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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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08-3/957

Stephen L. Skipper

Attorney at Law



July 10, 2008


Department of State  
Division of Corporations  
Initial Filing - For Profit  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address:  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Gentlemen:

I am enclosing the corrected proposed Articles of Incorporation for filing. Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,



Stephen L. Skipper

SLS/jcs

♦ ♦ ♦ ♦ ♦ ♦ ♦ ♦ ♦ ♦ ♦ ♦ ♦ ♦ ♦ ♦

Phone (407) 521- 0770      FAX (407) 521- 0880  
∞ 7652 Ashley Park Court, Suite 301, Orlando, FL 32835-2769 ∞



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 3, 2008

STEPHEN L SKIPPER, ATTORNEY AT LAW  
7652 ASHLEY PARK COURT  
SUITE 300  
ORLANDO, FL 32835

SUBJECT: HAMLIN HEIGHTS IRRIGATION ASSOCIATION, INC.  
Ref. Number: W08000031957

We have received your document for HAMLIN HEIGHTS IRRIGATION ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

Letter Number: 908A00039717

**FILED**

08 JUL 14 AM 8:30

**ARTICLES OF INCORPORATION**

**OF**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**HAMLIN HEIGHTS IRRIGATION ASSOCIATION, INC.**

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a NOT FOR PROFIT CORPORATION under the laws of the state of Florida.

**ARTICLE 1**

**NAME OF CORPORATION**

The name of the corporation is **HAMLIN HEIGHTS IRRIGATION ASSOCIATION, INC.**, hereinafter referred to as the "Association".

**ARTICLE 2**

**PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 1137 East Plant Street, Winter Garden, FL 34787.

**ARTICLE 3**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 1137 East Plant Street, Winter Garden, FL 34787, and the name of the initial registered agent at that address is G. Douglas Laman.

**ARTICLE 4:**

**DEFINITIONS**

4.1. The following words when used herein (unless the context shall prohibit) shall have the following meanings:

(a) "Association" shall mean and refer to **HAMLIN HEIGHTS IRRIGATION ASSOCIATION, INC.**, a Florida not for profit corporation.

(b) "Common Property" shall mean and refer to the real property, easements and equipment intended to be devoted to the Irrigation System, and any Common Driveways. The Board of Directors may acquire new and replacement equipment and land within or adjacent to the Subject Property for the establishment and improvement of the Irrigation System. The Developer shall have the right to vacate any or all easements areas from the Subject Property, and accept other easements from the Subject Property, it if necessary, to accommodate the development of the Subject Property and/or land being annexed into the Property.

(c) "Developer" shall mean **EXCLUSIVE HOMES, Inc.**, a Florida corporation, and its successors and assigns.

(d) "Lot" shall mean and refer to any plot of land shown on any recorded subdivision plat, and as such plat may be amended and/or replated for time to time, with the exception of the Common Property. The word Lot shall also include any Living Unit located or constructed on the Lot.

(e) "Living Unit" shall mean and refer to any portion of a building or a single family structure situated upon Subject Property designed and intended for use and occupancy as a residence by a single family.

(f) "Owner" shall mean and refer to the holder of fee simple title in and to any Lot as recorded in the Public Records of Orange County, Florida, whether any Lot is owned by one or more persons or entities. If any Lot is owned by more than one person or entity, such multiple owners shall be collectively referred to as Owner. Developer shall be considered to be an owner of any property held in its name.

(g) "Transition of Control of the Association" shall mean and refer to the time period beginning three months after 90 percent of the Lots in all phases of the Subject Property have been conveyed to by the Developer to persons who are not related to Developer or who file a consolidated tax return with Developer.

## **ARTICLE 5**

### **PURPOSE AND POWERS OF THE ASSOCIATION**

5.1 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 and architectural control of the Lots, Living Units and Common Property within that certain tract of property to be developed as part of a single family residential development known as "HAMLIN HEIGHTS IRRIGATION ASSOCIATION" (hereinafter referred to as the "Property"), and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in this Declaration;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of this Declaration; 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;

(c) 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;

(d) Borrow money, and with the approval of a two-thirds (2/3) vote of the members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the approval of two-thirds (2/3) vote of the members, unless provided otherwise in the Declaration;

(f) 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; and

(g) Ownership and Management of Common Property. To own, hold, control, administer, manage, operate, regulate, care for, maintain, repair, replace, restore, preserve and protect all Common Property, whether real, personal or mixed, including; subject, at all times, however, to the terms and provisions of any document or instrument pursuant to which the Association shall initially acquire title to any Common Property from Developer.

(h) Payment of Common Expenses. To pay all Common Expenses associated with the ownership, administration, management, operation, regulation, care, maintenance, repair, replacement, restoration, preservation and protection of the Common Property, including, without limitation, the Common Streets and the Retention Areas, the management and administration of the business and affairs of the Association and all other Common Expenses for which provision is made in this Declaration.

(i) Levy and Collection of Assessments. To establish, make, levy, impose, enforce and collect all Assessments for which provision is made in this Declaration or which shall otherwise be necessary to provide and assure the availability of such funds as may be reasonably necessary to pay all Common Expenses or otherwise conduct the business and affairs of the Association, including, without limitation, such funds as may be necessary to own, manage, administer, operate, care for, maintain, improve, repair, replace, restore, preserve and protect the Common Streets and Retention Areas and all other Common Property.

(j) Insurance. To provide adequate insurance protection on and for the Common Property and, consistent with their respective duties, responsibilities and liabilities, provide adequate insurance protection on and for the Association itself, and on and for its members, officers and directors, as well as for the members of the ARB established pursuant to this Declaration.

(k) Promotion of Health, Safety and Welfare. To advance, promote, enhance and protect the health, safety and general welfare of the members of the Association, and the residents of the Subject Property; provided, however, that the Association shall be and hereby is specifically prohibited from engaging in any political activity or any other activity whereby its status as a corporation not-for-profit or its exemption from Federal or state income taxation, if any, shall be forfeited or jeopardized.

(l) Enforcement of Declaration. To assure compliance with and adherence to and otherwise to enforce the provisions of this Declaration.

(m) Establish and Enforce Rules and Regulations. To make, establish, promulgate and publish, and to enforce such Rules and Regulations for the protection and governing the use of the Common Property as the Board of Directors of the Association deems to be in the best interest of the Association and its members.

(n) Other Activities. To engage in any and all other activities permitted to be engaged in by a corporation not-for-profit under the laws of the State of Florida as may be necessary or appropriate for the achievement of the objects and purposes for which the Association has been created, formed and established.

## **ARTICLE 6**

### **MEMBERSHIP AND VOTING**

The Corporation shall have two classes of voting membership:

Class A. Class A Members shall be the Owner of each Lot, other than the Developer, and such Class A Members shall be entitled to one (1) vote for each Lot owned. When more than one person or entity owns a Lot, the vote for such Lot shall be cast by agreement between the joint owners thereof, and in the event the multiple owners of any Lot are unable to agree upon who or in what manner the collective vote of such multiple owners shall be cast, then such owners shall not be recognized and the vote for such Lot shall not counted either in the establishment of any quorum or in the balloting of any vote. It shall be presumed that any one of the multiple owners of any Lot have the consent of the other owners to cast any vote unless the Association is notified otherwise in writing prior to any meeting, or by the presence of such multiple owners at a meeting. Class A Members shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Class A Membership shall be

appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

Class B. Prior to the Transition of Control of the Association, EXCLUSIVE HOMES, Inc. (the "Developer"), its successors and/or assigns, shall be a Class B Member and shall be entitled to five (5) votes for each Lot owned by Developer. After the Transition of Control of the Association, the Developer shall be entitled to one (1) vote for each Lot owned by the Developer, however, the Developer shall continue to be entitled to elect at least one member of the board of directors of the Association as long as the Developer owns at least five (5%) percent of the parcels in all phases of the community.

#### **ARTICLE 7**

#### **BOARD OF DIRECTORS**

The corporation shall initially have three (3) directors. The method of electing, removing and replacing directors shall be prescribed by the Bylaws of the corporation, however, after Transition of Control of the Association, the Developer shall continue to be entitled to elect at least one member of the board of directors of the Association as long as the Developer owns at least five (5%) percent of the parcels in all phases of the community. The number of directors shall only be increased or decreased by amendment of these Articles of Incorporation. The names and street addresses of the initial directors who shall hold office until the first annual meeting of the Membership of the corporation or until their successors are elected or appointed and qualified are:

<u>Name</u>	<u>Address</u>
G. Douglas Laman	1137 East Plant Street Winter Garden, FL 34787
Douglas Gomez	1137 East Plant Street Winter Garden, FL 34787
John M. Mehner	1633 Gayle Ridge Drive Apopka, FL 32703

#### **ARTICLE 8**

#### **INCORPORATOR**

The name and street address of the Incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
G. Douglas Laman	1137 East Plant Street Winter Garden, FL 34787

#### **ARTICLE 9**

#### **DURATION**

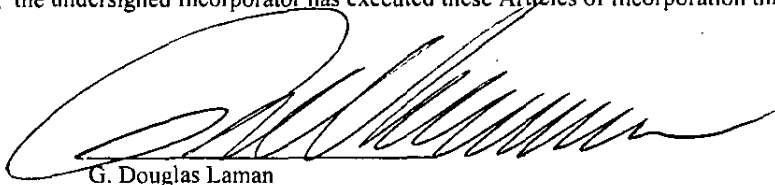
9.1 The corporation shall commence its corporate existence on the date these Articles of Incorporation are filed with the Department of State, and shall have perpetual existence thereafter unless dissolved according to law.

9.2 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 F.A.C., and be approved by the St. Johns River Management District prior to such termination, dissolution or liquidation.

**ARTICLE 10  
AMENDMENTS**

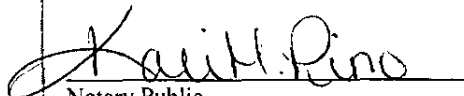
Amendment of these Articles shall require the assent of fifty-one percent (51%) of the votes of the total number of Members, however, no amendment of these Articles shall be effective or valid, regardless of any other provision contained herein, without the written consent and approval of the Developer prior to transition.

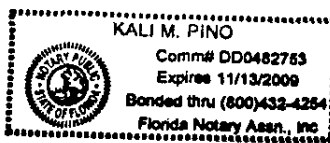
1 IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this day of July, 2008.

  
G. Douglas Laman

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared G. Douglas Laman, as Incorporator for HAMLIN HEIGHTS IRRIGATION ASSOCIATION, INC., who executed the foregoing Articles of Incorporation before me, who acknowledged before me that (s)he executed the same freely and voluntarily for the purposes therein stated, and ☒ who is personally known to me, or ☐ who produced a \_\_\_\_\_ as identification.

  
Notary Public  
My Commission Expires:





ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT

FILED

08 JUL 14 AM 8:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

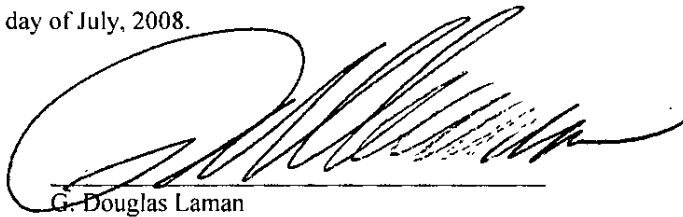
I, G. Douglas Laman, hereby certify that I am an individual resident in this state and that my business office is identical with the registered office of the corporation which is 1137 East Plant Street, Winter Garden, FL 34787.

This statement is filed pursuant to section 607.0501(3), Florida Statutes.

I hereby accept the appointment to serve as the initial registered agent of HAMLIN HEIGHTS IRRIGATION ASSOCIATION, INC., as registered agent, I agree to accept service of process on behalf of the corporation, to keep the registered office open during the prescribed hours, and to post my name in some conspicuous place in the Registered Office as required by law.

I also accept the obligations provided for in Section 607.0505, Florida Statutes (concerning the production of corporate documents pursuant to subpoena).

Dated this the 1<sup>st</sup> day of July, 2008.



G. Douglas Laman