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## FLORIDA PROFIT/NON PROFIT CORPORATION

KINGSTON PARK ENTRANCEWAY PROPERTY OWNERS' ASSOCIA

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**ARTICLES OF INCORPORATION**  
**OF**  
**KENSINGTON PARK ENTRANCEWAY PROPERTY OWNERS' ASSOCIATION, INC.**  
**A NOT-FOR-PROFIT CORPORATION**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a Florida not-for-profit corporation, and do hereby certify:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the Corporation is KENSINGTON PARK ENTRANCEWAY PROPERTY OWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation (hereafter called the "Association").

**ARTICLE II**  
**PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 1105 Kensington Park Drive, Altamonte Springs, FL 32714.

**ARTICLE III**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 1105 Kensington Park Drive, Altamonte Springs, Florida 32714 and Robert A. Mandell is hereby appointed the initial registered agent of this Association at that address.

**ARTICLE IV**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

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, landscaping and irrigation of that certain tract of property described in that certain Joint Maintenance Agreement for Kensington Park Entranceway Property Owners' Association, Inc., hereinafter called the "Agreement" (for purposes hereof all capitalized terms, unless provided otherwise herein, shall have the same meaning as in the Agreement). The Association shall have all of the powers and duties reasonably necessary to operate pursuant to the Agreement.

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including, but not limited to, the following:

(a) To exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in the Agreement, applicable to the Property and recorded or to be recorded in the office of the Clerk of the Circuit Court, Seminole County, Florida, as the same may be amended from time to time as herein provided, said Agreement being incorporated herein as if set forth at length;

(b) To 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;

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Agreement; 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;

(d) To file suits and/or pursue such legal rights and remedies as are available to the Association;

(e) To dedicate, sell or transfer all or any part of the Roadway to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by all of the members, agreeing to such dedication, sale or transfer.

#### ARTICLE V

#### MEMBERSHIP, VOTING RIGHTS AND CONTROL OF THE ASSOCIATION

Section 1. Membership. Membership in the Association shall be reflected by representation on the two (2) member Board of Directors of the Association. Lot 2 and Lot 3 located within Kensington Park, according to the plat thereof as recorded in Plat Book 25, Pages 53 and 54 of the Public Records of Seminole County, Florida, are subject to assessment under the Agreement, and shall each be represented on the two (2) member Board of Directors of the Association. Gloria Holdings, LLC and EMH Holding Company, LLC, as owner of the property described on Exhibit "A" attached hereto ("Lot 2") and Greater Properties, Inc., as owner of the property described on Exhibit "B" attached hereto ("Lot 3") shall each appoint one representative to the Board of Directors of the Association. Control of the Association and all of its rights, powers and duties set forth herein and in the Bylaws and the Agreement of the Association shall be vested in the Board of Directors of the Association.

Section 2. Assignment of Voting Rights. The voting rights of the members and the Directors may not be assigned, in whole or in part, as such rights relate to Lot 2 or Lot 3 in Kensington Park.

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ARTICLE VI  
MEETINGS OF BOARD OF DIRECTORS: QUORUM REQUIREMENTS

The presence at any meeting of the Board of Directors of all of the directors shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Agreement, or the Bylaws.

ARTICLE VII  
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of two (2) Directors. The Board of Directors shall be comprised of a representative of Gloria Holdings, LLC and EMH Holding Company, LLC, as owners of Lot 2, and Greater Properties, Inc., as owner of Lot 3. The number of Directors may be changed by amendment of the Bylaws of the Association.

The names and addresses of the Board of Directors of the Association are as follows:

E. Michael Holland  
1090 Kensington Park Drive  
Altamonte Springs, FL 32714

Gloria Holdings, LLC and  
EMH Holding Company, LLC

Robert A. Mandell  
1105 Kensington Park Drive  
Altamonte Springs, FL 32714

Greater Properties, Inc.

The manner of election of Directors and procedures for filling any vacancies that may occur on the Board of Directors shall be prescribed in the Bylaws.

ARTICLE VIII  
OFFICERS

The affairs of the Association shall be administered by the Officers as designated in the Bylaws. The Officers shall be elected by the Board of Directors at the first meeting of Directors, and they shall serve at the pleasure of the Board of Directors.

ARTICLE IX  
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by every member of the Board of Directors. 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 is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to

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such similar purposes. This procedure shall be subject to Court approval on dissolution pursuant to the provisions of Florida Statutes, Section 617.

ARTICLE X  
DURATION

The Association shall exist perpetually.

ARTICLE XI  
AMENDMENTS

Amendment of these Articles shall require all of the votes of the Board of Directors, in the manner set forth under Chapter 617, Florida Statutes. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Meeting of the Board of Directors duly called for that purpose.

ARTICLE XII  
BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded by all of the total votes of the members entitled to vote thereon in person or by proxy.

ARTICLE XIII  
AGREEMENT AND BYLAWS

In the event of any conflict between the terms and provisions of the Agreement and the terms and provisions of these Articles, the terms and provisions of the Agreement shall control. In the event of any conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws, the terms and provisions of these Articles shall control.

ARTICLE XIV  
INDEMNIFICATION

The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, 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 Association, unless and only to the extent that the court in which the action or suit was brought

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shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

**ARTICLE XV**  
**INCORPORATOR**

The name and address of the Incorporator is as follows:

Robert A. Mandell

1105 Kensington Park Drive  
Altamonte Springs, FL 32714

(SIGNATURES APPEAR ON NEXT PAGE)

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IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 24 day of November, 2007.

  
Robert A. Mandell, Incorporator

The undersigned hereby accepts the foregoing designation as the registered agent for said corporation.

  
Robert A. Mandell, Registered Agent

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AND  
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**Exhibit "A"**

Lot 2, Kensington Park, according to the plat thereof, as recorded in Plat Book 25, Pages 53 and 54, of the Public Records of Seminole County, Florida.

LESS AND EXCEPT that portion of said Lot 2, KENSINGTON PARK, described as follows: beginning at the Southwest corner of said Lot 2, run N00°15'00"E along the West line of said Lot 2 a distance of 118.44 feet; thence run S89°45'00"E a distance of 183.67 feet to the Westerly right-of-way line of Kensington Park Drive; thence run Southwesterly 26.23 feet along the arc of a curve concave Northwesterly having a radius of 75.00 feet, a central angle of 20°02'00" and a chord of 26.09 feet that bears S34°07'14"W; thence run S44°08'14"W 57.47 feet; thence run S67°04'17"W a distance of 140.64 feet to the POINT OF BEGINNING.

Containing 0.717 acres more or less and being subject to any rights-of-way, restrictions and easements of record.

**TOGETHER WITH:**

An access easement over the West 42.50 feet of Lot 1, Kensington Park, according to the plat thereof as recorded in Plat Book 25, Page 54, of the Public Records of Seminole County, Florida, as reserved in Official Records Book 2715, Page 1024, and as modified by Modification of Access Easement recorded in Official Records Book 5408, Page 487, all of the Public Records of Seminole County, Florida. ("Easement Area").

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