

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000120459 3)))



H120001204593ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 839-4264

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
Central Gardens Property Owners Association, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	09
Estimated Charge	\$87.50

05/02/12

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED

12 MAY -1 PM 12:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

12 MAY -1 AM 11:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 MAY -1 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CENTRAL GARDENS PROPERTY OWNERS ASSOCIATION, INC.,
a Florida corporation not-for-profit**

By these Articles of Incorporation, the undersigned Incorporator 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 CENTRAL GARDENS PROPERTY OWNERS 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 2001 Summit Park Drive, Suite 300, Orlando, Florida 32810.

ARTICLE III - 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 Common Improvements within that Property described as:

See Exhibit "A" attached hereto and incorporated herein by reference,

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 Central Gardens, hereinafter called the "Declaration", applicable to the Property, to be recorded in the Public Records of Palm Beach 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 or the By Laws of the Association);

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, 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 Areas or the Common Improvements owned in fee simple by the Association, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members;

F. participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Improvements, 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 all applicable South Florida Water Management District Permit requirements 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 Areas and the Common Improvements. The Association shall levy and collect adequate assessments against Owners of the Association for the maintenance of the Common Areas or the Common Improvements.

ARTICLE IV - MEMBERSHIP

Each Owner shall be a member (a "Member") of the Association. Membership shall be appurtenant to and may not be separated from ownership of Tract A or Tract B, as applicable, as each or both may be legally subdivided.

ARTICLE V - MANNER OF ELECTION

The method of election of the Officers and Directors of the Association shall be as specified in the By Laws of the Association.

FILED
12 MAY - 1 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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**

Greg T. West

2001 Summit Park Drive, Suite 300
Orlando, Florida 32810

Samuel C. Stephens, III

2001 Summit Park Drive, Suite 300
Orlando, Florida 32810

Kyle R. Clayton

2001 Summit Park Drive, Suite 300
Orlando, Florida 32810**ARTICLE VII - INITIAL OFFICERS**

The affairs of the Association shall be administered by the Officers designated in the By-Laws of the Association as shall be elected in the manner set forth in the By Laws of the Association. Pending the election of the permanent Officers of this Association, the following named persons shall be the temporary Officers of the Association until their successors have been duly elected:

TITLE**NAME**

President

Greg T. West

Executive Vice President

Samuel C. Stephens, III

Vice President

Kyle R. Clayton

Secretary/Treasurer

James E. Slater

ARTICLE VIII - 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.

12 MAY -1 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX - INCORPORATOR

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

NAME**ADDRESS**

Hamptons PBG, L.P., a
Delaware limited partnership

2001 Summit Park Drive, Suite 300
Orlando, Florida 32810

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.

ARTICLE XI - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than the number of Owners entitled to cast two-thirds (2/3) of the 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 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 South Florida 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 not less than the number of Owners entitled to cast two-thirds (2/3) of the votes of the Association.

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 By Laws, 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]

FILED
12 MAY - 1 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 30 day of April, 2012.

Signed, sealed and delivered
in the presence of:



Print Name: Paul A. Salomon



Print Name: Kyle Carson

HAMPTONS PBG, L.P., a Delaware limited
partnership

By: NWM ZOM GP, LLC, a Delaware limited
liability company, its General Partner


By: ZF Development II, LLC, a Florida limited
liability company, its Manager

By: 
Greg T. West, President

Address:
2001 Summit Park Drive, Suite 300
Orlando, Florida 32810

STATE OF FLORIDA
COUNTY OF ORANGE

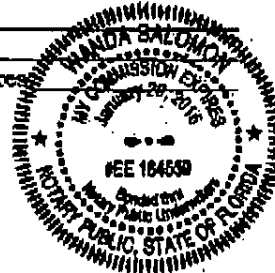
The foregoing instrument was acknowledged before me this 30 day of April, 2012, by Greg T. West, as President of ZF Development II, LLC, a Florida limited liability company, the manager of NWM ZOM GP, LLC, a Delaware limited liability company, the general partner of Hamptons PBG, L.P., a Delaware limited partnership, on behalf of the companies and the Partnership. He is personally known to me or has produced Known as identification.


Notary Public, State of Florida

Print Name: _____

Commission No.: _____

My Commission Expires: _____



12 MAY -1 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

Legal Description

A portion of Sections 35 and 36, Township 41 South, Range 42 East and being the lands described in that certain Special Warranty Deed recorded in Official Records Book 15008, at Page 1441, of the Public Records of Palm Beach County, Florida, and being more particularly described as follows:

BEGINNING at the East one-quarter (E 1/4) corner of said Section 35, said point being the POINT OF BEGINNING; Thence North 00°48'03" East along the East line of the Northeast one-quarter (NE 1/4) of said Section 35, for 1,276.73 feet to the South right-of-way line for Hood Road as recorded in Deed Book 1083, at Page 141 of the public Records of Palm Beach County, Florida; Thence South 88°08'09" East along said South line, for 588.22 feet to the limits of the lands granted to Palm Beach County as recorded in Official Records Book 15713, at Page 646, of the Public Records of Palm Beach County, Florida, the following three (3) courses being along said limits; Thence South 01°51'56" West, for 3.50 feet; Thence South 88°08'09" East, for 313.03 feet; Thence South 43°40'21" East, for 81.96 feet to the Westerly right-of-way line for Central Boulevard as recorded in Road Plat Book 6, at Page 88, Official Records Book 5104, at Page 945 and Official Records Book 5805, at Page 181 all of the Public Records of Palm Beach County, Florida, the following six (6) courses being along said Westerly right-of-way; Thence South 00°47'15" West, for 158.98 feet to a point of curvature with a curve concave to the West, said curve having a radius of 1,849.86 feet, through a central angle of 42°50'13"; Thence Southerly along said curve for 1,383.04 feet; Thence South 43°37'28" West, for 24.79 feet; Thence South 45°06'44" West, for 385.15 feet; Thence South 50°05'00" West, for 266.69 feet; Thence South 43°37'28" West, for 370.80 feet to the Easterly right-of-way line for State Road No. 9 (Interstate 95) as shown on the Florida Department of Transportation Right-of-Way Map Section 93220-2474 and recorded in Official Records Book 5805, at Page 181 of the Public Records of Palm Beach County, Florida; Thence North 27°59'44" West along said Easterly line, for 1,114.23 feet to the East-West one-quarter (E-W 1/4) section line of said Section 35; Thence South 87°56'04" East along said line, for 811.60 feet to the POINT OF BEGINNING.

Said property to be platted, and thereupon more particularly described as follows:

CENTRAL GARDENS, according to the plat thereof, as recorded in Plat Book __, Page __, Public Records of Palm Beach County, Florida,

**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.

CENTRAL GARDENS PROPERTY OWNERS 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 2001 Summit Park Drive, Suite 300, Orlando, Florida 32810 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: April 30, 2012.

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

By: 
Janice C. Myers, Vice President

FILED
12 MAY -1 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA