran Blvd., #1120 Winter Park, FL 32792

ARTICLE XVI
FHA/VA Approval

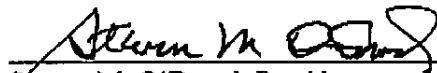
As long as there is a Class B membership and the Department of Housing and Urban Development ("HUD") or Veterans Administration ("VA") is holding, insuring, or guaranteeing any loan secured by property subject to the Declaration, the following actions will require the prior approval of HUD or VA: annexation of additional properties, mergers, and consolidations, mortgaging of common areas, dissolution of this Association, and amendment of these Articles of Incorporation.

ARTICLE XVII
Incorporator

The name and address of the incorporator of the Association is as follows:

Steven M. O'Dowd
1155 S. Semoran Blvd., #1120
Winter Park, Florida 32792

IN WITNESS WHEREOF, I, the undersigned incorporator, have executed these Articles of Incorporation this 4th day of January, 2007.



Steven M. O'Dowd, President

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CERTIFICATE OF DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

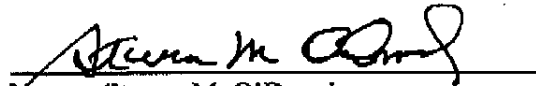
In compliance with Sections 48.091 and 617.0503, Florida Statutes, the following is submitted:

Hanover Place Homeowners' Association, Inc. (the "Association"), desiring to organize as a Florida corporation not for profit, has named and designated Steven M. O'Dowd, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1155 South Semoran Boulevard, Suite 1120, Winter Park, Florida 32792.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Association at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0503, Florida Statutes, as the same may apply to the Association; and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same apply to the Association relating to the proper and complete performance of my duties as Registered Agent.

Dated this 4th day of January, 2007.


Name: Steven M. O'Dowd
Registered Agent

See CLIENTS E-Engineered Homes Hanover Place to witness Articles of Incorporation.doc

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