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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Hilliard Isle Commercial Center Property Owners Asso

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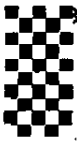
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September 11, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ZIMMERMAN, KISER, & SUTCLIFFE, P.A.

SUBJECT: HILLARD ISLE COMMERCIAL CENTER PROPERTY OWNERS ASSOCIATION, INC.
REF: W12000046847

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FAX Aud. #: H12000223277
Letter Number: 212A00022844

**ARTICLES OF INCORPORATION
OF
HILLIARD ISLE COMMERCIAL CENTER
PROPERTY OWNERS ASSOCIATION, INC.
(A Florida Corporation Not for Profit)**

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ARTICLE I. NAMES

The name of this Corporation is Hilliard Isle Commercial Center Property Owners Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws."

ARTICLE II. PURPOSES

The purposes for which the Association is organized are as follows:

A. To take title, operate, administer, manage, lease and maintain the assets and property of the Association as such are dedicated to or made the responsibility of the Association by the recorded Plat of Hilliard Isle Commercial Center, the Declaration, these Articles or the By-Laws.

B. To manage the Association of owners established by the Declaration of Covenants, Conditions, Restrictions and Easements for Hilliard Isle Commercial Center (the "Declaration"). The Declaration was executed by **HANLEX BOGGY CREEK, LLC**, a Florida limited liability company (hereinafter referred to as "Declarant"), and **NADINA CAPITAL GROUP, LLC**, a Florida limited liability company (herein "Nadina").

C. To enforce the Declaration and perform all duties and responsibilities imposed upon the Association by the Declaration.

D. The Association shall operate, maintain, and manage the surface water or stormwater management system(s) in a manner consistent with the South Florida Water Management District permit no. 49-01370-P requirements and applicable District rules, and shall assist in the enforcement of the provisions of the Declaration which relate to the surface water or stormwater management system.

E. To carry out all duties placed upon it by these Articles, the By-Laws, the Declaration and by Florida law.

ARTICLE III. POWERS

The Association shall have the following powers:

A. The Association shall have all common law and statutory powers of a corporation not for profit, not in conflict with the terms of these Articles, the By-Laws and the Declaration.

B. The Association shall have the power to administer and to enforce the provisions of these Articles, the By-Laws and the Declaration and all powers reasonably necessary to carry out the responsibilities and duties conferred upon it by these Articles, the By-Laws and the Declaration, as amended and supplemented from time to time, including but not limited to, the power to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water and stormwater management system and any conservation easement areas. Such assessments shall be used for maintenance and repair of the surface water and stormwater management systems and any conservation easement areas, including, but not limited to, work within retention areas,

drainage structures and drainage easements.

ARTICLE IV. DUTIES

The Association shall have the following duties:

A. The Association shall have all common law and statutory duties of a corporation not for profit.

B. In addition, the Association shall have all responsibilities and duties delegated to it pursuant to the provisions of these Articles, the By-Laws and the Declaration, including but not limited to operating, maintaining and managing the surface water and stormwater management system and any conservation easement areas in a manner consistent with the South Florida Water Management District Permit requirements and applicable City of Kissimmee rules, regulations and ordinances; and further shall assist in the enforcement of the restrictions and covenants contained in the Declaration relating to said system.

ARTICLE V. MEMBERSHIP

Every person or entity who is or becomes a record owner of any "Site" in the "Property" or is otherwise considered an "Owner", as those terms are defined in the Declaration, shall be a "Member" of the Association. Declarant shall also be a Member of the Association as long as it owns a Site in the Property. Membership is solely for those having a fee simple ownership interest and is not intended to and shall not include any persons or entities who hold an interest in real property merely as security for the performance of an obligation. All memberships in the Association shall be automatic and mandatory and shall terminate automatically when a Member becomes divested of a fee simple ownership in a Site in the Property.

When a corporation or partnership is the owner of a Site, the membership privilege shall be exercised by only one (1) individual being the one designated by the entity to cast its vote as hereinafter provided. When more than one person holds an interest in a Site, each person shall be a Member, even though each person does not acquire a separate right to vote.

ARTICLE VI. MANAGEMENT

A. The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3). The Board members shall be elected by the voting membership at the times and in the manner provided in the By-Laws. The Board members may be removed and vacancies in the Board filled in the manner provided in the By-Laws.

B. The initial Board shall consist of three (3) persons, who need not be members entitled to vote in the Association, and who shall be appointed by Declarant. The initial Board named in these Articles shall serve until the Owners, other than Declarant, are entitled to elect the Board members in the manner set forth in the By-Laws. Vacancies in the initial Board appointed by Declarant may be filled by Declarant. After the election of the Board by the Owners other than the Declarant, vacancies occurring between annual meetings of the membership shall be filled in the manner provided in the By-Laws.

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C. Board members shall be elected by the membership in accordance with the By-Laws at the regular annual meeting of the membership of the Corporation to be held on the first Monday of December of each year or on such other date as may be set by the vote of a majority of the membership.

D. All officers shall be elected by the Board in accordance with the By-Laws at the annual meeting of the Board to be held immediately following the annual meeting of the membership. The Board shall elect or appoint at the time and in the manner set forth in the By-Laws a President, Vice President, Secretary, Treasurer, and such other officers as it may deem desirable.

ARTICLE VII. BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3). The names and street addresses of the persons who are to serve as the first Board are as follows:

Name	Address
1. Hans B. Pistor	1825 S. Orange Blossom Trail, Apopka, FL 32703
2. David A. Webster	450 N. Wymore Road, Winter Park, FL 32789
3. Jeremy R. Anderson	1825 S. Orange Blossom Trail, Apopka, FL 32703

The number of Board members may be increased or diminished from time to time as provided by the By-Laws, but shall never be less than three (3). All Board members shall be natural persons.

ARTICLE VIII. OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	Hans B. Pistor
Vice-President	Hans B. Pistor
Treasurer	Hans B. Pistor

ARTICLE-IX. PRINCIPAL OFFICE

The initial principal office of the Association is 1825 S. Orange Blossom Trail, Apopka, FL 32703.

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ARTICLE X. INCORPORATORS

The Incorporator is Hans B. Pistor, 1825 S. Orange Blossom Trail, Apopka, FL 32703. The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Florida Secretary of State.

ARTICLE XI. BYLAWS

By-Laws of the Association shall be adopted by the first Board and thereafter may be altered, amended or rescinded in the manner provided in the By-Laws. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

ARTICLE XII. EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State. The Association shall exist in perpetuity, unless dissolved pursuant to the provisions of Article XIII below.

ARTICLE XIII. DISSOLUTION AND SUCCESSOR ENTITIES

The Association may be dissolved only with the consent in writing by the Owners and holders of all mortgages and liens on any lots by two-thirds (2/3) of the voting Members. In the event of the dissolution of the Association, or any successor entity thereto, other than incident to a merger or consolidation, any property dedicated or conveyed to the Association shall be transferred to either a successor entity or an appropriate governmental agency or public body 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 a non-profit corporation, association, trust or other organization to be devoted to such similar purposes. In the event of termination, dissolution or liquidation of the Association, the responsibility for the operation and maintenance of the surface water and stormwater management system must be transferred to and accepted by an entity which complies with the Florida Administrative Code and be approved by the South Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XIV. SEVERABILITY

Invalidation of any of these Articles or portions thereof by judgment, court order, or operation of law shall in no way affect other provisions, which shall remain in full force and effect.

ARTICLE XV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 1825 S. Orange Blossom Trail, Apopka, FL 32703, and the initial Registered Agent of the Association at that address shall be Hans B. Pistor, 1825 S. Orange Blossom Trail, Apopka, FL 32703.

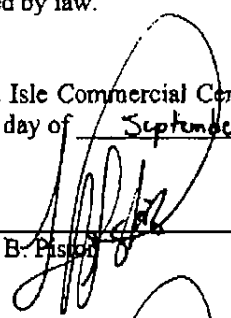
ARTICLE XVI. INDEMNIFICATION

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The Association shall indemnify any officer, Board member or committee member or any former officer, Board member or committee member to the full extent permitted by law.

IN WITNESS WHEREOF, I, the Incorporator of the Hilliard Isle Commercial Center Property Owners Association, Inc. have hereunto affixed my signature this 10 day of September, 2012.



Hans B. Pistor

The undersigned hereby accepts the designation of Registered Agent of Hilliard Isle Commercial Center Property Owners Association, Inc. as set forth in Article XV of these Articles.



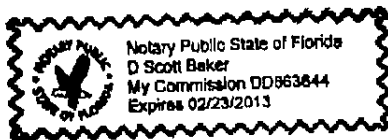
Hans B. Pistor

STATE OF FLORIDA)

SS:)
COUNTY OF Orange)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Hans B. Pistor, to me known to be the person described as the Incorporator and Registered Agent of the Hilliard Isle Commercial Center Property Owners Association, Inc. and who executed the foregoing Articles of Incorporation and has acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 10 day of September, 2012





Notary Public

Print Name:

My Commission expires:

Commission No.:

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TALLAHASSEE
SECRETARY OF STATE

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