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Division of Corporations
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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

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FLORIDA PROFIT/NON PROFIT CORPORATION

WINTER GARDEN VILLAGE AT FOWLER GROVES PROPERTY OWNE

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Florida Dept of State



March 21, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LOWNDES DROSDICK DOSTER KANTOR & REED PA

SUBJECT: WINTER GARDEN VILLAGE AT FOWLER GROVES PROPERTY OWNERS
ASSOCIATION, INC.

REF: W07000013932

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PLEASE FILE THE ATTACHED ARTICLES OF INCORPORATION WITH THE ORIGINAL FILE DATE OF MARCH 20, 2007. THANK YOU.

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**ARTICLES OF INCORPORATION
OF
WINTER GARDEN VILLAGE AT FOWLER GROVES
PROPERTY OWNERS ASSOCIATION, INC.**

In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein. All capitalized terms, except as specifically set forth herein, shall have the meanings set forth in Exhibit "A", attached hereto and incorporated herein by this reference. Such capitalized terms shall also have the same meanings as set forth in the "Master Declaration of Covenants, Conditions, and Restrictions for the Winter Garden Village at Fowler Groves" to be recorded in the public records of Orange County, Florida, as such may be modified and supplemented from time to time (the "Master Declaration"), and to the extent the definitions and meanings of such terms may conflict as between these Articles of Incorporation and the Master Declaration, the meanings set forth in the Master Declaration shall control.

ARTICLE I - NAME

The name of the corporation is WINTER GARDEN VILLAGE AT FOWLER GROVES PROPERTY OWNERS ASSOCIATION, INC. (hereinafter referred to as the "Master Association").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Master Association shall be located at 5858 Central Avenue, St. Petersburg, Florida 33710, but the Master Association may maintain offices and transact

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business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE III - PURPOSE AND POWERS

Section A. Purpose and Powers. The Master Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate as a corporation not-for-profit pursuant to Chapter 617, Florida Statutes and to provide for the maintenance and preservation of all Improvements located on, above or under the Master Association Property within the Property, all for the mutual advantage and benefit of the Members of this Master Association, who shall be the Owners of the Parcels. For such purposes, the Master Association shall have and exercise the following authority and powers:

(1) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Master Association as set forth in the Master Declaration, as the same may be amended from time to time as therein provided, as well as in the provisions of these Articles and the By-Laws. The Master Declaration is incorporated herein by this reference as if set forth in detail;

(2) To fix, levy, collect and by any lawful means enforce payment of all assessments pursuant to the terms of the Master Declaration, and to pay all Common Expenses in connection therewith;

(3) To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of

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real or personal property or any improvements thereon in connection with the affairs of the Master Association;

(4) To borrow money for the purposes of improving the Master Association Property and facilities and carrying out the other obligations and functions of the Master Association, to mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) To enter into, honor and perform contracts with third parties and to honor and perform contracts between third parties and the Developer which are assigned to the Master Association;

(6) To enter into, make, establish, adopt and enforce all rules, regulations, By-Laws, covenants, restrictions and agreements deemed necessary or desirable by the Board to carry out the purposes of the Master Association;

(7) To sue and to be sued, to pursue legal or equitable actions;

(8) To obtain and maintain policies of insurance necessary to protect the Master Association, its members and the Master Association Property;

(9) To maintain, repair, replace, operate and manage the Master Association Property;

(10) To provide for private security, fire safety and protection, and similar functions and services within the Master Association Property as the Board in its discretion determines necessary or appropriate;

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(11) To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Master Association and/or to contract with others for the performance of such obligations, services and/or duties and to pay the cost thereof in accordance with whatever contractual arrangement the Board shall enter;

(12) To have and to exercise any and all powers, rights and privileges which a corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

Section B. Use of Assets and Earnings. All of the Master Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended (the "Code"), and no part of the assets of this Master Association shall inure to the benefit of any individual Member or any other person. The Master Association may, however, reimburse its Members for actual expenses incurred for or on behalf of the Master Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Master Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal and state law. In addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the By-Laws.

ARTICLE IV - MEMBERSHIP

Section A. Membership. Every person or entity who is an Owner but excluding persons or entities holding an interest in a Parcel merely as security for performance for an obligation, shall be a Member of the Master Association. Membership of all Owners in the

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Master Association shall be appurtenant to each Parcel and may not be separated from or diluted by any ground lessee's possession thereof under any ground lease.

Section B. Transfer of Membership. The transfer of the membership of any Owner shall be established by the recording in the public records of Orange County of a deed or other instrument establishing a transfer of record title to any Parcels for which membership has already been established. Upon such recordation, the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Master Association shall not be obligated to recognize such a transfer of membership until such time as the Master Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Parcel. It shall be the responsibility and obligation of the former and new Owner of the Parcel to provide such copy to the Master Association.

Section C. Member's Ownership Interest. The interest of a Member in the funds and assets of the Master Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Parcel owned by such Member.

ARTICLE V - VOTING RIGHTS

(1) Voting Membership of the Master Association shall be as follows: Voting Members shall be all Voting Members appointed by each Parcel Owner. Each Parcel Owner shall appoint a person to be the Voting Member for the Parcel to cast the number of votes assigned to such Parcel. The number of Votes shall be equal to the number of acres within each Parcel rounded up to the nearest one-tenth ($1/10^{\text{th}}$) of an acre. Accordingly, if an Owner owns

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13.2 gross acres in its Parcel, then the Owner shall have 13.2 votes; if an Owner owns 1.9 acres in its Parcel, it shall be entitled to 1.9 votes.

ARTICLE VI - BOARD OF DIRECTORS

Section A. Board Members. The affairs of this Master Association shall be managed by a Board of Directors, who shall be Members of the Master Association. The number of Directors of the Master Association shall be three (3). The names and addresses of the persons who are to act in the initial capacity of Directors until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Chase Wolf	5858 Central Avenue, St. Petersburg, FL 33710
Joan Silves	5858 Central Avenue, St. Petersburg, FL 33710
Greer Scoggins	5858 Central Avenue, St. Petersburg, FL 33710

Section B. Vacancies on the Board. Any member of the Board may be removed and vacancies on the Board may be filled in the manner provided in the By-Laws.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are signed by the Subscriber of the corporation.

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ARTICLE VIII - DISSOLUTION

The Master Association may be dissolved with the assent given in writing and signed by a simple majority of votes. Upon dissolution of the Master Association, other than incident to a merger or consolidation, the assets of the Master Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Master Association as created, or for the general welfare of the residents of the County in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE IX - OFFICERS

Subject to the direction of the Board of Directors, the affairs of this Master Association shall be administered by its officers, as designated in the By-Laws of this Master Association. Said officers shall be elected annually by the Board of Directors. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

<u>Name and Title</u>	<u>Address</u>
Chase Wolf, President	5858 Central Avenue, St. Petersburg, FL 33710
Joan Silves, Vice President	5858 Central Avenue, St. Petersburg, FL 33710
Greer Scoggins, Treasurer	5858 Central Avenue, St. Petersburg, FL 33710
Greer Scoggins, Secretary	5858 Central Avenue, St. Petersburg, FL 33710

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ARTICLE X- BY-LAWS

The By-Laws of this Master Association shall be adopted by the first Board of Directors, which By-Laws may be altered, amended, modified or appealed in the manner set forth in the By-Laws.

ARTICLE XI - AMENDMENTS

The Master Association shall have the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto, provided, however, that any such amendment shall require the assent of a simple majority of votes. Amendments to these Articles need only be filed with the Secretary of State and do not need to be recorded in the public records of the County.

ARTICLE XII - INDEMNIFICATION

This Master Association shall indemnify any and all of its directors, officers, employees or agents, or former directors, as permitted by law, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the

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Association. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent, as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Master Association to obtain and keep in force a policy of officers' and directors' liability insurance.

ARTICLE XIII - REGISTERED AGENT

The name and address of the Registered Agent of the Master Association is:

Chase Wolf
5858 Central Avenue
St. Petersburg, FL 33710

ARTICLE XIV - SUBSCRIBER

The name and address of the Subscriber of the Master Association is:

Chase Wolf
5858 Central Avenue
St. Petersburg, FL 33710

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IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the laws of the State of Florida, the undersigned incorporator of this Master Association has executed these Articles of Incorporation this 15th day of March, 2007.

Signed, sealed and delivered
in the presence of:

Print Name: Tracy Webster

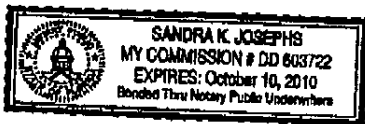
Print Name: Lilly Crane

Chase Wolf
Subscriber

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this 15th day of March, 2007, by Chase Wolf, President of WINTER GARDEN VILLAGE AT FOWLER GROVES PROPERTY OWNERS ASSOCIATION, INC., on behalf of the Association. He is personally known to me or has produced _____ as identification.

(NOTARY SEAL)



Sandra K. Josephs
Notary Public Signature

Sandra K. Josephs
(Name typed, printed or stamped)

Notary Public, State of Florida

Commission No.: DD603722

My Commission Expires: 10/10/10

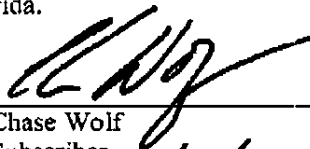
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**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

WINTER GARDEN VILLAGE AT FOWLER GROVES PROPERTY OWNERS ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of St. Petersburg, County of Pinellas, State of Florida, has named Chase Wolf, whose address is 5858 Central Avenue, St. Petersburg, Florida 33710, as its agent to accept service of process within Florida.


Chase Wolf
Subscriber
Date: 3/15/07

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Chase Wolf

Date: 3/15/07

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TALLAHASSEE, FLORIDA

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EXHIBIT "A"**Schedule of Defined Terms**

"Articles" or "Articles of Incorporation" shall mean and refer to the Articles of Incorporation of Winter Garden Village at Fowler Groves Property Owners Association, Inc.

"Assessments, Special Assessments and Individual Assessments" shall mean and refer to the three types of assessments which the Master Association is authorized to levy against the Owners pursuant to Article V of the Master Declaration.

"Board" or "Board of Directors" shall mean and refer to the board of directors of the Master Association.

"By-Laws" shall mean and refer to the By-Laws of Winter Garden Village at Fowler Groves Property Owners Association, Inc.

"Common Expenses" shall mean and refer to operation expenses such as insurance, repairs, reserves and maintenance, as well as charges to cover deficits from prior years, and capital improvement budget items, as more particularly defined in Section 5.2 of the Master Declaration.

"Developer" shall mean and refer to Sembler Winter Garden Partnership #1, Ltd., its successors and assigns, as also defined in the Master Declaration.

"Director" shall mean and refer to the directors appointed in the Articles of Incorporation or as appointed or elected according to the By-Laws.

"Improvements" shall mean and refer to the Stormwater Retention Ponds and Private Roads to be constructed on the Master Association Property as set forth in Section 2.2 of the Master Declaration.

"Initial Members" shall mean and refer to the Owners of the Property at the time the Master Association was formed which include the Developer, Target, Lowe's and Bank, as more particularly defined in the Master Declaration.

"Master Association" shall mean and refer to the Winter Garden Village at Fowler Groves Property Owners Association, Inc., a Florida not-for-profit corporation.

"Master Association Property" shall mean and refer to all of the property identified in Section 2.2 of the Master Declaration which shall be owned and maintained by the Master Association.

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"Master Declaration" shall mean and refer to the Master Declaration Of Covenants, Conditions And Restrictions for the Winter Garden Village at Fowler Groves.

"Member" shall mean and refer to each Owner, as also set forth in Section 3.2 of the Master Declaration.

"Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any Parcel, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

"Parcel" shall mean and refer to any of the lots and/or parcels created by the Plat for the purpose of commercial or residential use and development.

"Plat" shall have mean and refer to the plat for the Winter Garden Village at Fowler Groves to be recorded in the Public Records of Orange County, Florida, as more particularly defined in the Master Declaration.

"Voting Member" shall mean the person designated to cast the votes for a Parcel owned by multiple owners or entities, as set forth in Section 3.4 of the Master Declaration.

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