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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Enchanted Forest Property Owners Association, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF  
ENCHANTED FOREST PROPERTY OWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida who is of full age, certifies:

**Article I. Corporate Name**

The name of the corporation is "ENCHANTED FOREST PROPERTY OWNERS ASSOCIATION, INC.", referred to below as the "Association."

**Article II. Corporation Not-for-Profit**

Association is incorporated as a corporation not-for-profit under the provisions of the laws of the State of Florida.

**Article III. Principal Place of Business**

The initial mailing address of association shall be 2702 Robert D Road, Mount Dora, Florida 32757. The principal office of Association shall be located at the mailing address or at any other place as may be subsequently designated by the Board of Directors of Association.

**Article IV. Registered Agent**

The name and address of the initial registered agent is Scott A. Gerken, whose address is 4850 N. Highway 19A, Mount Dora, Florida 32757, State of Florida, and who is appointed the initial registered agent of Association and who is authorized to accept service of process within this state.

**Article V. Purpose and Powers of the Association**

Association is not formed for pecuniary gain or profit, direct or indirect, to itself or to its members, directors or officers. The specific purposes for which it is formed are to provide for the maintenance, development, and management of certain real property (the "Subject Property") as defined in the Declaration of Covenants, Restrictions and Easements for the Enchanted Forest to be executed at a subsequent date, (herein referred to below as the "Declaration"), to implement the provisions of the Declaration and subsequent addenda, and from time to time amend the Declaration to further the purposes of the Association.

In addition, it shall be a further purpose, and Association shall have the power, to promote the health, safety, common good, general convenience, and social welfare of the owners of any portions of the Subject Property and any additions thereto as may be brought within the jurisdiction of this Association for this purpose. The developer, Land Grab, LLC and Land Grab II, LLC, ("Developer") shall maintain control of the Association until such a time as no portions of the Property are titled in Land

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Grab, LLC or Land Grab II, LLC.

Association shall have the following powers:

- (a) to exercise all of the common-law and statutory powers of a corporation not-for-profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of Association;
- (b) to exercise all of the powers and privileges, and to perform all of the duties and obligations of Association, as set forth in a Declaration applicable to the Subject Property, and as recorded in the public records of Lake County, State of Florida, and as may be amended from time to time, the Declaration being incorporated by reference as if set forth in its entirety;
- (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 and all other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes, or governmental charges levied or imposed against the Subject Property;
- (d) to manage, operate, maintain, and repair all of the common facilities within the Subject Property, including but not limited to storm water retention easements, the Frontage Road, as defined in the Declaration, and other facilities enjoyed in common by the owners the Subject Property or any portions thereof, as defined herein, as well as all other powers as set forth in the Declaration;
- (e) to purchase insurance on the Property and insurance for the protection of Association and its members;
- (f) to reconstruct improvements after casualty, and make further improvements on the Subject Property;
- (g) to carry out and to enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of Association, and the rules and regulations adopted pursuant to it;
- (h) to employ personnel to perform the services required for proper operation of Association;
- (i) to acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of Association; and
- (j) to borrow money, and with the assent of the Board of Directors, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

## **Article VI. Membership**

### **1. Membership Generally:**

No person except an owner of any portion of the Subject Property is entitled to membership in Association. The duration of membership and the rights and obligations associated with membership shall be in accordance with the terms in the Declaration. All owners and developers, regardless of whether a developer is also a lot owner, shall be either class A or class B members of Association, as provided in this Article VI.

### **2. Class A Membership:**

Until termination of class B membership; as provided in Section 3 of this Article VI, every lot owner who holds record title to a lot that is subject to assessment under the Declaration (with the exception of Developer) shall be a class A member of Association. Each class A membership shall be appurtenant to the lot and shall be transferred automatically to a conveyance of record title to the lot. An owner of more than one lot is entitled to one class A membership for each lot to which the owner holds record title. If more than one person hold an interest in any lot, all such persons shall be members; provided however, that only one vote shall be cast with respect to any one lot. No person other than an owner may be a Class A member of Association, and a Class A membership may not be transferred except by a transfer of record title to the lot to which it is appurtenant.

### **3. Class B Membership:**

The Developer shall be a class B member of Association. The class B membership shall terminate and be converted to Class A membership as provided in the Declaration.

## **Article VII. Voting Rights**

### **1. Class A Voting:**

Class A members shall be entitled to one (1) vote for each full one hundred (100) square feet of land in such member's property. If more than one owner holds record title to a lot, there shall be only one vote cast with respect to the lot, exercised as the owners determine among themselves. In the event the co-owners of a particular lot are unable to determine how the vote shall be cast with respect to such lot, the Association shall do so within its reasonable discretion.

### **2. Class B Voting:**

Class B members shall be entitled to five (5) votes for each full one hundred (100) square feet of land in any of Developer's portion of the Subject Property.

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### **Article VIII. Board of Directors**

#### **1. Number of Directors:**

The affairs of Association shall be managed and governed by a Board of Directors consisting of three (3) directors, who need not be members of Association. The number of directors may be changed by amendment of the Bylaws of Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name	Address
<i>Kenneth E. LaRoe</i>	<i>22449 Lake Seneca Road Eustis, FL 32736</i>
<i>Clarence Michael LaRoe</i>	<i>2702 Robert D Road Mount Dora, FL 32757</i>
<i>David C. Weyn</i>	<i>26506 Savage Circle Howey-in-the-Hills, FL 34737</i>

#### **2. Attendance of Meetings; Action by Directors Without a Meeting:**

Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar means of communication whereby all persons participating in the meeting may hear one another. Participation by these means shall be considered the equivalent of being present, in person, at the meeting. Action by the Board may be taken without a meeting if a written consent, setting forth the action to be taken, is signed by a majority of the directors and filed in the minutes of the proceedings of the Board. The consent shall have the same effect as a unanimous vote.

### **Article IX. Officers**

The affairs of Association shall be administered by a president, a vice president, a secretary, and a treasurer and any other officers as may be designated from time to time by the Board of Directors. The officers shall be elected or designated by the Board of Directors at its initial meeting.

### **Article X. Indemnification**

Every director and every officer of Association, and every member of Association serving Association at its request, shall be indemnified by Association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of Association, or by reason of him or her having served Association at its request, whether or not he or she is a director or officer

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or member serving association at the time the expenses or liabilities are incurred, except when the director, officer or member serving association is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. However, in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves the settlement and reimbursement as being in the best interest of Association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director, officer or member serving Association may be entitled.

#### **Article XI. Dissolution**

Association may be dissolved upon written consent signed by members holding not less than 85% of the total number of votes of each class of members. Upon dissolution of Association, other than incident to a merger or consolidation, the assets of 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 the dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or organization to be devoted to any similar purposes.

#### **Article XII. Term**

The term of Association shall be perpetual, or until such a time as the not-for-profit corporation is dissolved pursuant to Article XI.

#### **Article XIII. Amendments**

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

**1. Notice:**

Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

**2. Vote:**

A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the members of Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their written approval if that written approval is delivered to the secretary at, or prior to, the meeting. Except as elsewhere provided, the resolutions must be adopted by not less than 75% of the votes of the entire membership of Association.

**3. Certification:**

A copy of each amendment shall be certified by the Secretary of State.

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**Article XIV. Incorporator**

The name and address of the incorporator of these articles of incorporation is as follows:

*Kenneth E. LaRoe*

22449 Lake Seneca Road  
Eustis, FL 32736

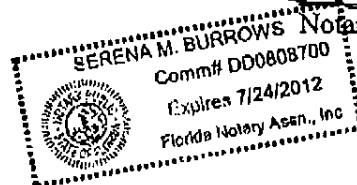
In witness of the above, for the purpose of forming this corporation under the laws of the State of Florida, I have executed these articles of incorporation on this 30 day of March, 2012.

*Kenneth E. LaRoe*  
Kenneth E. LaRoe

STATE OF FLORIDA  
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared *Kenneth E. LaRoe* who after being duly sworn, acknowledges that he executed the above articles of incorporation for the purposes expressed in them on this 30 day of March, 2012.

My Commission Expires



**ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT**

*Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.*

Date

4/9/12

*Scott A. Gerken*  
Scott A. Gerken, Registered Agent

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