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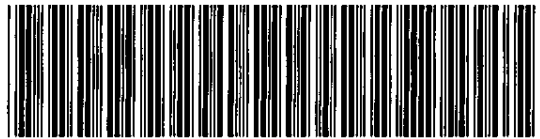
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EP 2/28/08

Richard E. Larsen\*\*  
Frank A. Ruggieri†  
Thomas R. Slaten, Jr.  
John C. Palmerini\*\*  
Patryk Ozim  
M. Florence King

†Shareholder

\*Admitted in Florida and Illinois

\*\*Admitted in Florida and  
District of Columbia



LARSEN & ASSOCIATES, P.A.  
Attorneys and Counselors at Law

Reply to:

ORLANDO

55 East Pine Street  
Orlando, Florida 32801  
Telephone: 407.841.6555  
Facsimile: 407.841.6686

JACKSONVILLE

841 Prudential Drive  
12th Floor  
Jacksonville, FL 32207  
Telephone: 904.371.1934  
Facsimile: 904.371.1901

February 22, 2008

Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Talman Mews Homeowners Association, Inc./ P08000002439

Dear Sir or Madame:

Enclosed you will find Articles of Incorporation, an Affidavit and a \$70.00 check. The above referenced corporation was previously registered as a for-profit corporation. However, Articles of Dissolution were recently filed and the enclosed Affidavit (signed by a representative of the previous for-profit corporation) affirms that the dissolved for-profit corporation will not be reinstated and that the name may be released for use by our client.

Please do not hesitate to contact me with any questions. Thank you for your assistance.

Best Regards,

Natalia Varela,  
Legal Assistant

/nev  
Enclosures

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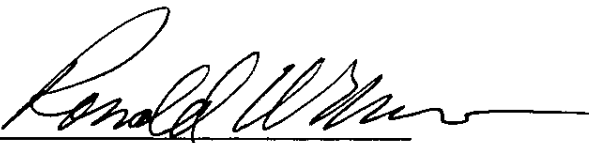
**AFFIDAVIT OF RONALD W. MORRIS**

STATE OF FLORIDA            )  
                                      )    ss:  
COUNTY OF SEMINOLE        )

Before me, the undersigned authority, this date personally appeared Ronald W. Morris, who being by me first duly sworn, deposes and says:

1. I am over the age of eighteen (18) years and make this Affidavit of my own personal knowledge.
2. I am a member of the Board of Directors of Talman Mews Homeowners Association, Inc., a Florida For-Profit Corporation that was filed pursuant to Chapter 706, Florida Statutes (hereinafter "Corporation").
3. I am a member of the Board of Directors and an Officer of the Corporation.
4. I hereby certify that the Board of Directors of the Corporation has adopted Articles of Dissolution for the Corporation and further certify that the Board will not revoke the dissolution.
5. The Corporation, and its Board of Directors, hereby release the name "Talman Mews Homeowners Association, Inc." for the use of Dreux Isaac, as Incorporator, to incorporate a new Not-For-Profit Corporation to be known as "Talman Mews Homeowners Association, Inc."

FURTHER AFFIANT SAYETH NAUGHT.

  
\_\_\_\_\_  
Ronald W. Morris

STATE OF FLORIDA            )  
                                      )    ss:  
COUNTY OF SEMINOLE        )

SWORN TO AND SUBSCRIBED before me, this 20<sup>th</sup> day of February, 2008, by Ronald W. Morris, who:

- ☒ is personally known to me  
☐ produced a Florida Driver's License as identification  
☐ produced \_\_\_\_\_ as identification;  
and did not take an oath.

Notary Signature

Stamp or Seal.



Prepared By and Return To:  
RICHARD E. LARSEN, ESQ.  
**LARSEN & ASSOCIATES, P.A.**  
55 E. Pine Street  
Orlando, FL 32801  
(407) 841-6555

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**ARTICLES OF INCORPORATION**  
**OF**  
**TALMAN MEWS HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I**

NAME: The name of the Corporation is **Talman Mews Homeowners Association, Inc.**, hereafter referred to as the "Association." The principal address of the Association shall be 2191 Talman Mews Court, Winter Park, FL 32792.

**ARTICLE II**

PURPOSE AND POWERS: The Association has been established in connection with that certain residential real estate development commonly known as "Talman Mews." The purpose for which the Association is organized is to provide an entity for the maintenance and preservation of the residential lots, common areas, and such other areas located within Talman Mews which will be made subject to the Declaration of Covenants and Restrictions for Talman Mews ("Declaration"), or such other areas over which the Association may own or acquire easements or other rights which are outside the subdivision, and to maintain the Common Area and other areas including, but not limited to, landscape areas, signage, entrance ways, roads, open spaces, landscape buffer areas, lakes, water retention and management areas, active and passive recreation areas, drainage systems, conservation areas and conservation buffer. In the event this Association is dissolved, all assets of the Association shall be transferred to another not-for-profit Corporation with similar purpose.

The Association is organized and shall exist as a Corporation not-for-profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a Corporation not-for-profit except as limited or modified by these Articles of Incorporation, the Declaration or Chapter 617 and Chapter 720, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

- (A) To make and collect Assessments against Members of the Association to defray the costs, expenses and losses of Talman Mews Homeowners Association, Inc., and to use the proceeds of Assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the Common Areas.

- (C) To purchase insurance upon the Association property for the protection of the Association and its Members.
- (D) To reconstruct improvements after casualty and to make further improvements to the property.
- (E) To make, amend and enforce reasonable Rules and Regulations governing the use of the Common Areas, Lots and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of Lots, as provided by the Declaration.
- (G) To enforce the provisions of the Declaration, these Articles of Incorporation, and the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of Common Areas to delegate any powers and duties of the Association in connection therewith.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- (J) 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 and personal property in connection with the affairs of the Association.
- (K) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

### ARTICLE III

#### MEMBERSHIP:

- (A) The Members of the Association shall consist of all record owners of a fee simple interest in one or more Lots and improvements constructed thereon in Talman Mews, as further provided in the Bylaws.
- (B) The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his Lot and improvements constructed thereon.

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- (C) The Owners of each Lot and improvements constructed thereon, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

#### ARTICLE IV

TERM: The term of the Association shall be perpetual.

#### ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

#### ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors must be Members of the Association.
- (B) Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected each year by the Board of Directors at its first meeting after the Annual Meeting of the Members of the Association, and they shall serve the pleasure of the Board.

#### ARTICLE VII

AMENDMENTS: Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles of Incorporation may be proposed by a majority of the Board.
- (B) Procedure. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board, such proposed Amendment or Amendments shall be submitted to a vote of the Members not later than the next Annual Meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by an affirmative vote of two-thirds (2/3) of the voting interests at any Annual or Special Meeting, provided that notice of any proposed

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Amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed Amendment.

- (D) Effective Date. An Amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Seminole County, Florida.

#### ARTICLE VIII

##### REGISTERED AGENT:

The registered office of the Association shall be at:

Address: 2191 Talman Mews Court  
Winter Park, FL 32792

The registered agent at said address shall be:

Dreux Isaac  
Print Name

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#### ARTICLE IX


INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every Officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or Officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or Officers, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 day of February, 2008.

INCORPORATOR

By:   
Dreux Isaac  
2191 Talman Mews Court  
Winter Park, FL 32792

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0505 Florida Statutes.

REGISTERED AGENT

  
Signature

Dreux Isaac  
Print Name

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