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FLORIDA PROFIT/NON PROFIT CORPORATION
PALADIN PARK OWNERS ASSOCIATION, INC.

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PALADIN PARK OWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
PALADIN PARK OWNERS ASSOCIATION, INC.,
a corporation not for profit

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, a resident of Florida and of full age, for the purpose of forming a corporation not for profit does hereby certify:

1. Name. The name of the corporation is PALADIN PARK OWNERS ASSOCIATION, INC., a corporation not for profit organized under Chapter 617 of the Florida Statutes (the "Association").

2. Principal Office. The principal office of the Association is located at 1842 Gunn Highway, Odessa, FL 33556.

3. Purposes. The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, preservation, and care of the property of the Association, and to provide architectural control of the parcels within that certain tract of property (the "Property") described in that certain Declaration of Easements, Covenants and Restrictions of Paladin Properties, LLC, a Florida limited liability company, recorded or to be recorded in the Office of the Clerk of the Circuit Court, Pasco County, Florida, and as the same may be amended from time to time as therein provided (the "Declaration"), and to promote the health, safety and welfare of the owners within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes. In connection therewith, the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration.

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay 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) 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.

(d) To borrow money, and with the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of Owners holding not less than two-thirds (2/3) of the total votes of the Association, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(e) To dedicate, sell, or transfer all or any part of the "Driveways" and "Retention Pond" (as both are defined in the Declaration) to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. Subject to terms and conditions of the Declaration and Declarant's rights thereunder, any such dedication or transfer shall be effective with the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of Owners holding not less than two-thirds (2/3) of the total votes of the Association.

(f) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of Owners holding not less than two-thirds (2/3) of the total votes of the Association.

(g) To annex additional property in the manner set forth in the Declaration.

(h) To have and to exercise any and all powers, rights and privileges a corporation organized under Florida law, including Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

(i) To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management systems, including but not limited to work within retention areas, drainage structures, and drainage easements.

(j) To operate, maintain, and manage the surface water or stormwater management system, including all lakes, retention areas, culverts, and related appurtenances, in a manner consistent with the Southwest Florida Water Management District permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein.

(k) To adopt and publish rules and regulations governing the use of the Driveways and Retention Pond, and the personal conduct of the Members and their guests thereon, and to establish penalties for any infraction thereof;

(l) To sue and be sued in the name of the Association.

4. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Parcel which is subject to the Declaration shall be a member of the Association. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to assessment by the Association. Members' voting rights are set forth in the Declaration and By-Laws.

5. Board. The affairs of the Association shall be managed by a Board of not less than two (2) Directors nor more than seven (7), who need not be members of the Association. The initial number of directors shall be two (2) and may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

Christopher Stewart
1842 Gunn Highway
Odessa, FL 33556

Lynn D. Stewart
1842 Gunn Highway
Odessa, FL 33556

The manner in which the directors are appointed is as stated in the By-Laws.

6. Dissolution. The Association may be dissolved upon the affirmative vote of not less than two-thirds (2/3) of the total votes of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to any non-profit corporation, association, trust or other organization to be used for purposes similar to those for which this Association was created. 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 40, Florida Administrative Code, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution, or liquidation.

7. Duration. The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist perpetually.

8. Amendment. The Association shall have the right to amend these Articles at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of Owners holding not less than two-thirds (2/3) of the total votes of the Association. Amendments may be proposed by resolution approved by a majority of the Board; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Parcels. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same. As long as there is a Class B membership and the Department of Housing and Urban Development ("HUD") or Veterans Administration ("VA") is holding, insuring, or guaranteeing any loan secured by Property, the following actions will require the prior approval of the HUD or VA: annexation of additional properties; mergers and consolidations; mortgaging of Driveways and Retention Pond; dissolution of this Association; and amendment of these Articles.

9. By-Laws. The By-Laws of the Association shall be adopted by the Board at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

10. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 109 N. Brush Street, Ste. 250, Tampa, FL 33602 and the name of the corporation's initial registered agent at that address is Clarke G. Hobby.

11. Initial Officers. The initial officers of the Association, who shall serve until successors are elected, shall be:

Christopher Stewart - President

Lynn D. Stewart - Vice President/Secretary/Treasurer

12. Incorporator. The name and address of the incorporator is:

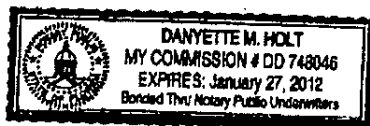
Clarke G. Hobby, Esq.
Hobby & Hobby, P.A.
109 N. Brush Street, Suite 250
Tampa, Florida 33602

[EXECUTION PAGE TO FOLLOW]

For the purpose of forming this corporation under the laws of the State of Florida, the undersigned, CLARKE G. HOBBY, constituting the sole incorporator of this Association, has executed these Articles of Incorporation on June 23, 2010, and who is personally known to me.

INCORPORATOR:


CLARKE G. HOBBY



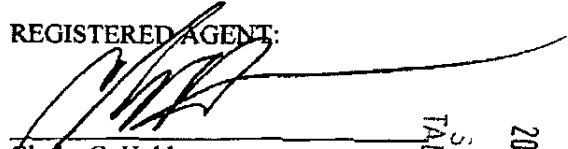

NOTARY PUBLIC

My Commission Expires:

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for the Association at the office designated in the foregoing Articles, I am familiar with the duties and obligations of Registered Agent and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:


Clarke G. Hobby
109 N. Brush Street, Ste. 250
Tampa, FL 33602

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