

N080000000489

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000012004 3)))



H080000120043ABCP

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : WHWW, INC.
Account Number : I20060000124
Phone : (407) 246-6584
Fax Number : (407) 645-3728

FLORIDA PROFIT/NON PROFIT CORPORATION

Terracina Commercial/Retail Property Owners Association, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 JAN 15 PM 12:25

APPROVED
AND
FILED

Electronic Filing Menu

Corporate Filing Menu

Help

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 JAN 15 PM 12:25

APPROVED
AND
FILED

**ARTICLES OF INCORPORATION
FOR TERRACINA COMMERCIAL/RETAIL PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is **TERRACINA COMMERCIAL/RETAIL PROPERTY OWNERS ASSOCIATION, INC.**, a Florida corporation not for profit (hereinafter called the "Association").

**ARTICLE II
OFFICE AND REGISTERED AGENT**

This Association's principal office is 601 Hillview Drive, Suite 105, Altamonte Springs, Florida 32714, and its registered agent is WHWW, Inc., a Florida corporation, whose address is 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801. Both this Association's principal office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III
PURPOSE**

This Association does not contemplate pecuniary gain or profit to its Members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all Common Areas and other property within that certain tract of land (hereinafter called the "Property") in Seminole County, Florida, and described in that certain Declaration of Covenants, Conditions, and Restrictions for Commercial/Retail Tracts in Terracina at Lake Forest (the "Declaration") to be recorded in the Public Records of Seminole County, Florida, and any other property brought within the jurisdiction of the Association

H08000012004 3

pursuant to the Declaration. The Declaration has been imposed by Robert T. Hattaway, as Successor Trustee of Agreement for Land Acquisition by Co-Tenants dated December 1, 1970, and as Successor Trustee of Agreement for Land Acquisition by Co-Tenants dated January 5, 1973 (the "Developer") who, at the time of the creation of the Association, is the owner of all of the Property.

ARTICLE IV POWERS

Without limitation, this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges and perform all duties of this Association set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full.
- (b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Association's affairs, subject to any limitations set forth in the Declaration and the By-Laws of the Association.
- (c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder and under the Declaration.
- (d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property.
- (e) Borrowing. Borrow money and, with the approval of Members entitled to cast not less than two-thirds (2/3) of the total votes of the Members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of

H08000012004 3

its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the approval of Members entitled to cast not less than seventy-five percent (75%) of the total votes of the Members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as such Members entitled to cast not less than seventy-five percent (75%) of the total votes of the Members determine.

(g) Mergers. With the approval of Members entitled to cast not less than two-thirds (2/3) of the total votes of the Members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and any Association property consistent with the rights and duties established by the Declaration and these Articles.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

(j) Enforcement. To enforce by legal means the obligations of the Members of the Association, the provisions of the Declaration, and the provisions of a dedication or conveyance of the Association property to the Association with respect to the use and maintenance thereof.

(k) Drainage System. Operate, maintain and manage the Surface Water or Storm Water Management System as contained in Lots C-1, C-2, C-3 and C-4 and Tracts J, K

H08000012004 3

and M of Terracina At Lake Forest in a manner consistent with the St. Johns River Water Management District permit issued to the Association and the District's applicable requirements and rules, and the Association shall assist in the enforcement of the Declaration which relate to the Surface Water or Storm Water Management System.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Surface Water or Storm Water Management System.

ARTICLE V MEMBERSHIP

Developer and each Owner shall be considered Members from and after the date of recordation of the Declaration in the Public Records of Seminole County, Florida. Developer, by annexing additional property to become subject to the Declaration by amendment, may cause additional membership in the Association, and may designate the ownership basis of such additional membership.

ARTICLE VI VOTING RIGHTS

The Association shall have the number of classes of voting membership and the voting rights of each Class of membership shall be as set forth in the Declaration.

ARTICLE VII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of two (2) Directors so long as there is a Class B membership. Thereafter, the number of Directors shall be changed to provide for at least one (1) Director to be appointed by each Owner, provided, however that the total number of Directors shall not exceed five (5). The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Directors need not be Association Members.

H08000012004 3

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Robert T. Hattaway
601 Hillview Drive
Suite 105
Altamonte Springs, Florida 32714

Nancy S. Freeman
329 North Park Avenue
Second Floor
Winter Park, Florida 32789

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is:

Nancy S. Freeman
Winderweede, Haines, Ward & Woodman, P.A.
329 Park Avenue North
Winter Park, Florida 32789

ARTICLE IX DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by Members entitled to cast no less than two-thirds (2/3) of the total votes of the Members. Upon dissolution of the Association in any manner other than incident to a merger or consolidation, all of the Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any Member or other private individual. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and

H08000012004 3

maintenance of the Surface Water or Storm Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X DURATION

The Association exists perpetually and shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

ARTICLE XI BY-LAWS

The Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of Members entitled to cast not less than seventy-five percent (75%) of the total votes of the Members, except as to those provisions for amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such amendments.

ARTICLE XII AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two-thirds (2/3) of all Members, except as to those provisions for amendment to the Articles which are provided in the Declaration or any Supplemental Declaration, in which case those provisions shall control such amendments, provided that any amendment to any provision related to the Surface Water or Stormwater Management System or Conservation Easement(s), if any, must have the prior written approval of the St. Johns River Water Management District.

H08000012004 3

ARTICLE XIII INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results. In the case of any conflict between the Declaration and the Articles or the By-Laws, the Declaration shall control. In the case of any conflict between the Articles and the By-Laws, the 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 such person is or was a member of the Board, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Association; and with respect to any criminal action or proceeding, if such person had no reasonable cause to believe his conduct was unlawful. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida or otherwise.

H08000012004 3

**ARTICLE XV
EFFECTIVE DATE**

The effective date upon which this corporation shall come into existence shall be the date these Articles are filed with the Secretary of State and it shall exist perpetually thereafter unless dissolved according to law.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of the Association, have executed these Articles of Incorporation this 15 day of January, 2008.


Nancy S. Freeman

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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

WHWW, Inc.

By:


Nancy S. Freeman, Vice-President

APPROVED
AND
FILED
08 JAN 15 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA