

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

AVALON PARK COMMERCIAL PARCEL PROPERTY OWNERS ASSOCI

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**ARTICLES OF INCORPORATION
OF
AVALON PARK COMMERCIAL PARCEL PROPERTY
OWNERS ASSOCIATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

SECRETARY OF STATE
TALAHASSEE, FLORIDA

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**ARTICLE I.
NAME OF CORPORATION**

The name of the Corporation is **AVALON PARK COMMERCIAL PARCEL PROPERTY OWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation (hereafter called the "Association").

**ARTICLE II.
STREET ADDRESS AND MAILING ADDRESS OF THE ASSOCIATION**

The street and mailing address of the initial principal office of the Association is 2632 Mandan Trail, Winter Park, Florida 32789.

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

The street and mailing address of the initial registered office of the Association is 312 Wing Lane, Winter Park, Florida 32789, and Warren E. Williams is hereby appointed the initial registered agent of the Association at that address.

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

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are (i) to be the governing and administrative property owners association with the duties of governance, maintenance and operation of the real property and improvements subject to that certain Declaration of Covenants, Restrictions and Easements for Avalon Park Commercial Parcel (the "Declaration") dated April 26, 2008, to be recorded in the Public Records of Orange County, Florida (for purposes of these Articles, all capitalized terms, unless provided otherwise herein, shall have the same meaning as in the Declaration), (ii) operate, maintain and manage and to provide for maintenance and preservation of the Surface Water Management System, and any On-Site Surface Water Management Improvements (if developed in the future) as defined in the Declaration, (iii) to collect assessments pursuant to the Declaration to cover the costs incurred by the Association and (iv) to enforce the covenants and obligations of the Declaration. The Association shall also cause that the Stormwater Management System and any On-Site Surface Water Management Improvements are maintained, repaired and replaced (as needed) in a manner consistent with all St. Johns River Water Management District (the "SJRWMD") Permits applicable to the Property and the requirements of the SJRWMD rules and shall assist in the enforcement of the

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Declaration relating to the Surface Water Management System and any On-Site Surface Water Management Improvements. The Association shall levy and collect adequate assessments under the Declaration from the members of the Association for the costs incurred by it to maintain and repair the Surface Water Management System and any On-Site Surface Water Management Improvements or any portion thereof.

In connection with the foregoing, the Association shall have the power to perform the foregoing, including, but not limited to, the following:

(a) the exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in the Declaration, applicable to all of the Property (as defined in the Declaration);

(b) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act 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 Declaration to pay all expenses in connection with authorized obligations and expenses of the Association and all office and other expenses incident to the operation and conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the personal property of the Association and the Association Property;

(d) to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate and maintain any property conveyed to the Association and otherwise convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association consistent with the terms of the Declaration and Bylaws as from time-to-time authorized by the members of the Association;

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

(f) to borrow money, and with the assent of the majority of the members of the Association, pledge, mortgage or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(g) to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall have the assent of a majority of the total members of the Association at a meeting thereof.

ARTICLE V. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors (the "Board"), who, prior to Turnover of the Association, need not be members of the Association; provided,

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however, the Board shall consist of an odd number of directors ("**Directors**"). The number of Directors may be changed by amendment of the Bylaws of the Association. The initial Board shall consist of three (3) Directors, who shall serve until the appointment of their successors as provided in the Bylaws.

The names and addresses of the initial Board are as follows:

Warren E. Williams:	312 Wing Lane Winter Park, Florida 32789
Ronald N. Schwartz	2632 Mandan Trail Winter Park, Florida 32789
Stephen J. DeWitt:	3361 Rouse Road, Suite 235 Orlando, Florida 32817

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

ARTICLE VI. **INCORPORATOR**

The name and address of the Incorporator of the Association is as follows:

Warren E. Williams	312 Wing Lane Winter Park, Florida 32789
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ARTICLE VII. **DISSOLUTION**

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Management System and any On-Site Water Management Improvements (as defined in the Declaration) for the Property must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved in writing by the SJRWMD prior to such termination, dissolution or liquidation.

ARTICLE VIII. **EXISTENCE AND DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Association shall exist in perpetuity.

[Execution page and acceptance
by registered agent to follow]

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IN WITNESS WHEREOF, for the purposes of forming the Corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of the Association, has executed these Articles of Incorporation this 28th day of April, 2008.



Warren E. Williams
Incorporator

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



Warren E. Williams
Registered Agent

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TALLAHASSEE, FLORIDA

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