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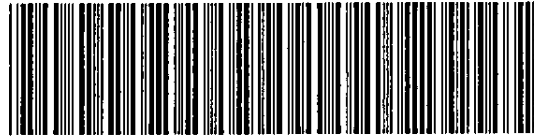
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRD  
5/7/12

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Whispering Waters Apartments, a Condominium Association, Inc.  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** CLAYTON & McCULLOH

Name (Printed or typed)

1065 MAITLAND CENTER COMMONS BLVD.

Address

MAITLAND, FL 32751

City, State & Zip

407-875-2655 EXT. 101

Daytime Telephone number

carpenterpamelag@aol.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

FILED

12 MAY -1 AM 11:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**WHISPERING WATERS APARTMENTS, A CONDOMINIUM ASSOCIATION, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**  
**Name**

The name of this corporation shall be WHISPERING WATERS APARTMENTS, A CONDOMINIUM ASSOCIATION, INC., (hereinafter referred to as the "Association"). The street address of the initial principal office and mailing address of the corporation is 311 East Morse Blvd., Winter Park, FL 32789.

**ARTICLE II**  
**Commencement of Corporate Existence**

This Association shall commence corporate existence upon the filing and acceptance of the Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law.

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, if any, 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.

**ARTICLE III**  
**Purposes**

The Association is organized for the purpose of providing an entity pursuant to Chapter 718, Florida Statutes, the Florida Condominium Act, as amended from time to time (hereinafter referred to as "the Act") for the operation of a condominium located in Orange County, Florida, and known as WHISPERING WATERS APARTMENTS, A CONDOMINIUM (hereinafter referred to as the "Condominium") created pursuant to the Master Form of Warranty Deed, recorded in Official Records Book 697, at Page 488 *et seq.*, of the Public Records of Orange County, Florida (hereinafter referred to as the "Master Deed"), and the Bylaws Board of Governors Whispering Waters, as approved by the Board of Governors on October 21, 2002, and any addenda thereto, as amended and supplemented from time to time (hereinafter referred to as the "Bylaws"), and operating pursuant to the Act.

**ARTICLE IV**  
**Definitions**

Terms used herein shall have the meanings ascribed to them in the Master Deed and Bylaws, unless the context indicates otherwise.

**ARTICLE V**  
**General Powers**

The powers of the Association shall include and be governed by the following provisions:

**Section 1.** This Association shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, which are not inconsistent with the powers allowed by the Not For Profit Corporation Act as the same now exists and as hereafter amended, and all such other powers as are permitted or enumerated by applicable law, these Articles of Incorporation, the Master Deed, and the Bylaws. In the event of a conflict between the powers of the Association as set forth in these Articles of Incorporation, the Bylaws, or the Master Deed and the Act, the Act shall prevail.

**Section 2.** All funds and the titles of all properties acquired by the Association, and their proceeds, shall be held in trust for the Members in accordance with the provisions of the Master Deed, these Articles of Incorporation, and the Bylaws of the Association, and the costs, expenses, maintenance, care and upkeep of such properties for the benefit of the Members shall be considered Common Expenses of the Condominium.

**Section 3.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Master Deed, the Bylaws, and the Act.

**Section 4.** The Association shall have the power and authority to levy, charge, assess and collect fees, charges and assessments from the residential Grantees as allowed by the Master Deed, these Articles of Incorporation, the Bylaws, and the Act.

**Section 5.** The Association shall have the power to operate, maintain and manage the Surface Water or Stormwater Management System(s), if any, in a manner consistent with the St. Johns River Water Management District Permit requirements and applicable District rules, and shall have the power to assist in the enforcement of the provisions of the Master Deed, these Articles of Incorporation, and the Bylaws which relate to the Surface Water or Stormwater Management System, if any.

**Section 6.** The Association shall have the power to levy and collect adequate Assessments against Members of the Association and/or residential Grantees as provided by the Master Deed, for the costs of maintenance and operation of the Surface Water or Stormwater Management System.

**Section 7.** Notwithstanding anything herein to the contrary, the Association shall have the authority to exercise such powers as are in furtherance of the exempt purposes of organizations

set forth in Section 501 (c)(7) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereinafter amended from time to time.

**Section 8.** The Association shall have no power to declare dividends, and no part of its net earnings shall inure to the direct benefit of any Governor of the Association or to any other private individual.

**Section 9.** The Association shall have no capital stock.

**Section 10.** This Section shall not be construed to give the Association any powers not authorized by the Florida Not For Profit Corporation Act.

## **ARTICLE VI**

### **Membership**

The Members, or Grantees, as such term is used in the Master Deed and Bylaws, of this not for profit corporation shall be qualified and admitted as set forth in the Master Deed and Bylaws of this Association.

**Section 1.** The Members of the Association shall consist of all of the record residential Grantees of Apartments in the Condominium which has adopted these Articles, and after termination of the Condominium shall consist of those who are Members at the time of such termination, and their successors and assigns.

**Section 2.** Membership shall be acquired by recording in the Public Records of Orange County, Florida, a deed or other instrument establishing record title to an Apartment in the Condominium, whether or not such deed or other instrument establishing record title shall have been recorded prior to filing of these Articles of Incorporation, the residential Grantee designated by such instrument thus becoming a Member of the Association, and the Membership of the prior residential Grantee being thereby terminated; provided, however, any party who owns more than one Apartment shall remain a Member of the Association so long as he shall retain title to or a fee ownership interest in any Apartment.

**Section 3.** The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Apartment.

**Section 4.** On all matters upon which the Member shall be entitled to vote, there shall be one vote for each Apartment, which vote may be exercised or cast in such manner as may be provided in the Bylaws of the Association. Any person or entity owning more than one Apartment shall be entitled to one vote for each Apartment owned.

## **ARTICLE VII**

This Article has been left blank intentionally.

**ARTICLE VIII**  
**Initial Registered Office and Agent**

The initial registered office of this Association shall be located at Sentry Management, Inc., 2180 West State Road 434, Suite 5000, Longwood, FL 32779-5044, and the initial registered agent of the Association at that address shall be James W. Hart. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE IX**  
**Initial Board of Governors/Directors**

This Association shall have eight (8) Governors initially. The method of election of the Governors is set forth in the Bylaws of the Association. The number of Governors may be either increased or diminished from time to time as provided in the Bylaws. The name and street addresses of the initial Governors of this Association are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Eileen Duva	311 East Morse Blvd., B 1-6 Winter Park, FL 32789
Bill Weir	311 East Morse Blvd., B 2-5 Winter Park, FL 32789
Frank Moore	311 East Morse Blvd., B 3-5 Winter Park, FL 32789
Berta Hall	311 East Morse Blvd., B 4-4 Winter Park, FL 32789
Joe Emsley	311 East Morse Blvd., B 5-4 Winter Park, FL 32789
Janice Fuller	311 East Morse Blvd., B 6-2 Winter Park, FL 32789
Pamela Carpenter	311 East Morse Blvd., B 7-4 Winter Park, FL 32789
Steve Hill	311 East Morse Blvd., B 8-6 Winter Park, FL 32789

**Section 1.** The affairs of the Association shall be managed by a Board of Governors (the "Board"), where the Governors of which must be resident Grantees of the Association. The Membership of the Board shall consist of eight (8) Governors.

**Section 2.** Governors of the Association shall be elected at the annual meeting of the Members in the manner provided by the Bylaws. Governors may be removed without cause and the Board shall be filled in the manner provided by the Bylaws.

**Section 3.** The Governors named in these Articles shall serve until the first election of Governors, and any vacancies in office occurring during any term shall be filled by the remaining Governors. The Board shall have the authority to appoint an alternate Governor to fill any vacancy in the Board at the Board's discretion. The members of the Board of Governors so elected shall serve for a term of one (1) year, commencing January 1st of each year and terminating December 31<sup>st</sup> of each year.

## **ARTICLE X**

### **Officers**

Except for the initial officers, the affairs of the Association shall be administered by a Chairman, a Vice-Chairman, a Secretary and a Treasurer, and such other officers as the Board may from time to time designate. Officers of the Association shall be those set forth herein or elected by the Board at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

**Chairman**

Pamela Carpenter  
311 East Morse Blvd., B 7-4  
Winter Park, FL 32789

**Vice-Chairman**

Bill Weir  
311 East Morse Blvd., B 2-5  
Winter Park, FL 32789

**Secretary**

Janice Fuller  
311 East Morse Blvd., B 6-2  
Winter Park, FL 32789

**Treasurer**

Frank Moore  
311 East Morse Blvd., B 3-5  
Winter Park, FL 32789

**ARTICLE XI**  
**Incorporator**

The name and street address of the person signing these Articles as Incorporator is:

Pamela Carpenter  
311 East Morse Blvd., B 7-4  
Winter Park, FL 32789

**ARTICLE XII**  
**Bylaws**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board.

**ARTICLE XIII**  
**Indemnification**

In addition to any rights and duties under applicable law, the Association shall indemnify and hold harmless all of its Governors, officers, employees and agents, and former Governors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said Governors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

**ARTICLE XIV**  
**Amendment**

**Section 1.** A resolution for the adoption of a proposed amendment to these Articles of Incorporation of Whispering Waters Apartments, a Condominium Association, Inc., may be proposed by the Board of the Association or by the Members of the Association. A Member may propose such an amendment by instrument in writing directed to any member of the Board signed by not less than twenty percent (20%) of the Membership. Amendments may be proposed by the Board by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the Chairman, or in the event of his refusal or failure to act, the Board, shall call a meeting of the Board to be held not sooner than thirty (30) days nor later than ninety (90) days thereafter for the purpose of considering said amendment. Amendments to the Articles of Incorporation shall be approved by a majority of the Board of Governors.

**Section 2.** No amendment shall make any changes in the qualifications for Membership nor the voting rights of the Grantees without the affirmative vote of every residential Grantee. No amendment shall be made that is in conflict with the Act, the Master Deed, or the Bylaws.



**Section 3.** A copy of such amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of the Orange County, Florida, the county in which the Condominium is located.

**ARTICLE XV**  
**Headings And Captions**

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida to do business both within and outside the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 25<sup>th</sup> day of APRIL, 2012.

**INCORPORATOR**

*Samela G. Carpenter* (SEAL)  
(sign)

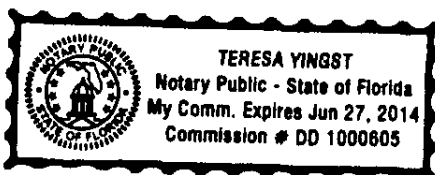
SAMELA G. CARPENTER  
(print)

STATE OF FLORIDA  
COUNTY OF Orange

The foregoing was acknowledged before me this 25<sup>th</sup> day of April, 2012, by Samela G. Carpenter, as Incorporator of **WHISPERING WATERS APARTMENTS, A CONDOMINIUM ASSOCIATION, INC.**, a Florida non-profit corporation, on behalf of the corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification.

**NOTARY PUBLIC**

(Sign) *Teresa Yingst*  
(Print) Teresa Yingst  
State of Florida at Large  
My Commission Expires on: June 27, 2014



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED ASSOCIATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Association is:

WHISPERING WATERS APARTMENTS, A CONDOMINIUM ASSOCIATION, INC.

2. The name and address of the Registered Agent and office is:

James W. Hart  
c/o Sentry Management, Inc.  
2180 West State Road 434, Suite 5000  
Longwood, FL 32779-5044

Having been named as Registered Agent to accept service of process for WHISPERING WATERS APARTMENTS, A CONDOMINIUM ASSOCIATION, INC., at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(sign)

JAMES W HART, Registered Agent  
(print)

Date:

4/24/2012

FILED  
12 MAY - 1 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA