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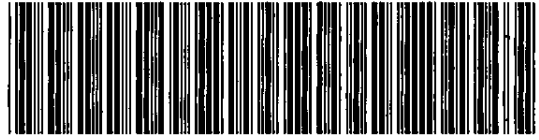
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 MAY 14 PM 1:20

APPROVED  
AND  
FILED

NO7-19775

mm 5/14/07

**Stephen L. Skipper**

*Attorney at Law*

7652 Ashley Park Court, Suite 300

Orlando, FL 32835

Phone (407) 521-0770

FAX (407) 521-0880

Email: [SLskipper@aol.com](mailto:SLskipper@aol.com)

**VIA UNITED STATES POSTAL SERVICE**

April 20, 2007

Department of State  
Division of Corporations  
Initial Filing – Not for Profit  
PO Box 6327  
Tallahassee, FL 32314

Street Address:  
Division of Corporations  
409 East Gains Street  
Tallahassee, FL 32399

To Whom It May Concern:

I am enclosing proposed Articles of Incorporation for filing. Please find our check in the amount of \$70.00 to cover the following items:

Filing Fee..... \$35.00

Registered Agent Filing Fees..... \$35.00

Total ..... \$70.00

Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,

(Mailed without signature to avoid delay)

Stephen L. Skipper, Esq.

Enclosures

**Street Address:**  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Gentlemen:

I am enclosing revised Articles of Incorporation for filing. Your office had returned the original filing because of a conflict with the name (which has been changed). Your office already has the filing fee of \$70.00 under reference number W07000019775.

Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,

Stephen L. Skipper, Esq.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 24, 2007

STEPHEN L SKIPPER ESQ  
7652 ASHLEY PARK COURT SUITE 300  
ORLANDO, FL 32835

SUBJECT: OAK HILL ESTATES HOMEOWNER'S ASSOCIATION, INC.  
Ref. Number: W07000019775

We have received your document for OAK HILL ESTATES HOMEOWNER'S ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. "One" or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name 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) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

Letter Number: 907A00027710

APPROVED  
AND  
FILED

07 MAY 14 PM 4:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

OAK HILL ESTATES HOMEOWNERS ASSOCIATION OF ORLANDO, INC.

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a NOT FOR PROFIT CORPORATION under the laws of the state of Florida.

### ARTICLE 1 NAME OF CORPORATION

The name of the corporation is **OAK HILL ESTATES HOMEOWNERS ASSOCIATION OF ORLANDO, INC.**, hereinafter referred to as the "Association".

### ARTICLE 2 PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 1137 East Plant Street, Winter Garden, FL 34787.

### ARTICLE 3 REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1137 East Plant Street, Winter Garden, FL 34787, and the name of the initial registered agent at that address is G. Douglas Laman.

### ARTICLE 4: DEFINITIONS

4.1. The following words when used herein (unless the context shall prohibit) shall have the following meanings:

(a) "Association" shall mean and refer to OAK HILL ESTATES HOMEOWNERS ASSOCIATION OF ORLANDO, INC., a Florida not for profit corporation.

(b) "Common Property" shall mean and refer to those areas of land intended to be devoted to the general use and enjoyment of the any present or future Owner, and designated as such on the recorded plat of the Subject Property, and as such plat may be amended and/or replated from time to time, including all private streets, storm water drainage system, landscape buffers and subdivision walls. Nothing herein requires the Developer to create any common areas whatsoever. The Board of Directors may acquire land within or adjacent to the Subject Property for the establishment of common areas. The Developer shall have the right to vacate any or all tracks of Common Property from the plat of the Subject Property, and replat it if necessary, to accommodate the development of the Subject Property and/or land being annexed into the Property.

(c) "Developer" shall mean EXCLUSIVE HOMES, Inc., a Florida corporation, and its successors and assigns.

(d) "Lot" shall mean and refer to any plot of land shown on any recorded subdivision plat, and as such plat may be amended and/or replated for time to time, with the exception of the Common Property. The word Lot shall also include any Living Unit located or constructed on the Lot.

(e) "Living Unit" shall mean and refer to any portion of a building or a single family structure situated upon Subject Property designed and intended for use and occupancy as a residence by a single family.

(f) "Owner" shall mean and refer to the holder of fee simple title in and to any Lot as recorded in the Public Records of Orange County, Florida, whether any Lot is owned by one or more persons or entities. If any Lot is owned by more than one person or entity, such multiple owners shall be collectively referred to as Owner. Developer shall be considered to be an owner of any property held in its name.

(g) "Transition of Control of the Association" shall mean and refer to the time period beginning three months after 90 percent of the Lots in all phases of the Subject Property have been conveyed to by the Developer to persons other than builders and contractors, or other persons who purchase a Lot for the purpose of constructing improvements thereon for resale.

## **ARTICLE 5**

### **PURPOSE AND POWERS OF THE ASSOCIATION**

5.1 This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots, Living Units and Common Property within that certain tract of property to be developed as part of a single family residential development known as "OAK HILL ESTATES" (hereinafter referred to as the "Property"), 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 and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in this Declaration;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of this Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property of the Association;

(c) 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 or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the approval of a two-thirds (2/3) vote of the members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the approval of two-thirds (2/3) vote of the members, unless provided otherwise in the Declaration;

(f) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise; and

(g) Ownership and Management of Common Property. To own, hold, control, administer, manage, operate, regulate, care for, maintain, repair, replace, restore, preserve and protect all Common Property, whether real, personal or mixed, including, without limitation, all Common Streets, Retention Areas and all

sidewalks, signs, landscaping, landscape irrigation systems, street lighting systems, central privacy systems (including gates) walls, central cable television systems and all other common improvements, facilities and appurtenances; subject, at all times, however, to the terms and provisions of any document or instrument pursuant to which the Association shall initially acquire title to any Common Property from Developer.

(h) Payment of Common Expenses. To pay all Common Expenses associated with the ownership, administration, management, operation, regulation, care, maintenance, repair, replacement, restoration, preservation and protection of the Common Property, including, without limitation, the Common Streets and the Retention Areas, the management and administration of the business and affairs of the Association and all other Common Expenses for which provision is made in this Declaration.

(i) Levy and Collection of Assessments. To establish, make, levy, impose, enforce and collect all Assessments for which provision is made in this Declaration or which shall otherwise be necessary to provide and assure the availability of such funds as may be reasonably necessary to pay all Common Expenses or otherwise conduct the business and affairs of the Association, including, without limitation, such funds as may be necessary to own, manage, administer, operate, care for, maintain, improve, repair, replace, restore, preserve and protect the Common Streets and Retention Areas and all other Common Property.

(j) Surface Water or Stormwater Management System.

(i) The Association shall operate, maintain and manage the surface water or stormwater management systems(s) in a manner consistent with the St. Johns River Water Management District Environmental Resource Standard General Permit # \_\_\_\_\_ (the "Permit") requirements and applicable rules, including all compliance requirements for the duration of the Permit and shall assist in the enforcement of the restrictions and covenants contained herein.

(ii) The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the surface water and stormwater management system.

(iii) In the event of termination, dissolution or final liquidation of the Association, 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 Section 40E-4.301(f), FAC., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

(iv) The Association shall be responsible for the maintenance, operation and repair of the Retention Areas and the surface water or stormwater management system. Maintenance of the Retention Areas and the surface water or stormwater management system(s) shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities as permitted by the St. Johns River Water Management District. Any repair or reconstruction of the surface water or stormwater management system shall be as permitted, or if modified, as approved by the St. Johns River Water Management District.

(v) Any amendment to this Declaration which alters the surface water or stormwater management system, beyond maintenance in its original condition, including the water management portions of the Common Area, must have the prior approval of the St. Johns River Water Management District.

(vi) The St. Johns River Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in this Declaration which relate to the maintenance, operation and repair of the surface water or stormwater management system.

(k) Privacy Services. To protect the exclusivity of and provide privacy gates within the Subject Property.

(l) Other Services. To provide and perform such other services and tasks, the responsibility for which has been expressly or impliedly delegated to the Association pursuant to this Declaration.

(m) Insurance. To provide adequate insurance protection on and for the Common Property and, consistent with their respective duties, responsibilities and liabilities, provide adequate insurance protection on and for the Association itself, and on and for its members, officers and directors, as well as for the members of the ARB established pursuant to this Declaration.

(n) Promotion of Health, Safety and Welfare. To advance, promote, enhance and protect the health, safety and general welfare of the members of the Association, and the residents of the Subject Property; provided, however, that the Association shall be and hereby is specifically prohibited from engaging in any political activity or any other activity whereby its status as a corporation not-for-profit or its exemption from Federal or state income taxation, if any, shall be forfeited or jeopardized.

(o) Enforcement of Declaration. To assure compliance with and adherence to and otherwise to enforce the provisions of this Declaration.

(p) Establish and Enforce Rules and Regulations. To make, establish, promulgate and publish, and to enforce such Rules and Regulations for the protection and governing the use of the Common Property as the Board of Directors of the Association deems to be in the best interest of the Association and its members.

(q) Other Activities. To engage in any and all other activities permitted to be engaged in by a corporation not-for-profit under the laws of the State of Florida as may be necessary or appropriate for the achievement of the objects and purposes for which the Association has been created, formed and established.

## **ARTICLE 6**

### **MEMBERSHIP AND VOTING**

The Corporation shall have two classes of voting membership:

Class A. Class A Members shall be the Owner of each Lot, other than the Developer, and such Class A Members shall be entitled to one (1) vote for each Lot owned. When more than one person or entity owns a Lot, the vote for such Lot shall be cast by agreement between the joint owners thereof, and in the event the multiple owners of any Lot are unable to agree upon who or in what manner the collective vote of such multiple owners shall be cast, then such owners shall not be recognized and the vote for such Lot shall not counted either in the establishment of any quorum or in the balloting of any vote. It shall be presumed that any one of the multiple owners of any Lot have the consent of the other owners to cast any vote unless the Association is notified otherwise in writing prior to any meeting, or by the presence of such multiple owners at a meeting. Class A Members shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Class A Membership shall be



appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

Class B. Prior to the Transition of Control of the Association, the Developer, its successors and/or assigns, shall be a Class B Member and shall be entitled to five (5) votes for each Lot owned by Developer, and shall be entitled to elect at least a majority of the Board of Directors. After the Developer relinquishes control of the Association, the Developer shall be entitled to one (1) vote for each Lot owned by the Developer, however, the Developer shall continue to be entitled to elect at least one member of the board of directors of the Association as long as the Developer owns at least five (5%) percent of the Lots in all phases of the community.

#### **ARTICLE 7**

#### **BOARD OF DIRECTORS**

The corporation shall initially have three (3) directors. The method of electing, removing and replacing directors shall be prescribed by the Bylaws of the corporation, however, after Transition of Control of the Association, the Developer shall continue to be entitled to elect at least one member of the board of directors of the Association as long as the Developer owns at least five (5%) percent of the parcels in all phases of the community. The number of directors shall only be increased or decreased by amendment of these Articles of Incorporation. The names and street addresses of the initial directors who shall hold office until the first annual meeting of the Membership of the corporation or until their successors are elected or appointed and qualified are:

<u>Name</u>	<u>Address</u>
G. Douglas Laman	1137 East Plant Street Winter Garden, FL 34787
Joanne Laman	1137 East Plant Street Winter Garden, FL 34787
John Dunfee	1137 East Plant Street Winter Garden, FL 34787

#### **ARTICLE 8**

#### **INCORPORATOR**

The name and street address of the Incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
G. Douglas Laman	1137 East Plant Street Winter Garden, FL 34787

#### **ARTICLE 9**

#### **DURATION**

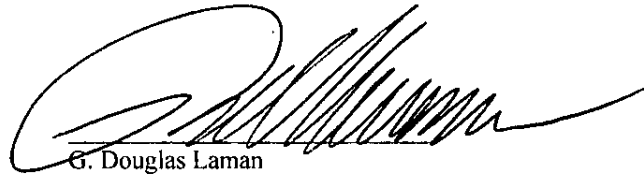
9.1 The corporation shall commence its corporate existence on the date these Articles of Incorporation are filed with the Department of State, and shall have perpetual existence thereafter unless dissolved according to law.

9.2 In the event of termination, dissolution or final liquidation of the Association, 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 Section 40C-42.027 F.A.C., and be approved by the St. Johns River Management District prior to such termination, dissolution or liquidation.

**ARTICLE 10**  
**AMENDMENTS**

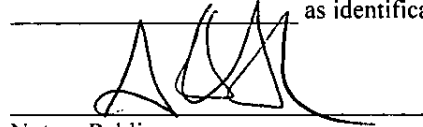
Amendment of these Articles shall require the assent of fifty-one percent (51%) of the votes of the total number of Members, however, no amendment of these Articles shall be effective or valid, regardless of any other provision contained herein, without the written consent and approval of the Developer.


11th IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this day of May, 2007.

  
G. Douglas Laman

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, this the 11th day of May, 2007, personally appeared G. Douglas Laman, as Incorporator for OAK HILL ESTATES HOMEOWNERS ASSOCIATION OF ORLANDO, INC., who executed the foregoing Articles of Incorporation before me, who acknowledged before me that (s)he executed the same freely and voluntarily for the purposes therein stated, and ☒ who is personally known to me, or ☐ who produced a \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA  
 Stephen L. Skipper  
Commission # DD544241  
My Comm. Expires: 06/09/2010

*ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT*

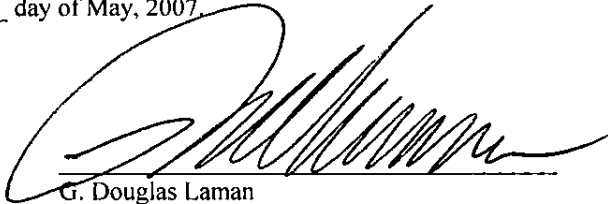
I, G. Douglas Laman, hereby certify that I am an individual resident in this state and that my business office is identical with the registered office of the corporation which is 1137 East Plant Street, Winter Garden, FL 34787.

This statement is filed pursuant to section 607.0501(3), Florida Statutes.

I hereby accept the appointment to serve as the initial registered agent of OAK HILL ESTATES HOMEOWNERS ASSOCIATION OF ORLANDO, INC., as registered agent, I agree to accept service of process on behalf of the corporation, to keep the registered office open during the prescribed hours, and to post my name in some conspicuous place in the Registered Office as required by law.

I also accept the obligations provided for in Section 607.0505, Florida Statutes (concerning the production of corporate documents pursuant to subpoena).

Dated this the 11<sup>th</sup> day of May, 2007.



G. Douglas Laman

07 MAY 14 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED