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## FLORIDA PROFIT/NON PROFIT CORPORATION

### ANTIGUA POINTE HOMEOWNERS ASSOCIATION OF POLK COUNTY

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**ARTICLES OF INCORPORATION  
OF  
ANTIGUA POINTE HOMEOWNERS ASSOCIATION OF POLK COUNTY, INC.  
(A Florida Corporation Not For Profit)**

**ARTICLE I. NAME**

The name of this Corporation is Antigua Pointe Homeowners Association of Polk County, 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 II. PURPOSES**

The purposes for which the Association is organized are as follows:

- A. To take title, operate, administer, manage, lease and maintain the assets and property of the Association as such are dedicated to or made the responsibility of the Association by the recorded Plat of Antigua Pointe, the Declaration of Covenants, Conditions and Restrictions for Antigua Pointe Subdivision (the "Declaration"), these Articles or the By-Laws.
- B. To manage the Association of owners established by the Declaration. The Declaration was executed by Maharaja Builders, Inc., a Florida corporation (the "Declarant"), developer of the subdivision.
- C. To enforce the Declaration and perform all duties and responsibilities imposed upon the Association by the Declaration.
- D. To carry out all duties placed upon it by these Articles, the By-Laws, the Declaration and the Florida law.

**ARTICLE III. POWERS**

The Association shall have the following powers:

- A. All common law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles, the By-Laws and the Declaration.

- B. Buy, own, operate, lease, convey, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Association.
- C. Administer and enforce the provisions of these Articles, the By-Laws and the Declaration and all powers reasonably necessary to carry out the responsibilities and duties conferred upon it by these Articles, the By-Laws and the Declaration, as amended and supplemented from time to time, including but not limited to, the power to levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the surface water management system facilities. Such assessments shall be used for maintenance and repair of the surface water management system facilities and drainage easements.
- D. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- E. To make and collect assessments, special assessments and other charges against Members as owners, and to use the proceeds thereof in the exercise of its powers and duties, and to enforce the collection of assessments, special assessments and other charges by any lawful means pursuant to the terms of the Declaration.
- F. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Association and for the health, comfort, safety and welfare of the owners.
- G. Sue and be sued.
- H. Contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company.
- I. Take any other action necessary for the purposes for which the Association is organized, not in conflict with the terms of these Articles, the By-Laws and the Declaration.

#### **ARTICLE IV. DUTIES**

The Association shall have the following duties:

- A. The Association shall have all common law and statutory duties of a corporation not for profit.

- B. In addition the Association shall have all responsibilities and duties delegated to it pursuant to the provisions of these Articles, the By-Laws and the Declaration, including but not limited to operating, maintaining and managing the surface water management system facilities in a manner consistent with the Southwest Florida Water Management District permit requirements and applicable District rules and City of Polk City, Florida requirements and applicable City rules, regulations and ordinances; and further shall assist in the enforcement of the restrictions and covenants contained in the Declaration relating to said system.

#### **ARTICLE V. MEMBERSHIP**

Every person or entity who is or becomes a record owner of any lot in the Subdivision or is otherwise considered an owner, as those terms are defined in the Declaration, shall be a Member of the Association. Declarant shall also be a Member of the Association as long as it owns a lot in the Subdivision. Membership is solely for those having a fee simple ownership interest and is not intended to and shall not include any persons or entities who hold an interest in real property merely as security for the performance of an obligation. All memberships in the Association shall be automatic and mandatory and shall terminate automatically when a Member becomes divested of a fee simple ownership in a lot in the Subdivision.

The Association shall have two classes of voting as follows:

**Class A.** Class A members shall be all owners with the exception of Developer, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in a given lot, all such persons shall be members and the vote for such lot shall be exercised by using a voting certificate wherein multiple owners of one lot designate in writing one owner who can cast a vote; this procedure shall also apply in situations when a lot is owned by a husband and wife. In no event shall more than one vote be cast with respect to any lot owned by a Class A member(s).

**Class B.** Class B member shall be Developer, who shall be entitled to exercise three votes for each lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership.

#### **ARTICLE VI. MANAGEMENT**

- A. The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than four (4) or more than five(5) persons. The Board members shall be elected by the

voting membership at the times and in the manner provided in the By-Laws. The Board members may be removed and vacancies in the Board filled in the manner provided in the By-Laws.

- B. The initial Board shall consist of four (4) persons, who need not be Members entitled to vote in the Association, and who shall be appointed by Declarant. The initial Board named in these Articles shall serve until the owners, other than Declarant, are entitled to elect the Board members in the manner set forth in the By-Laws. Vacancies in the initial Board appointed by Declarant may be filled by Declarant. After the election of the Board by the owners other than the Declarant, vacancies occurring between the annual meetings of the membership shall be filled in the manner provided in the By-Laws.
- C. The number of members on the Board shall be increased to five (5) persons at the time and in the manner provided in the By-Laws.
- D. Board members shall be elected by the membership in accordance with the By-Laws at the regular annual meeting of the membership of the Corporation to be held on the first Monday of February of each year or on such other date as may be set by the vote of a majority of the membership.
- E. All officers shall be elected by the Board in accordance with the By-Laws at the annual meeting of the Board to be held immediately following the annual meeting of the membership. The Board shall elect or appoint at the time and in manner set forth in the By-Laws a President, Vice President, Secretary, Treasurer, and other officers as it may deem desirable.

#### ARTICLE VII. BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be four (4). The names and street addresses of the persons who are to serve as the first Board are as follows:

<u>Name</u>	<u>Address</u>
Hansraj Paleja	1213 Andes Drive Winter Springs, Florida 32708
Wanda Fred	1213 Andes Drive Winter Springs, Florida 32708
Ruben Fred	1213 Andes Drive Winter Springs, Florida 32708

The number of Board members may be increased or diminished from time to time as provided by the By-Laws, but shall never be less than four (4). All Board members shall be natural persons.

#### **ARTICLE VIII. OFFICERS**

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President:	Hansraj Paleja
Vice President:	Ruben Fred
Secretary:	Wanda Fred
Treasurer:	Wanda Fred

#### **ARTICLE IX. PRINCIPAL OFFICE**

The initial principal place of business and mailing address of the Association is 1213 Andes Drive, Winter Springs, Florida 32708.

#### **ARTICLE X. INCORPORATORS**

The Incorporator is Maharaja Builders, Inc., a Florida corporation. The address of the Incorporator is 1213 Andes Drive, Winter Springs, Florida 32708. The rights and interest of the Incorporator shall automatically terminate when these Articles are filed with the Florida Secretary of State.

#### **ARTICLE XI. BY-LAWS**

By-Laws of the Association shall be adopted by the first Board and thereafter may be altered, amended or rescinded in the manner provided in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

**ARTICLE XII. EXISTENCE AND DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State. The Association shall exist in perpetuity, unless dissolved pursuant to the provisions of Article XIII below.

**ARTICLE XIII. DISSOLUTION AND SUCCESSOR ENTITIES**

The Association may be dissolved only with the consent in writing by the owners and holders of all mortgages and liens on any lots, by the City Commission of the City of Polk City, Florida, and by two-thirds (2/3) of the voting Members. In the event of the dissolution of the Association, or any successor entity thereto, other than incident of a merger or consolidation, any property dedicated or conveyed to the Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

In the event of termination, dissolution or liquidation of the Association, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

**ARTICLE XIV. SEVERABILITY**

Invalidation of any of these Articles or portions thereof by judgment, court order, or operation of law shall in no way affect other provisions, which shall remain in full force and effect.

**ARTICLE XV. REGISTERED OFFICE AND REGISTERED AGENT**

The Florida street address of the initial registered office of the Association is 1213 Andes Drive, Winter Springs, Florida 32708, and the name of the initial Registered Agent of the Association at that address shall be Hansraj Paleja.

**ARTICLE XVI. INDEMNIFICATION**

The Association shall indemnify any officer, Board member or committee member or any former officer, Board member or committee member to the full extent permitted by law.

IN WITNESS WHEREOF, the Incorporator of the Antigua Pointe Homeowners Association of Polk County, Inc. has hereunto affixed my signature this 8<sup>th</sup> day of February, 2007.

**MAHARAJA BUILDERS, INC.,**  
a Florida corporation

By: 


**HANSRAJ PALEJA**  
President

The undersigned hereby accepts the designation of Registered Agent of Antigua Pointe Homeowners Association of Polk County, Inc. as set forth in Article XV of these Articles.

**HANSRAJ PALEJA**  
Resident Agent

STATE OF FLORIDA  
COUNTY OF SEMINOLE

 The foregoing instrument was sworn to, subscribed and acknowledged before this 8<sup>th</sup> day of February, 2007, by **HANSRAJ PALEJA**, as President of **MAHARAJA BUILDERS, INC., a Florida Corporation**, who is personally known to me or who has produced a valid driver's license as as identification.

(Stamp/Seal)



JAMES KELLY GULDI  
MY COMMISSION # DO 293290  
EXPIRES: May 23, 2008  
Bonded Thru Budget Notary Services

  
Notary Public Signature

James Kelly Guld  
Notary Public Printed Name

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