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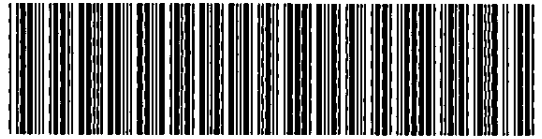
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

07 APR 23 PM 2:12

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 APR 23 PM 2:50

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B. McKnight APR 23 2007

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Phase II, Inc.

SUBJECT: Highland office Park Property owners Association
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Soheil Akhavan
Name (Printed or typed)

1933 Chatsworth Way
Address

Tallahassee, FL 32309
City, State & Zip

(850) 878-0823
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

4/21/07 0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
Highland Office Park Property Owners Association Phase II, Inc.

The undersigned, by these Articles, hereby form this not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and certifies:

ARTICLE I
NAME

The name of the corporation is Highland Office Park Property Owners Association Phase II, Inc. It shall be referred to in this instrument as "the Association."

ARTICLE II
PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to the members. It is formed for the purpose of owning roads, a holding pond, the common area and that land encumbered by the conservation easement in the ten-lot subdivision named Highland Commercial Subdivision Phase II in Leon County, Florida. In addition, it is formed to provide the operation, maintenance, preservation and architectural control of the subdivision, to maintain the subdivision's roads, including access roads to the subdivision, a holding pond, the common areas, access and utility easements and that land encumbered by the conservation easement, and to promote the health, safety and welfare of the owners within the park. In order to effectuate these purposes, the Association shall have those powers, rights and duties granted by statute including but not limited to:

1. to fix, levy, collect and enforce payment by any lawful means all appropriate charges or assessments;
2. to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Common Elements or Common Area;
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 real property wherever located, including Common Elements, on behalf of the membership;
4. to borrow money and mortgage, pledge or hypothecate real property and any or all of the Common Elements as security for money borrowed or debts incurred;

5. to participate in mergers and consolidations with other non-profit corporations organized for the same purposes;
6. to have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not-for-Profit Corporation Law may now or hereafter have or exercise;

ARTICLE III MEMBERSHIP AND VOTING

- A. Membership. Every person or entity who is a record owner of a lot within lots 1 to 10 of Highland Commercial Subdivision Phase II in Leon County, Florida shall be a member of the Association. The foregoing does not include persons or entities holding an interest merely as security for the performance of an obligation. Change of membership in the Association shall be established by recording in the Public Records of Leon County, Florida, a deed or other instrument establishing a record title to any lot in a transferee and the delivery to the Association of a certified copy of such instrument. Upon such delivery, the transferee designated by such instrument shall become a member of the Association and the membership of the transferor shall be terminated.
- B. Appurtenance to Lot. The share of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his/her lot.
- C. Voting Rights. Each Owner shall be entitled to one vote for each Unit owned. When more than one person holds an interest or interests in any Unit, the vote for such Unit shall be limited to one vote as the Owners among themselves determine. The manner of exercising voting rights shall be determined by the By-Laws of the Association. S&S of Tallahassee, Inc., a Florida corporation, (hereafter "Developer") shall have those number of votes as lots owned by Developer. No Owner shall be entitled to vote unless such Owner has fully paid all assessments as provided in the By-Laws.

ARTICLE IV BOARD OF DIRECTORS

- A. Membership of Board. Until such time as eight (8) lots available to be developed and sold in the subdivision are sold and not owned by Developer, the Board of Directors of the Homeowners' Association shall consist of three (3) members, two (2) of which shall be chosen by Developer and one chosen by the Owners other than Developer. Developer may place himself/herself or any other representative he/she chooses on the Board during this period. The purpose of

Developer's control of the subdivision for an initial term is to ensure that the subdivision is continually developed consisted with the Covenants and Restrictions. After the term of Developer's control, the affairs of this Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not fewer than three (3) Directors.

- B. Election and Removal. Directors shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.
- C. First Board of Directors. The names and addresses of the persons who shall act in the capacity of Directors until their successors shall be elected and qualified are as follows:

NAME	ADDRESS
Soheil Akhavan	P.O. Box 3252 Tallahassee, FL 32315
Sohrab Akhavan	P.O. Box 3252 Tallahassee, FL 32315
Beth Moyer	P.O. Box 3252 Tallahassee, FL 32315

The Directors named above shall serve until the first election of Directors, as determined by the By-Laws and any vacancies in their number occurring before the first election of Directors shall be filled by act of the remaining Directors.

- D. Initial Meeting to Elect Director: Upon the sale of three (3) lots in the subdivision, or no later than one year following the date the Articles of Incorporation of the Association are filed with the State of Florida, whichever date comes first, Developer shall send notice of a meeting of the Association for the purpose of electing the one director to be chosen by members other than Developer, who shall be disqualified from voting.

ARTICLE V. OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws. After the first election of Directors, the Officers shall be elected by the Board at the first Board meeting following the annual meeting. Officers shall serve at

the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

Soheil Akhavan	President
Sohrab Akhavan	Vice President/Treasurer
Beth Moyer	Secretary

ARTICLE VI INDEMNIFICATION

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 Indemnatee is or was a director, officer, employee or agent (each, an "Indemnatee") of the Association, against liability incurred in connection with such proceeding, including any appeal thereof, if Indemnatee acted in good faith and in a manner Indemnatee 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 Indemnatee 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.

ARTICLE VII BYLAWS

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

ARTICLE VIII AMENDMENTS

Amendments to the Articles of Incorporation may be considered at any regular or special meeting of the members and may be adopted in the following manner:

Notice of the subject matter of a proposed amendment and of the meeting at which a proposed amendment is considered, and said notice shall be made as required by the By-Laws.

A resolution for the adoption of a proposed amendment may be proposed either by the

Board or by a majority of the voting members. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that such approval is delivered to the Secretary at or prior to the meeting. Such amendments must be approved by sixty-six and two-thirds percent of the votes of the voting members.

ARTICLE IX TERM

The term of the Association shall be perpetual.

ARTICLE X DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by sixty-six and two-thirds percent of voting members. 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 to be used for purposes similar to those for which the Association was created. In the event that such dedication shall be refused acceptance, such assets shall be granted, conveyed and assigned to any Florida profit or non-profit corporation to be devoted to such similar purposes.

ARTICLE XI INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **Soheil Akhavan** whose address is P.O. Box 3252, Tallahassee, FL 32315

ARTICLE XII MISCELLANEOUS

- A. Stock. The Association shall issue no shares of stock of any kind or nature whatsoever.
- B. Severability. Invalidation of any one or more of the provisions hereof shall in no way affect any other provisions, which shall remain in full force and effect.
- C. Principal Office; Registered Office and Registered Agent. The initial principal office and registered office shall be 1933 Chatsworth Way, Tallahassee, Florida 32309. The initial registered agent shall be Owen Goodwyne whose address is 1924 Temple Drive, Tallahassee, Florida 32303.

IN WITNESS WHEREOF, the incorporator has affixed his signature this 23rd day of April, 2007.

Witnesses:

Patricia W. Surles
Signature

Patricia W. Surles
Printed name

Gay Montgomery
Signature

Gay Montgomery
Printed name

Soheil Akhavan
Soheil Akhavan, Incorporator
P.O. Box 3252
Tallahassee, FL 32315

FILED
07 APR 23 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF LEON)

BEFORE ME, the undersigned authority, a notary public, authorized to administer oaths in the State of Florida, personally appeared Soheil Akhavan, who (X) is personally known to me to be the individual described herein, or () provided identification in the form of driver's license of the State of _____ and he did not take an oath.

SWORN and subscribed to before me this 23rd day of April, 2007.

NOTARY PUBLIC SEAL

Patricia W. Surles
Notary Public

Printed name of notary
Patricia W. Surles

Commission No: Patricia W. Surles
Commission expires: Commission # DD620104
Expires May 30, 2008
Bonded Troy Fein - Insurance, Inc. 600-365-7010

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles, I hereby agree to act in such capacity and agree to comply with the provisions of all applicable statutes concerning the proper and complete performance of my duties.

Owen Goodwyne
Owen Goodwyne, Registered Agent

Date: 4/23/07