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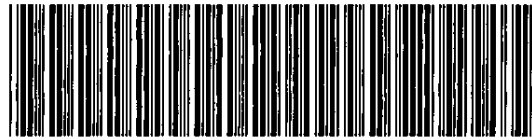
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TALLAHASSEE, FLORIDA

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17-3342

# RAUL SOCARRAS, P.A.

ATTORNEY AND COUNSELOR AT LAW

4767 New Broad Street  
Orlando, Florida 32814  
Telephone: 407-514-0180  
Telecopier: 407-514-0135

January 25, 2007

**VIA OVERNIGHT COURIER**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: WHITE JASMINE MANOR HOMEOWNERS' ASSOCIATION, INC.

Dear Ms. Dunlap:

Enclosed please find the Articles of Incorporation for the above referenced matter along with copy of the same and your letter of instructions dated January 22, 2007. Please file such Articles and return the Certified Copy to our address above please use the previous filing date of January 19, 2007 when filing these Articles.

Thank you for your anticipated cooperation regarding this matter and please contact me with any further questions.

Sincerely,



Dan Garcia  
Legal Assistant to Raul Socarras



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 22, 2007

RAUL SOCARRAS, P.A.  
4767 NEW BROAD STREET  
ORLANDO, FL 32814

SUBJECT: WHITE JASMINE MANOR HOMEOWNERS' ASSOCIATION, INC.  
Ref. Number: W07000003342

We have received your document for WHITE JASMINE MANOR HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You did not list the address for the registered agent.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 245-6879.

Ruby Dunlap  
Regulatory Specialist  
New Filing Section

Letter Number: 707A00004925

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07 JAN 19 AM 8:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
WHITE JASMINE MANOR HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, by these Articles, files these Articles for the purpose of forming a not for profit corporation under Chapter 617, *Florida Statutes*, and hereby certifies as follows:

**ARTICLE I  
Name and Address**

The name of the corporation shall be **WHITE JASMINE MANOR HOMEOWNERS' ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", the By-Laws of the Association as the "By-Laws" and the Declaration of Covenants, Restrictions and Easement of the Community (as hereinafter defined), as amended from time to time, as the "Declaration". The principal office and mailing address of the Association shall be at 1222 Blue Lake Circle, Apopka, Florida 32703, or at such other place as may be subsequently designated by the Board of Directors of the Association (hereinafter referred to as the "Board"). 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 II  
Purpose**

2.1 The purpose for which the Association is organized is to promote the recreation, health, safety and welfare of the residents of WHITE JASMINE MANOR (the "Community"), which is more particularly described per the Plat of the Community recorded in Plat Book \_\_\_\_ Page \_\_\_\_, Public Records of Orange County, Florida, as well as of the residents of any additional land which may be placed within the jurisdiction of this Association by annexation, as provided in the Declaration, all of said lands being hereinafter sometimes referred to as the "Properties".

2.2 The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members (the "Members") and the Association shall make no distributions of income to its Members, directors or officers.

**ARTICLE III  
Powers**

3.1 The Association shall have all the common law and statutory powers of a not for profit corporation, provided that such powers are not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers, authority and duties set forth in the Declaration, and all of the powers and duties necessary to operate and maintain the Community and development thereof, including, but not limited to, the power to fix and levy assessments against the Properties, which assessments shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the residents of the Community, and in particular for the improvement and maintenance of the common property in the Community (the "Common Areas"), services and facilities related to the operation, and use and enjoyment of the the homes situated

upon the Properties. Said powers, authority and duties shall include, but shall not be limited to, the following; provided, however, that such powers, authority and duties do not violate any federal, state or local laws, codes, ordinances, rules or regulations:

- a. Payment of operating expenses of the Association;
- b. Doing anything or performing any service necessary or desirable, in the judgment of the Association, to keep the Community neat and attractive or to preserve or enhance the value of the Properties therein, or to eliminate fire, health or safety hazards, or accomplish any matters which, in the sole judgment of the Association, may be of general benefit to the owners of the Members;
- c. Doing any act or thing required or permitted by any or all provisions of the Declaration; and
- d. Own, operate, maintain and improve such Common Areas as are designated upon the Plat of the Properties.

#### **ARTICLE IV** **Membership**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within the Community (a "Lot"), which is subject to covenants of record and to assessments by this Association, shall be a Member of the Association and have voting rights (except as provided for in the Declaration), provided that any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a member. Membership is appurtenant to, and inseparable from ownership of a Lot.

#### **ARTICLE V** **Voting Rights**

5.1 The Association shall have two classes of voting membership:

a. Class A. Class A Members shall be all Owners, except SKB Enterprises, LLC as the developer of the Community (the "Developer"), for so long as the Developer retains Class B voting rights (as hereinafter described) of Lots in the Community, and Class A Members shall be entitled to one (1) vote for each such Lot owned.

b. Class B. The Class B Member shall be the Developer and shall be entitled to ten (10) votes for each Lot owned. The Class B Members shall cease to exist upon the Developer selling all of the Lots in the Community.

5.2 The vote or votes for each Lot must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple owners of a Lot are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any owner or owners cast a vote representing a certain Lot, it shall thereafter be conclusively presumed for all purposes that they were acting with the authority and consent of all

other owners of the same Lot. In the event more than one vote is cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void.

5.3 In the event that more than one person shall at any time be the owner of any Lot, all such persons shall be Members and the vote for each such Lot shall, subject to the provisions of the foregoing paragraph, be exercised as such persons among themselves shall determine. In no event shall more than one vote be cast with respect to any Lot. For purposes of determining the votes allowed under this Article, no tenant or lessee of a Lot shall be entitled to any voting rights in the Association.

## **ARTICLE VI**

### **Directors**

6.1 The affairs of the Association shall be managed by the Board consisting of no less than three (3) Directors and not more than seven (7) Directors at any given time. The Board shall make all reasonable efforts to have an odd number of Directors serving the Association. The initial Board shall consist of three (3) Directors who shall hold office until the election of their successors as specified hereinbelow. The Directors shall be required to be either: (i) a Member of the Association; or (ii) agents, representatives or employees of the Developer. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE BYLAWS, THE DECLARATION OR HEREIN, THE DEVELOPER SHALL BE ENTITLED TO REMOVE, RE-APPOINT, OR ELECT THE MEMBERS OF THE BOARD WITHOUT A MEETING UNTIL SUCH TIME AS DEVELOPER HAS SOLD NINETY PERCENT (90%) OF THE LOTS WITHIN THE COMMUNITY. Upon the Developer having sold ninety (90%) of the Lots within the Community, a Director may be removed from office when such action will serve in the best interest of the Association by a majority vote of the Members of the Association or upon the resignation of any Director, but all in accordance with the By-Laws.

6.2 The names and addresses of the members of the first Board, who shall hold office until their successors are elected and have qualified, are as follows:

Abraham Kalantary, 1222 Blue Lake Circle, Apopka, Florida 32703.

Fredoun Boldagi, 1222 Blue Lake Circle, Apopka, Florida 32703.

Mansour Shayestehpour, 1222 Blue Lake Circle, Apopka, Florida 32703.

Replacement Directors, if any, shall be elected at the times and in the manner set forth above in the By-Laws.

## **ARTICLE VII**

### **Officers**

7.1 The affairs of the Association shall be administered by officers as designated in the By-Laws. The officers shall be elected by the Board at its first meeting following the annual meeting of the Members, and they shall serve at the pleasure of the Board. The officers shall be required to be either: (i) a Member of the Association; or (ii) agents, representatives, or employees of the Developer. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

President: Abraham Kalantary  
Vice President: Fredoun Boldagi  
Secretary: Mansour Shayestehpour  
Treasurer: Mansour Shayestehpour

7.2 NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE BYLAWS, THE DECLARATION OR HEREIN, THE DEVELOPER SHALL BE ENTITLED TO ELECT THE OFFICERS OF THE BOARD WITHOUT A MEETING UNTIL SUCH TIME AS DEVELOPER HAS SOLD NINETY PERCENT (90%) OF THE LOTS WITHIN THE COMMUNITY.

**ARTICLE VIII**  
**Additions to Properties and Membership**

Additions to the Properties described in Article II hereof may be made only in accordance with the provisions of the Declaration.

**ARTICLE IX**  
**Mergers and Consolidations**

Subject to the provisions of the Declaration, and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations and associations organized for the same purposes, provided that any such merger or consolidations shall have the assent of two-thirds (2/3) of the votes held by the Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

**ARTICLE X**  
**Dedication of Properties or  
Transfer of Function to Public Agency or Utility**

The Association shall have power to dispose of its real properties only as authorized under The Declaration.

**ARTICLE XI**  
**Indemnification**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, at trial and upon appeal, reasonably incurred by or imposed upon them in connection with any proceeding or any settlement of any proceeding to which they may be party or in which they may become involved by reason of their being or having been a Director or officer of the Association, whether or not they are a director or officer at the time such expenses are incurred, except in such cases where the Director or Officer is

adjudged guilty of willful misfeasance, misconduct, or malfeasance in the performance of his/her duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled to by law.

## **ARTICLE XII**

### **By-Laws**

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

## **ARTICLE XIII**

### **Amendments**

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

13.1 Notice of the subject matter of a proposed amendment to the Articles shall be included in the notice of any meeting at which a proposed amendment is considered.

13.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board or by the Members of the Association holding not less than ten percent (10%) of the votes. Directors and Members not present, in person or by proxy at the meeting, to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board and not less than two-thirds (2/3) of the votes of the Members.

13.3 In the alternative, an amendment may be made by an agreement signed and acknowledged by all Members in the manner required for the execution of a Deed in the state of Florida, county of Orange.

13.4 No amendment shall make any changes in, or be effective to impair or dilute, any rights of the Members that are governed by the Declaration, as, for example, qualification for membership and voting rights of Members, which are part of the property interest created thereby.

13.5 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Orange County, Florida.

## **ARTICLE XIV**

### **Term of Existence**

The effective date upon which this Association shall come into existence shall be the date these Articles are filed with the Secretary of State, State of Florida, and it shall exist perpetually thereafter unless dissolved according to law.

If the association is dissolved, the assets shall be dedicated to a public body, or conveyed to a non profit organization with similar purpose.

**ARTICLE XV**  
**Registered Agent**

Until resignation or replacement, the name and address of the registered agent of the Association for purposes of service of process pursuant to Section 617.023, Florida Statutes, shall be Abraham Kalantary, 1222 Blue Lake Circle, Apopka, Florida 32703. By the execution of these Articles, Abraham Kalantary accepts the foregoing designation as registered agent.

**ARTICLE XVI**  
**Subscribers**

The name and address of the subscriber/incorporator to these Articles is as follows:

Abraham Kalantary, 1222 Blue Lake Circle, Apopka, Florida 32703.

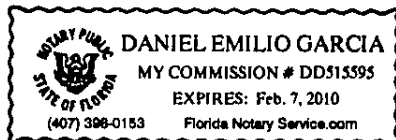
**[SIGNATURE PAGE TO FOLLOW]**

IN WITNESS WHEREOF, the subscriber/incorporator has hereunto affixed its signature on this 17<sup>th</sup> day of January, 2007.

Abraham Kalantary  
Abraham Kalantary, Incorporator/Subscriber

STATE OF FLORIDA  
COUNTY OF ORANGE

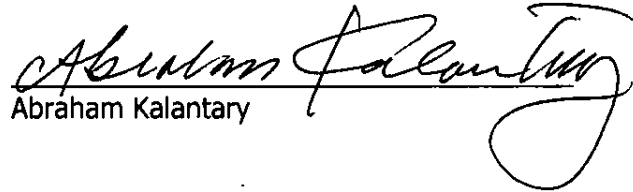
Acknowledged before me this 17<sup>th</sup> day of January, 2007 by Abraham Kalantary, who is personally known to me or has produced \_\_\_\_\_ as identification.



Daniel Garcia  
Notary Public  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned hereby accepts the appointment to serve as the initial registered agent of the Association.

  
Abraham Kalantary

**FILED**  
07 JAN 19 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA