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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Howell Branch Cove Homeowners Association, Inc.**

|                       |         |
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**ARTICLES OF INCORPORATION  
OF  
HOWELL BRANCH COVE HOMEOWNERS ASSOCIATION, INC.,  
a Florida corporation not-for-profit**

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 OF CORPORATION**

The name of the corporation is HOWELL BRANCH COVE HOMEOWNERS ASSOCIATION, INC., a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

**ARTICLE II - PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 700 West Morse Boulevard, Suite 220, Winter Park, Florida 32789.

**ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE**

B&C Corporate Services of Central Florida, Inc., a Florida corporation, with an office at 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801, is hereby appointed the initial Registered Agent of this Association.

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

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 the maintenance, preservation and architectural control of the Lots, streets, and Common Area within that Property described as:

HOWELL BRANCH COVE, according to the plat thereof, as recorded in  
Plat Book \_\_\_\_, Page \_\_\_\_, Public Records of Seminole County, Florida,

, and to promote the health, safety and welfare of the residents within the above described property for this purpose to:

A. exercise of all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Howell Branch Cove, hereinafter called the "Declaration", applicable to the Property, to be recorded in the Public Records of Seminole County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set

forth at length (all capitalized terms, unless otherwise provided herein, shall have the same meaning as defined in the Declaration) and pursuant to Chapter 720, Florida Statutes;

B. 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 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 assent of two-thirds (2/3) of the Lot Owners (excluding the Declarant), mortgage or pledge, any or all of its real or personal property as security for money borrowed or debts incurred;

E. dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Lot Owners (excluding the Declarant), agreeing to such dedication, sale or transfer, provided, however, the Association shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads, other purposes reasonably necessary or useful for the proper maintenance or operation of the property, which grants shall not be deemed a dedication, sale or transfer requiring the consent of Members;

F. participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall comply with the requirements of the Declaration;

G. have and to exercise any and all powers, rights and privileges which a corporation organized under Florida Not For Profit Corporation Act by law may now or hereafter have or exercise;

H. operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District Permit No. 42-117-124394-1 requirements including operation and maintenance of the stormwater reuse pumping/irrigation system and irrigation well (the stormwater reuse pumping/irrigation system requires operation and maintenance pursuant to a specific schedule, as permitted by the St. Johns River Water Management District) and applicable District rules, and shall assist in the enforcement of the Declaration which relate to the Surface Water or Stormwater Management System. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance, operation and repair of the Surface Water or Stormwater Management System; and

I. operate, maintain and manage the Common Area. The Association shall levy and collect adequate assessments against Owners of the Association for the maintenance of the Common Area.

#### ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

#### ARTICLE VI - VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

A. Class "A" Members. Class "A" Members shall be all Owners of Lots with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. 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 (1) vote be cast with respect to any Lot.

B. Class "B" Members. The Class "B" Member shall be the Declarant and shall be entitled to three (3) votes for each Lot owned by the Declarant. Unless converted earlier and voluntarily by the Declarant, or as otherwise required by law, the Class "B" membership shall cease three (3) months after all the improved Lots have been conveyed by Declarant to the other owners.

#### ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than seven (7) directors, who need not be Members of the Association. The initial number of Directors shall be three (3) and may be changed by amendment of the By-Laws of the Association, provided that the Association must never have fewer than three (3) Directors. The names and address of the persons who are to act in the capacity of Directors until the selection of their successors are:

| <u>NAME</u>    | <u>ADDRESS</u>  |
|----------------|---|
| Jay Brock      | 700 West Morse Blvd., Suite 220<br>Winter Park, Florida 32789 |
| Dean Price     | 700 West Morse Blvd., Suite 220<br>Winter Park, Florida 32789 |
| Paul Missigman | 700 West Morse Blvd., Suite 220                               |

Winter Park, Florida 32789

At the first annual meeting, the Members shall elect one (1) Director for a term of one (1) year, one Director for a term of two (2) years and one (1) Director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) Director for a term of three (3) years. In the event the number of Directors is more than three (3), additional Directors shall be elected for a term of three (3) years.

The Declarant is entitled to elect or appoint at least one (1) Director as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots.

#### ARTICLE VIII - INCORPORATOR

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

NAME

Howell Branch Cove, Ltd.

ADDRESS

700 West Morse Blvd., Suite 220  
Winter Park, Florida 32789

#### ARTICLE IX - OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws of the Association as shall be elected by the Board of Directors at its first meeting following the first annual meeting of the general membership and they shall serve at the pleasure of the Board of Directors. Pending the election of the permanent Officers of this Association by the Board of Directors, the following named persons shall be the temporary Officers of the Association until their successors have been duly elected:

TITLE

President  
Vice President  
Secretary/Treasurer

NAME

Jay Brock  
Dean Price  
Paul Missigman

#### ARTICLE X - BY-LAWS

By-Laws of the Association will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed, in whole or in part, at a regular or special meeting of the Members, by a vote of a majority of a quorum of members present in person or by proxy.

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#### **ARTICLE XI - DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. 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 to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. 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 Water Management District prior to such termination, dissolution or liquidation. The dissolution procedures described in this Article XI are also subject to court approval pursuant to the provisions of The Florida Not For Profit Corporation Act.

#### **ARTICLE XII - DURATION**

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 in perpetuity.

#### **ARTICLE XIII - AMENDMENTS**

Amendment of these Articles of Incorporation shall require the approval of at least two-thirds (2/3) vote of the Lot Owners.

#### **ARTICLE XIV - CONFLICT**

In the event that any provision of these Articles of Incorporation conflicts with any provision of Declaration, the provision of Declaration in conflict therewith shall control. If any provision of these Articles of Incorporation conflicts with any provision of the Bylaws, the provisions of these Articles of Incorporation shall control.

#### **ARTICLE XV - INDEMNIFICATION**

The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent now or hereafter permitted by law and shall not be personally liable for any act, debt, liability or other obligation of the Association. A Member may become liable to the Association for assessments, fees, etc. as provided in the Declaration or as otherwise provided by law.

**[SIGNATURES WILL FOLLOW]**

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned Subscriber has executed these Articles of Incorporation, this 26<sup>th</sup> day of October, 2010.

Signed, sealed and delivered  
in the presence of:

HOWELL BRANCH COVE, LTD.,  
a Florida limited partnership

By: Howell Branch Cove I Managers, L.L.C.,  
a Florida limited liability company, its  
general partner

Print Name: TINA SMITH

Lori D. Holycross  
Print Name: Lori D. Holycross

By: Paul M. Missigman  
Name: Paul M. Missigman  
Title: Manager

Address:  
700 West Morse Boulevard, Suite 220  
Winter Park, Florida 32789

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26 day of October, 2010, by Paul M. Missigman as Manager of Howell Branch Cove I Managers, L.L.C., a Florida limited liability company, as general partner of HOWELL BRANCH COVE, LTD., a Florida limited partnership, on behalf of the company and partnership. He/she is personally known to me or has produced \_\_\_\_\_ as identification.

Notary Public, State of Florida

Print Name: \_\_\_\_\_

Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

NOTARY PUBLIC-STATE OF FLORIDA  
Tina Smith  
Commission # DD957967  
Expires: FEB. 25, 2014  
BORNED TRUST ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted, in compliance with said act.

HOWELL BRANCH COVE HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 700 West Morse Boulevard, Suite 200, Winter Park, Florida 32789 has named B&C Corporate Services of Central Florida, Inc., a Florida corporation, with an office at 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801 as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, the undersigned hereby acknowledges that they are familiar with the obligations of the position and accepts the designation and agrees to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

Dated: January 12, 2011.

B&C Corporate Services of Central Florida,  
Inc., a Florida corporation

By: Gloria E. Nadal  
Print Name: Gloria E. Nadal  
Title: Vice President

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