

APR-16 2008 13:39

GRAY ROBINSON

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Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

East Park Village Commercial Center Property Owners

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4/16/2008 11:42 PAGE 001/001 Florida Dept of State



April 16, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

GRAY ROBINSON, P.A. - ORLANDO

SUBJECT: EAST PARK VILLAGE COMMERCIAL CENTER PROPERTY OWNERS ASSOCIATION,  
INC.  
REF: W08000019338

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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## ARTICLES OF INCORPORATION

OF

**EAST PARK VILLAGE COMMERCIAL CENTER PROPERTY OWNERS  
ASSOCIATION, INC.,**  
a not for profit corporation

The undersigned subscribers, all of whom are above the age of 18 years and competent to contract, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and do hereby agree and certify as follows:

**ARTICLE I - NAME**

The name of this Association shall be **EAST PARK VILLAGE COMMERCIAL CENTER PROPERTY OWNERS ASSOCIATION, INC.,** a Florida not for profit corporation (the "Association")

**ARTICLE II - PURPOSE**

The 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 Parcels and Common Area of **EAST PARK VILLAGE COMMERCIAL CENTER** (the "Center"), to be established by **EAST PARK VILLAGE, INC.,** a Florida corporation (hereinafter called "Developer" or "Declarant") upon the following described property, situated, lying and being in Orange County, Florida:

See Exhibit "A" attached hereto and made a part hereof,

and to undertake the performance of the acts and duties incident to the administration of the operation and maintenance of said common areas and in accordance with the terms, provisions, conditions and authorizations contained in these Articles and which may be contained in the Declaration of Easements, Covenants and Restrictions (the "Declaration"), which will be recorded in the Public Records of Orange County, Florida, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Common Area. The Association shall be conducted as a non-profit organization for the benefit of its members.

**ARTICLE III - POWERS**

The Association shall have the following powers:

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A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Association is chartered, and all of the powers and privileges which may be granted unto said Association or exercised by it under such laws or any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

1. To make and establish reasonable rules and regulations governing the use of each Parcel and Common Area as defined in the Declaration.

2. To levy and collect assessments against members of the Association to defray the common expenses of the maintenance and operation of the Common Area as may be provided in the Declaration and in the Bylaws of this Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and maintenance of the Common Area and in accomplishing the purposes set forth in the Declaration.

3. To maintain, repair, replace, operate and manage the Common Area of the Center and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of said property.

4. To enforce the provisions of the Declaration and these Articles, the Bylaws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the Common Area as the same may be hereafter established.

5. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the Association acquires leaseholds, memberships and other possessory or use interests in land or facilities, whether or not contiguous to lands of this Center, for the benefit and use of the owners of the property within this Center, all as may be deemed by the Board of Directors to be in the best interests of the Association.

6. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.

7. 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 or personal property in connection with the affairs of the Association.

8. To borrow money, and with the assent of the representatives of seventy five percent (75%) of each class of Members, mortgage, pledge, deed in trust, or

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hypotheate any or all of its real or personal property as security for money borrowed or debts incurred.

9. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes.

10. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and Common Area.

11. To sue and be sued in a court of law.

12. To operate, maintain and manage the surface water or stormwater management system in a manner consistent with the South Florida Water Management District Permit requirements and applicable District rules and assist in enforcement of the Declaration which relate to the surface water or stormwater management system.

13. To levy and collect adequate assessments against the Owners for the costs of maintenance and operation of the surface water or stormwater management system.

#### ARTICLE IV - MEMBERS

The qualification of the members, the manner of their admission to membership, termination of such membership, and voting by members shall be as follows:

A. The Declarant and the owners of any Parcel in the Center shall be members of the Association, and no other persons or entities shall be entitled to membership. Membership is appurtenant to, and inseparable from, ownership of a Parcel.

B. Membership shall be established by the acquisition of fee title to a Parcel in the Center or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of a party shall be automatically terminated upon his or her being divested of all title to or his or her entire fee ownership interest in any Parcel, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Parcels, so long as such party shall retain title to or a fee ownership interest in any Parcel.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to a Parcel. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein in the Declaration and in the Bylaws.

D. The Association shall have two classes of voting membership:

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1. CLASS A. Class A members shall be all Parcel owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each full one thousand (1,000) square feet of land in Owners' Parcel. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

2. CLASS B. Class B member shall be the Declarant (as defined in the Declaration), who shall be entitled to fifty (50) votes for each full one thousand (1,000) square feet of land in Declarant's Parcel. The Class B membership shall cease and be converted to Class A membership ("Turnover Date") on the happening of any of the following events, whichever occurs earlier:

- (a) upon voluntary conversion to Class A membership by Declarant; or
- (b) when the total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership; or
- (c) December 31, 2027; or
- (d) when Declarant no longer owns a Parcel.

#### ARTICLE V - TERM

Existence of the Association shall commence with the filing of these Articles with the Florida Secretary of State. The Association shall exist in perpetuity. 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 systems must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code ("F.A.C."), and be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation. Any other assets will be dedicated to a public body, or conveyed to a non-profit organization of similar purposes.

#### ARTICLE VI - PRINCIPAL OFFICE

The principal office of the Association shall be located initially at 1525 International Parkway, Suite 4051, Lake Mary, Florida 32746, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

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The initial registered office of this Association shall be located at 1525 International Parkway, Suite 4051, Lake Mary, Florida 32746, and the initial registered agent of the Association shall be John C. Gray, Jr.. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles. The registered agent for the Association shall maintain copies of all permits issued by South Florida Water Management District for the benefit of the Association, so long as such copies are provided to the registered agent by the Association.

#### **ARTICLE VIII - DIRECTORS**

The affairs of the Association shall be managed by the Board of Directors. The number of members of the first Board of Directors of the Association shall be one (1). The number of members of succeeding boards of directors shall be three (3) except as changed from time to time by the Bylaws of the Association. The members of the Board of Directors shall be elected as provided by the Bylaws of the Association, which provide for election of directors at the annual meeting to be held on the second Tuesday of January of each year. The first annual meeting shall be held on or before January 31, 2009. The Board of Directors shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of this Association.

Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Name:	Address:
John C. Gray, Jr.	1525 International Parkway, Suite 4051, Lake Mary, Florida 32746

#### **ARTICLE IX - OFFICERS**

The Board of Directors shall elect a President, Vice President and Secretary/Treasurer and as many additional Vice Presidents and Assistant Secretary/Treasurers as the Board shall determine. The President shall be elected from among the membership of the Board of Directors but no other officer needs to be a director.

The affairs of the Association shall be administered by the officers designated in the Bylaws of this Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and,

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with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Common Area and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a Director of the Association.

The names and addresses of the officers who will serve until their successors are designated are as follows:

	Name:	Address:
President,	John C. Gray, Jr.	1525 International Parkway, Suite 4051, Lake Mary, Florida 32746
and Secretary	John C. Gray, Jr.	1525 International Parkway, Suite 4051, Lake Mary, Florida 32746

#### ARTICLE X - SUBSCRIBERS

The subscribers to these Articles of Incorporation are:

Name:	Address:
John C. Gray, Jr.	1525 International Parkway, Suite 4051, Lake Mary, Florida 32746

#### ARTICLE XI - BYLAWS

The original Bylaws of the Association shall be adopted by the Board of Directors and thereafter, such Bylaws may be altered or rescinded by the Board in such manner as said Bylaws may provide.

#### ARTICLE XII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of

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his or her duties. Provided, however, that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### **ARTICLE XIII - DISSOLUTION**

The Association shall exist in perpetuity; provided, however, if the Association is dissolved, the assets and property of the Association, including the surface water management system, shall be conveyed to an appropriate agency of local government. In the event that such conveyance or dedication is refused, the assets and property of the Association, including the surface water management system, shall be conveyed or dedicated to a similar nonprofit corporation, association or other organization to be devoted to such similar purposes. In any event, the Association may only be dissolved with the assent given in writing and signed by not less than the representatives of seventy five percent (75%) of each class of Members.

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, Florida Administrative Code, and be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation.

#### **ARTICLE XIV - COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE**

This Association shall commence corporate existence on the date of filing these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

#### **ARTICLE XV - AMENDMENTS**

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, provided that it is approved by seventy five percent (75%) of each class of Members.

#### **ARTICLE XVI - DEFINITIONS**

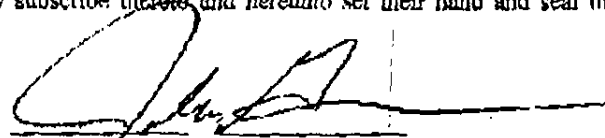
Capitalized terms contained herein shall have the definitions and meanings set forth in the Declaration.

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IN WITNESS WHEREOF, the undersigned do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto, and hereunto set their hand and seal this 15TH day of April, 2008.

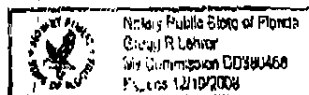
By:   
Name: John C. Gray, Jr.  
Address: 1525 International Parkway, Suite 4051  
Lake Mary, Florida 32746

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 15TH day of April, 2008, by John C. Gray, Jr. who is personally known to me, or who produced \_\_\_\_\_ as identification.

(NOTARY SEAL)

  
Notary Public Signature  
Print Name: Gregg Lehar  
My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**  
**08 APR 16 AM 9:30**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

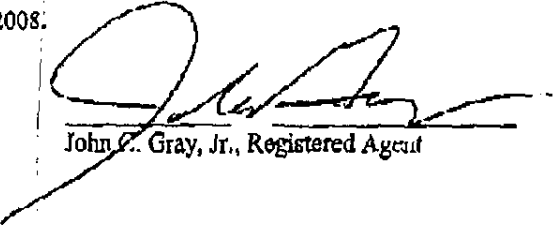
In compliance with Section 48.091, Florida Statutes, the following is submitted:

**EAST PARK VILLAGE COMMERCIAL CENTER PROPERTY  
OWNER'S ASSOCIATION, INC.**, a not for profit corporation, desiring to organize as  
a corporation under the laws of the State of Florida with its registered office and principal  
place of business at 1525 International Parkway, Suite 4051, Lake Mary, Florida 32746,  
has named and designated John C. Gray, Jr. as its Registered Agent to accept service of  
process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named Association,  
at the place designated in this Certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes relating to the proper and  
complete performance of my duties as Registered Agent.

Dated this 15TH day of April, 2008.

  
John C. Gray, Jr., Registered Agent

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**EXHIBIT "A"**

Legal Description

LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13 AND TRACTS A, B, C, D AND E OF EAST PARK VILLAGE CENTER 2, ACCORDING TO THE PLAT THEREOF, RECORDED IN PLAT BOOK 71, PAGES 65 TO 71, PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA.

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TOTAL P.12