

N07000067486

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

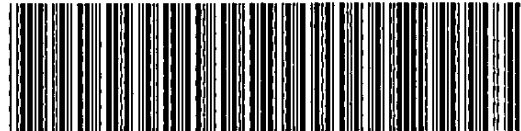
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100106448951

07/30/07--01029--017 **70.00

RECEIVED
07 JUL 30 PM 2:01
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2007 JUL 30 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUL 31 2007

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 07/30/07

REF. #: 001311.72218

CORP. NAME: EVENING ROSE ASSOCIATION, INC.

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> (XX) ARTICLES OF INCORPORATION | <input type="checkbox"/> () ARTICLES OF AMENDMENT | <input type="checkbox"/> () ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> () ANNUAL REPORT | <input type="checkbox"/> () TRADEMARK/SERVICE MARK | <input type="checkbox"/> () FICTITIOUS NAME |
| <input type="checkbox"/> () FOREIGN QUALIFICATION | <input type="checkbox"/> () LIMITED PARTNERSHIP | <input type="checkbox"/> () LIMITED LIABILITY |
| <input type="checkbox"/> () REINSTATEMENT | <input type="checkbox"/> () MERGER | <input type="checkbox"/> () WITHDRAWAL |
| <input type="checkbox"/> () CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> () OTHER: | | |

STATE FEES PREPAID WITH CHECK# 522306 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input type="checkbox"/> () CERTIFIED COPY | <input type="checkbox"/> () CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> (XX) PLAIN STAMPED COPY |
| <input type="checkbox"/> () CERTIFICATE OF STATUS | | |

Examiner's Initials

FILED
2007 JUL 30 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit "B" to Declaration
ARTICLES OF INCORPORATION
FOR
EVENING ROSE ASSOCIATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned subscriber to these Articles of Incorporation, a Florida limited partnership, hereby forms a not-for-profit corporation under the laws of the State of Florida.

I. Name

The name of the corporation is the EVENING ROSE ASSOCIATION, INC., hereinafter referred to as the "Association." The street address of the Association is 541 Beverly Court, Tallahassee, FL 32301.

II. Registered Agent

The initial Registered Agent of the Association is David B. Wamsley. The street address of the Registered Agent is 541 Beverly Court, Tallahassee, FL 32301.

III. Purposes

The Association is established to perform those duties and exercise the powers described in the Evening Rose Declaration of Covenants, Conditions and Restrictions, recorded or to be recorded in the public records of Leon County, Florida (together with all attachments and as it may be amended from time to time, the "Declaration") for that portion of Evening Rose described in the Declaration as the Property.

The Association does not contemplate pecuniary gain or profit to its members.

To promote the health, safety and welfare of the owners of Parcels, the Association shall exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference. In addition, the Association shall have all other powers and privileges of a not-for-profit corporation organized under Chapter 720, Florida Statutes, for Homeowners' Associations, and, to the extent not in direct conflict with the Declaration, of Chapter 617, Florida Statutes, for Not-for-Profit Corporations, as both may be amended from time to time.

Without limiting the generality of the foregoing, the Association shall have the right to own and convey property; to 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; establish rules and regulations, assess members and enforce assessments; sue and be sued; contract for services to provide for operation and maintenance of the surface water management system facilities; and take any other action necessary for the purposes for which the Association is organized.

7/25/2007

FILED
2007 JUL 30 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IV. Membership

As further described in the Declaration, every person or entity who is a record owner of a separately conveyable parcel of real property ("Parcel") within the Property shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel. As further described in the Declaration, each Parcel shall be assigned a "Membership Interest," based upon lot type.

V. Voting Rights

Voting rights are assigned in accordance with the provisions of the Declaration. However, until the occurrence of certain events as described of the Declaration, the developer of the Property, defined in the Declaration as the "Developer," shall have the right to elect a majority of the members of the Board.

VI. Board of Directors

The affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall be selected as provided in the Declaration and Bylaws.

VII. Term of Existence

This corporation shall commence existence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The 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.

VIII. Dissolution

The Association may be dissolved by consent in writing by Members representing 90% of the Membership Interests. The required percentage shall be reduced to 60 percent of the Membership Interests, if the Association Property has been accepted for dedication or taken by eminent domain by the appropriate unit of local government (except that alleys or footpaths between two Parcels may be divided evenly between the adjacent Parcel Owners).

Upon dissolution, 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 if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

IX. Officers

Subject to the direction of the Board, the officers shall administer the affairs of this Association. Officers shall be designated and elected in accordance with the Bylaws.

X. Bylaws

The Bylaws of this Association, which are an exhibit to and part of the Declaration, shall be adopted by the first Board and recorded among the public records of Leon County, Florida.

XI. Amendments

This Association reserves the right to amend or repeal any of the provisions contained in these Articles by an instrument executed by the president or vice-president of the Association, certifying approval in writing of members representing 60% of the Membership Interests of the Association.

XII. Supremacy

These Articles and the Bylaws are subject to the terms of the Declaration. In the event of a conflict, the Declaration shall govern.

XIII. Indemnification

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. 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 appeal thereof, to which any such persons 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 affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

XIV. Incorporator

The incorporator of the corporation is K2 UrbanCorp LLC , a Florida limited liability company, whose address is 541 Beverly Court, Tallahassee, FL 32301.

IN WITNESS WHEREOF, the incorporator has caused these Articles of Incorporation to be executed this 30 day of July, 2007.

WITNESSES:

print: _____

K2 UrbanCorp LLC,
a Florida limited liability company

By: _____

David B. Wamsley,
its managing member

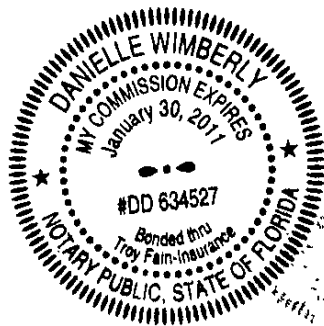
print: _____

STATE OF FLORIDA
COUNTY OF Leon

The foregoing instrument was acknowledged before me this 30th day of July, 2007, by David B. Wamsley, managing member of K2 UrbanCorp LLC, a Florida limited liability company, on behalf of the corporation. He is personally known to me or has produced a Florida driver's license as identification and did take an oath.

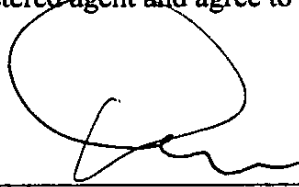
Danielle Wimberly

Notary Public, State of Florida at Large
Serial Number:



DESIGNATION OF REGISTERED AGENT
FOR
EVENING ROSE ASSOCIATION, INC.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated within the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



David B. Wamsley, as Registered Agent
Dated: July 30, 2007

FILED
2007 JUL 30 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA