

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Hickory Place Industrial Park Property Owners Associ

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EXHIBIT "D"

Association Articles of Incorporation

ARTICLES OF INCORPORATION**OF****HICKORY PLACE INDUSTRIAL PARK PROPERTY
OWNERS ASSOCIATION, INC.**

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions (these "Articles"):

ARTICLE I**NAME**

The name of the corporation shall be HICKORY PLACE INDUSTRIAL PARK PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II**DURATION**

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an appropriate agency of local government or an entity approved in writing by the South Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE III**DEFINITIONS**

All terms used in these Articles shall have the same meaning as are attributed to them in the Declaration of Covenants and Restrictions for the Hickory Place Industrial Park dated as of the date hereof (the "Declaration"), including, but not limited to, the following definitions:

In addition, the following words shall have the definitions set forth below for purposes of these Articles:

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3.1 "Tract "A"" shall mean and refer to that certain parcel of real property identified on the Plat, which shall serve as the primary means of ingress and egress between the Lots and public rights-of-way.

3.2 "Association" shall mean and refer to Hickory Place Industrial Park Property Owners Association, Inc., a corporation not-for-profit or its successors and assigns.

3.3 "Bylaws" shall mean and refer to the Bylaws of the Hickory Place Industrial Park Property Owners Association, Inc., a corporation not-for-profit or its successors and assigns.

3.4 "Common Expenses" shall mean and refer to the actual and estimated expenses of operating the Association and paying the costs incurred, or to be incurred, relative to the performance of the duties of the Association, including, without limitation, the costs incurred for operation, maintenance, repair and replacement of the Common Property, including, without limitation, any reasonable reserves established by the Association, all as may be found to be necessary and appropriate by the Board of Directors of the Association pursuant to the Declaration, the Bylaws, and these Articles.

3.5 "Common Property" shall collectively mean and refer to the Surface Water Management System, the Lift Station, Tract "A", the Roadway (as defined in the Declaration) and all other real and personal property, from time to time intended to be devoted to the use and enjoyment of all Members of the Association and maintained and operated by the Association at Common Expense.

3.6 "Declarant" shall collectively mean and refer to Randy Lee Wright and Rebecca A. Wright, and their respective permitted successors and assigns, if and to the extent that any of its respective rights as Declarant shall have expressly been assigned to such successor. No successor or assignee of the Declarant shall have any rights or obligations of the Declarant hereunder unless such rights and obligations are specifically set forth in the instrument of succession or an assignment recorded in the Public Records of Osceola County, Florida, or unless such rights pass by operation of law. In the event that the Declarant no longer has any ownership interest in any portion of the Property and Declarant has not specifically assigned to any permitted successor in ownership its rights as Declarant, then all such rights as Declarant may have shall automatically pass to the Association.

3.7 "Lot" shall mean and refer to each of (i) Lot 1 shown on the Plat ("Lot 1"), (ii) Lot 2 shown on the Plat ("Lot 2"), and (iii) the unplatted property described in EXHIBIT "C" attached to the Declaration ("Lot 3"), all of property is subjected to the encumbrance of the Declaration.

3.8 "Member" shall mean and refer to each Owner who is a Member of the Association as provided in Article III, Section 2 of the Declaration.

3.9 "Owner" shall mean and refer to the record holder, whether one or more persons or entities, of fee simple title to each Lot; but, notwithstanding any applicable theory of the law of mortgages, Owner shall not mean or refer to any mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure proceeding or a conveyance in lieu of foreclosure. For

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all purposes hereunder, each Lot shall have a single Owner, irrespective of whether such ownership is joint, in common or tenancy by the entirety.

3.10 "Plat" shall mean and refer to that certain plat of Hickory Place Industrial Park as recorded in Plat Book 21, Page 63, Public Records of Osceola County, Florida.

3.11 "Property" shall mean and refer to the real property described on EXHIBIT "A" attached to the Declaration.

3.12 "SFWMD" shall mean and refer to the South Florida Water Management District.

3.13 "Surface Water Management System" means the system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, overdrainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharge described in the Permit. Included within the definition of Surface Water Management System are the water management and retention tracts within the Property, areas subject to conservation easements required by the Permit, as well as any and all easements, swales, ponds, lakes, tracts, parcels structures, equipment, or facilities which are located on Property and required as a part of the Surface Water Management System, and/or which are required or permitted pursuant to the Permit or any other stormwater or surface water construction, operation or management permits issued with regard to the Property or any Lot or portion thereof by SFWMD.

ARTICLE IV

PRINCIPAL OFFICE

The principal office of the Association is located at 917 13th Street, St. Cloud, Florida 34769.

ARTICLE V

REGISTERED OFFICE AND AGENT

Rebecca A. Wright, 917 13th Street, St. Cloud, Florida 34769, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI

PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed, among other things, to provide for the operation, maintenance and repair of the Common Property. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have

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the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, any Supplemental Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the operation, maintenance and repair of the Surface Water Management System, including, but not limited to the power to (i) own and convey property, (ii) operate and maintain Common Property, specifically the Surface Water Management System as permitted by the SFWMD, including, all lakes, retention areas, culverts, and related appurtenances, (iii) establish rules and regulations, (iv) assess members and enforce assessments, (v) to sue and be sued, and (vi) contract for services to provide for operation and maintenance services. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part, to any developer, management agent, governmental unit, public body, or other person or entity. Any instrument effecting such a transfer shall specify the duration thereof and the means.

The Association shall operate, maintain and manage the Surface Water Management System in a manner consistent with SFWMD Permit No. 49-01932-P (the "Permit") requirements and applicable SFWMD rules, and shall assist in the enforcement of the Declaration.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Common Property.

ARTICLE VII

MEMBERSHIP

Each Owner, including the Declarant, shall be a Member of the Association. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VIII

VOTING RIGHTS

8.1 Voting Rights. The Association shall have two (2) classes of voting membership:

(a) Class "A". Class "A" Members shall be all Owners, with the exception of the Declarant. Each Class "A" Member shall be entitled on all issues to one (1) vote for each Lot owned by such Member within the Property.

(b) Class "B". The Class "B" Members shall be the Declarant and any permitted successor of the Declarant who takes title to one or more Lots for the purpose of development and sale and to whom Declarant assigns in writing one or more of the Class "B"

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votes. The Class "B" Members shall be entitled, on all issues, to three (3) votes for each Lot owned by the Declarant or by the aforementioned permitted successor of the Declarant. The Class "B" membership shall terminate and become converted to Class "A" membership upon the happening of the earlier of the following:

- (i) When the total outstanding Class "A" votes equal the total outstanding Class "B" votes; or
- (ii) Two (2) years from the date of recording the Declaration; or
- (iii) When, in its discretion, the Declarant so determines.

From and after the happening of any one of these events, the Declarant shall call a special meeting as provided in the Bylaws to advise the Association membership of the termination of Class "B" status.

8.2 Multiple Owners. If a Lot is owned by one person or entity, its rights to vote shall be established by the record title to the Lot. If a Lot is owned by more than one person or entity, the person entitled to cast the votes for the Lot shall be designated by a certificate signed by all of the record Owners of the Lot and filed with the Secretary of the Association. A certificate designating the person entitled to cast the votes of a Lot owned by more than one person or entity may be revoked in writing by any Owner thereof. If a Lot is owned by a general or limited partnership, the person entitled to cast the votes for the Lot shall be designated by a certificate of appointment signed by the managing general partner and filed with the Secretary of the Association. If a Lot is owned by a corporation, the person entitled to cast the votes for the Lot shall be designated by a certificate of appointment signed by the President or Vice President of the corporation and filed with the Secretary of the Association. If a Lot is owned in trust, the person entitled to vote for the Lot shall be designated by a certificate of appointment signed by the trustee of record for the trust and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent written certificate or until a change in the ownership of the Lot concerned. If no such designation is timely filed for any Lot, the Association shall have no obligation to recognize any purported vote for such Lot.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of three (3) directors who need not be Members. The initial Board shall be comprised of three (3) members, but may be enlarged to as many as nine (9) members by amendment to these Articles; provided that there shall always be an odd number of directorships created. The names and addresses of persons who are to act in the capacity of directors until the selection of their successors are:

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<u>NAME</u>	<u>ADDRESS</u>
Randy Lee Wright	917 13 th Street St. Cloud, Florida 34769
William W. Wright	917 13 th Street St. Cloud, Florida 34769
Rebecca A. Wright	917 13 th Street St. Cloud, Florida 34769

Members shall elect the directors for staggered terms of three (3) years each. To create the staggered terms, the post held by Randy Lee Wright shall become vacant at the first annual meeting of the Members and the said post shall be filled at that said meeting. At the second annual meeting of the Members, the post held by William W. Wright shall be deemed vacant and a successor director shall be elected. The post held by Rebecca A. Wright shall be deemed vacant at the third annual meeting of the Members and a successor director shall be elected at that meeting. All successor directors shall serve for terms of three (3) years each. In the event that the number of Members of the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year. All directorships shall expire during any given three (3) year period.

ARTICLE X

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Randy Lee Wright	917 13 th Street St. Cloud, Florida 34769
Vice President	William W. Wright	917 13 th Street St. Cloud, Florida 34769
Secretary	Rebecca A. Wright	917 13 th Street St. Cloud, Florida 34769

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Treasurer

Rebecca A. Wright

917 13th Street

St. Cloud, Florida 34769

ARTICLE XI**INDEMNIFICATION**

11.1 Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest 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.

11.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

11.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of these Articles.

ARTICLE XII**BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

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ARTICLE XIII

AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

13.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

13.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

13.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote or written consent of a majority of the votes of Members entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

13.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

13.5 Agreement. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 through 13.3 had been satisfied.

13.6 Action Without Directors. The Members may amend these Articles without an act of the directors at a meeting for which notice of the changes to be made are given.

13.7 Limitations. No amendment shall make any changes in the qualifications for Members, the rights and responsibilities of Members, the voting rights of Members, or the allocation of assessments to the Members, without approval in writing by each Member affected by the amendment. No amendment shall be made that is in conflict with the Declaration.

13.8 Filing. A copy of each amendment shall be filed with and certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Osceola County, Florida.

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ARTICLE XIV**SUBSCRIBER**

The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME**ADDRESS**

Randy Lee Wright

917 13th Street
St. Cloud, Florida 34769

ARTICLE XV**NONSTOCK CORPORATION**

The Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed as of the 5th day of October, 2008.

Signed, sealed and delivered in the
presence of:

M. Cravien

Print Name: M. Cravien

Randy Lee Wright

RANDY LEE WRIGHT

Sarah Dawell

Print Name: Sarah Dawell

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COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 03rd day of October, 2008,
by RANDY LEE WRIGHT, who is personally known to me or produced _____
_____ as identification.

Melissa A. Martinez
Print Name: MELISSA A. MARTINEZ
Notary Public, State of Florida
Commission No.: DD 1030094
My commission expires: 2-25-11



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**CERTIFICATE DESIGNATING
REGISTERED AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

HICKORY PLACE INDUSTRIAL PARK PROPERTY OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 917 13th Street, St. Cloud, Florida 34769, has named Rebecca A. Wright, located at 917 13th Street, St. Cloud, Florida 34769, as its Registered Agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of my position and accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.


REBECCA A. WRIGHT

Dated: October 23, 2008

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