

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
LEE VISTA RETAIL OWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION**FOR****LEE VISTA RETAIL OWNERS ASSOCIATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION)**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned incorporator has executed, adopted, and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit, and does hereby certify:

ARTICLE I**NAME; PRINCIPAL OFFICE**

1.1 **Name:** The name of the corporation shall be LEEVISTA RETAIL OWNERS ASSOCIATION, INC. For convenience, the corporation shall hereinafter be referred to as the "Association," these Articles of Incorporation shall hereinafter be referred to as the "Articles," and the Bylaws of the Association shall hereinafter be referred to as the "Bylaws."

1.2 **Principal Office.** The principal office and mailing address of the Association shall be at 6509 Hazeltine National Drive, Suite 6, Orlando, Florida 32822, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act (the "Act").

ARTICLE II**PURPOSE AND POWERS**

2.1 **Purpose.** The purpose of the Association shall be to serve as a property owners association under Section 720.301, *et seq.*, Florida Statutes, and more particularly authorized by the Declaration of Covenants, Conditions and Restrictions for Lee Vista Retail Center, recorded (or to be recorded) in the Public Records of Orange County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). All of the definitions set forth in the Declaration are hereby incorporated herein by this reference. The further objects and purposes of the Association are to preserve the values and amenities in the Subject Property and to maintain the Association Common Area thereof for the benefit of the Members of the Association.

2.2 **No individual Benefit.** The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm, or corporation.

2.3 **Corporate Powers.** The Association shall have all of the common law and statutory powers of a corporation not for profit under the Act which are not in conflict with the terms of these Articles and the Declaration above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership.

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2.4 Delegation. The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Declarant) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

2.5 Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

2.6 Perpetual Existence. The Association shall have perpetual existence.

2.7 Distribution of Income: Dissolution.

(a) The Association shall not pay a dividend to its Members and shall make no distribution of income to its Members, directors, or officers.

(b) Upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Act.

2.8 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws, and applicable law, provided that in the event of conflict, the provisions of applicable law shall control over those of the Declaration, these Articles, and the Bylaws.

ARTICLE III MEMBERS

3.1 Membership. Each and every person or legal entity who shall own any Lot or Parcel subject to the Declaration shall automatically be a member of the Association (hereinafter, a "Member"), provided that any person or entity who holds such an interest merely as security for the performance of any obligation shall not be a Member.

3.2 Assignment. The membership in the Association shall be appurtenant to and run with ownership of each Lot or Parcel in the Subject Property. Upon acquisition of a Lot or Parcel within the Subject Property, the Lot owner shall automatically become a Member of the Association, and upon the sale, transfer or conveyance of record title to the Lot or Parcel in the Subject Property, the membership appurtenant to said Lot or Parcel shall automatically pass to the subsequent grantee of record to the Lot or Parcel. A Membership in the Association may not otherwise be transferred, assigned or hypothecated.

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

(a) Class A. Class A Members shall be all those members described in this Section 3.2(a) with the exception of the Declarant. Class A Members shall be entitled to one vote for each acre or portion of the Subject Property owned by each such Member. The vote with respect to a portion of an acre shall be rounded to the nearest tenth of an acre. When two or more persons or entities hold undivided interests in any part of the Subject Property, all such persons or entities shall be Class A Members, and the vote for such part of the Subject Properties

shall be exercise as they, among themselves, determine but in no event shall more than one vote be cast with respect to each acre of the Subject Property in which such Members own undivided interests

(b) Class B. The Class B Member shall be the Declarant. The Class B Member shall be entitled to five (5) votes for each acre or portion of the Subject Property owned by such Member and five (5) votes each acre or portion of the additional properties described in Exhibit "D" Declaration owned or controlled by the Declarant regardless of whether such additional properties have been subjected to this Declaration. Class B membership of the Association shall cease to exist at such time as the number of votes in the Class A membership is equal to the number of votes of the Class B membership. At such time Declarant shall become a Class A Member of the Association for all purposes thereof, except where otherwise provided in this Declaration, and entitled to one (1) vote for each acre of the Subject Property or Additional Property owned or controlled by Declarant. Declarant shall also have the right at any time and at its sole discretion to elect to terminate Class B membership and convert it to Class A membership.

All votes shall be exercised or cast in the manner provided by the Declaration and Bylaws.

3.4 Meetings. The Bylaws shall provide for an annual meeting of Members, and may make provision for special meetings of Members other than the annual meeting.

ARTICLE IV DIRECTORS

4.1 Number and Qualification. The property, business, and affairs of the Association shall be managed by a board consisting of the number of directors determined from time to time by the Board in the manner provided by the Bylaws (the "Board of Directors"), but which shall consist of not less than three (3) directors (the "Directors"). All Directors shall be Members of the Association or authorized representatives, officers, or employees of Members of the Association that are entities, or designees of the Declarant.

4.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Members when such approval is specifically required.

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4.3 Initial Directors. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and qualified as provided in the Bylaws, are as follows:

NAME	ADDRESS
Richard T. Lee	6509 Hazeltine National Drive, Suite 6 Orlando, Florida 32822
Kathleen S. Lee	6509 Hazeltine National Drive, Suite 6 Orlando, Florida 32822
Thomas G. Lee, II	6509 Hazeltine National Drive, Suite 6 Orlando, Florida 32822

ARTICLE V
OFFICERS

Initial Officers. The names and addresses of the initial officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

President:	Richard T. Lee
Vice President:	Thomas G. Lee, II
Secretary/Treasurer:	Kathleen S. Lee

ARTICLE VI
BYLAWS

The initial Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE VII
AMENDMENTS

7.1 Notice. Amendments to these Articles of Incorporation shall be proposed and approved by a simple majority of the Board of Directors unless the approval of the membership of the Association is required under the Declaration, in which case the Members must approve said amendment.

7.2 Proviso. No amendment to these Articles may be adopted which would eliminate, modify, prejudice, abridge, or otherwise adversely affect any rights, benefits, privileges, or priorities granted or reserved to the Declarant without the consent of said Declarant. No amendment shall be made that is in conflict with the Act or the Declaration.

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7.3 Declarant Amendments. Notwithstanding anything herein contained to the contrary, to the extent lawful, the Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Declarant alone.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of this Corporation is:

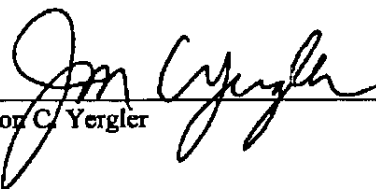
NAME	ADDRESS
Jon C. Yergler	215 North Eola Drive Orlando, Florida 32801

ARTICLE IX
INITIAL REGISTERED OFFICE:
ADDRESS AND NAME OF REGISTERED AGENT

The registered office of this corporation shall be at 6509 Hazeltine National Drive, Suite 6, Orlando, Florida 32822, with the privilege of having its office and branch offices at other places within or without the State of Florida.

The registered agent of this corporation shall be Richard T. Lee having an address of 6509 Hazeltine National Drive, Suite 6, Orlando, Florida 32822.

IN WITNESS WHEREOF, the Incorporator has affixed his/her signature below.


Jon C. Yergler

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

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing articles of incorporation, in the County of Orange, State of Florida, the Association named in the said articles has named Richard T. Lee, having an address of 6509 Hazeltine National Drive, Suite 6, Orlando, Florida 32822 as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity.


Richard T. Lee

DATED this 11th day of May, 2012

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