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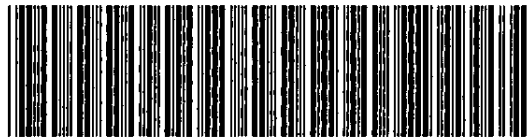
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
12 DEC 10 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch DEC 14 2012

## COVER LETTER

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

SUBJECT: Southgate of Sanford Property Owners' 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: Stephen V. Hoffman, Esq.  
Name (Printed or typed)

200 S. Andrews Avenue, Ste. 600  
Address

Fort Lauderdale, FL 33301  
City, State & Zip

954-566-7117  
Daytime Telephone number

shoffman@pbyalaw.com  
E-mail address: (to be used for future annual report notification)

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

FILED

EXHIBIT B

12 DEC 10 PM 3:05

ARTICLES OF INCORPORATION  
OF

SOUTHGATE OF SANFORD PROPERTY OWNERS' ASSOCIATION, INC.  
(A Florida Corporation Not For Profit)

In order to form a corporation not for profit under and in accordance with the provisions of Chapters 617 of the Florida Statutes, the undersigned hereby incorporates this corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Articles of Incorporation, certifies as follows:

ARTICLE I  
DEFINITIONS

The following words and phrases when used in these Articles of Incorporation (unless the context clearly reflects another meaning) shall have the following meanings:

1. "Articles" means these Articles of Incorporation and any amendments hereto.
2. "Assessments" means the assessments for which all Owners are obligated to the Association and includes "Common Assessments", "Benefit Assessments" and "Special Assessments" (as such terms are defined in the Declaration) and any and all other assessments which are levied by the Association in accordance with the Southgate Documents.
3. "Association" means the Southgate of Sanford Property Owners' Association, Inc., a Florida corporation not for profit. The "Association" is NOT a condominium association and is not intended to be governed by Chapter 718, the Condominium Act, Florida Statutes.
4. "Association Property" means the property more particularly described in the Declaration.
5. "Board" means the Board of Directors of the Association.
6. "Bylaws" means the Bylaws of the Association and any amendments thereto.
7. "County" means Seminole County, Florida.
8. "Declarant" means Southgate Development, LLC, a Florida limited liability company, and any successor or assign thereof to which Southgate Development, LLC specifically assigns all or part of the rights of Declarant under the Declaration by an express written assignment, which must be recorded in the Public Records of the County. The written assignment may give notice as to which rights of Declarant are to be exercised and as to which portion of the Property. In any event, any subsequent declarant shall not be liable for any default

or obligations incurred by any prior declarant, except as may be expressly assumed by the subsequent declarant.

9. "Declaration" means the Declaration of Covenants, Conditions, Easements And Restrictions for Southgate, which is intended to be recorded amongst the Public Records of the County, and any amendments thereto.

10. "Director" means a member of the Board.

11. "Member" means a member of the Association.

12. "Common Expenses" means the expenses for which Owners are liable to the Association as described in the Declaration and any other Southgate Documents and include, but are not limited to, the costs and expenses incurred by the Association in administering, operating, maintaining, financing, or repairing, but not reconstructing, replacing or improving, the Association Property and improvements thereon and all costs and expenses incurred by the Association in carrying out its powers and duties hereunder or under any other Southgate Documents.

14. "Owner" means the record owner, whether one or more persons or entities, of the fee simple title to any Parcel within Southgate, and includes Declarant for as long as Declarant owns fee simple title to a Parcel, but excluding therefrom those having such interest as security for the performance of an obligation.

15. "Southgate" means that planned mixed use development located in the County, which encompasses the Property (as defined in the Declaration)..

16. "Southgate Documents" means in the aggregate the Declaration, the Articles, the Bylaws, the Rules and Regulations, if any, and the Design Guidelines, if any, and all of the instruments and documents referred to therein, including, but not limited to, any Amendment(s) and Supplemental Declaration(s).

Unless otherwise defined herein, the terms defined in the Declaration are incorporated herein by reference and shall appear in initial capital letters each time such terms appears in these Articles.

## ARTICLE II NAME

The name of this corporation shall be the SOUTHGATE OF SANFORD PROPERTY OWNERS' ASSOCIATION, INC., a Florida corporation not for profit, whose principal address and mailing address is 2300 Maitland Center Parkway, Suite 101, Maitland, Florida 32751.

### ARTICLE III PURPOSES

The purpose for which the Association is organized is to take title to, operate, administer, manage, lease and maintain the Association Property in accordance with the terms of, and purposes set forth in, the Southgate Documents and to carry out the covenants and enforce the provisions of the Southgate Documents.

### ARTICLE N POWERS

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

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

B. The Association shall have all of the powers granted to the Association in the Southgate Documents. All of the provisions of the Declaration and Bylaws which grant powers to the Association are incorporated into these Articles.

C. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. To perform any act required or contemplated by it under the Southgate Documents.

2. To make, establish, amend and enforce reasonable rules and regulations governing the use of the Association Property.

3. To make, levy and collect Assessments for the purpose of obtaining funds from its Members to pay Common Expenses and other costs defined in the Declaration and costs of collection, and to use and expend the proceeds of Assessments in the exercise of the powers and duties of the Association.

4. To own, maintain, repair, replace, operate and convey the Association Property in accordance with the Southgate Documents.

5. To enforce by legal means the obligations of the Members and the provisions of the Southgate Documents.

6. To employ personnel, retain independent contractors and professional personnel, and enter into service contracts to provide for the maintenance, operation, administration and management of the Association Property and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to,

agreements with respect to professional management of the Association Property and to delegate to such professional manager certain powers and duties of the Association.

7. To enter into the Declaration and any amendments thereto and instruments referred to therein.

8. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain Southgate in a proper and aesthetically pleasing condition consistent with other similar developments in the Central Florida area.

9. Notwithstanding anything contained herein to the contrary, the Association shall be required to obtain the approval of three-fourths (3/4) of all Members (at a duly called meeting of the Members at which a quorum is present) prior to the engagement of legal counsel by the Association for the purpose of suing, or making, preparing or investigating any lawsuit, or commencing any lawsuit other than for the following purposes:

- (a) the collection of Assessments;
- (b) the collection of other charges which Owners are obligated to pay pursuant to the Southgate Documents;
- (c) the enforcement of any applicable use and other restrictions contained in Southgate Documents;
- (d) dealing with an emergency when waiting to obtain the approval of the Members creates a substantial risk of irreparable injury to the Association Property or to Member(s) (the imminent expiration of a statute of limitations shall not be deemed an emergency obviating the need for the requisite vote of three-fourths (3/4) of the Members); or
- (e) filing a compulsory counterclaim.

#### ARTICLE V MEMBERS AND VOTING

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by Members shall be as follows:

A. After the first deed of conveyance of a Parcel from Declarant to an Owner is recorded amongst the Public Records of the County ("First Conveyance"), Declarant shall be a Member as to each of the remaining Parcels until each such Parcel is conveyed to another Owner, and thereupon and thereafter each and every Owner, including Declarant as to Parcels owned by Declarant, shall be a Member and exercise all of the rights and privileges of a Member.

B. Membership in the Association for Owners other than Declarant shall be established automatically by the acquisition of ownership of fee simple title to a Parcel as evidenced by the recording of an instrument of conveyance amongst the Public Records of the County.

C. On all matters on which the membership shall be entitled to vote, votes may be exercised or cast by the Owner(s) of each Parcel as will be provided for in the Bylaws. The number of votes for each Parcel shall be set forth in Exhibit "E" of the Declaration.

D. The designation of different classes of membership are for purposes of establishing the number of votes applicable to certain Parcels, and nothing herein shall be deemed to require voting solely by an individual class on any matter which requires the vote of Members, unless otherwise specifically set forth in Southgate Documents.

E. No Member may assign, hypothecate or transfer in any manner his/her membership in the Association except as an appurtenance to his/her/its Parcel.

F. Any Member who conveys or loses title to a Parcel by sale, gift, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Parcel and shall lose all rights and privileges of a Member resulting from ownership of such Parcel.

G. The vote of the Owners of a Parcel owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the Owners of the Parcel, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity ("Voting Member"), and filed with the Secretary of the Association, and such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not filed with the Secretary of the Association, the vote of such Parcel shall not be considered for a quorum or for any other purpose.

H. A quorum shall consist of persons entitled to cast at least forty percent (40%) of the total number of votes of the Members.

## ARTICLE VI

### TERM

The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar property owners

association or a public agency having a similar purpose, or any Member may petition the appropriate circuit court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and its properties in the place and stead of the dissolved Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

#### ARTICLE VII INCORPORATOR

The name and address of the Incorporator of these Articles are:

Richard Wohlfarth  
2300 Maitland Center Parkway, Suite 101  
Maitland, Florida 32751

#### ARTICLE VIII OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), Secretary and Treasurer, and, if any, by the Assistant Secretary(ies) and Assistant Treasurer(s), subject to the directions of the Board. Except for officers elected prior to the Turnover Date, officers must be Members.

The Board shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be elected from amongst the membership of the Board, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

#### ARTICLE IX FIRST OFFICERS

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

President:	/	Richard Wohlfarth
Vice President:	✓	Ashley Heggie
Treasurer:	/	Michael Wisdom
Secretary:	/	Michael Wisdom



ARTICLE X  
BOARD OF DIRECTORS

A. The number of Directors on the first Board of Directors of the Association ("First Board") and the "Initial Elected Board" (as hereinafter defined) shall be five (5). The number of Directors shall be not less than three (3) nor more than seven (7), as the Board shall from time to time determine prior to each meeting at which Directors are to be elected. Except for Declarant-appointed Directors, Directors must be Members. There shall be only one (1) vote for each Director.

B. The names and addresses of the persons who are to serve as Directors on the First Board are as follows:

NAMES	<u>ADDRESSES</u>
Richard Wohlfarth	2300 Maitland Center Parkway, Suite 101 Maitland, Florida 32751
Ashley Heggie	18 Broad Street, 3 <sup>rd</sup> Floor Charleston, SC 29401
Todd Wigfield	18 Broad Street, 3 <sup>rd</sup> Floor Charleston, SC 29401
Michael Wisdom	405 SW Commercial Street Peoria, IL 61602
Christopher Kelley	4044 West Lake Mary Boulevard Lake Mary, FL 32746

C. Declarant has reserved the right in the Declaration to modify its plan of development for Southgate.

D. The Members (including Declarant) shall be entitled to elect all the Directors. The election shall occur at a special meeting of the membership to be called by the Board for such purpose ("Election Meeting"). The First Board shall serve until the Initial Election Meeting.

E. The Board shall continue to be so designated and elected, at each subsequent "Annual Members' Meeting" (as defined in the Bylaws).

F. A Director may be removed from office upon the affirmative vote of a majority of the voting interests of Members for any reason deemed to be in the best interests of the Members. A meeting of the Members to so remove a Director shall be held upon the written request of ten percent (10%) of the Members.

G. The Initial Election Meeting shall be held within one year of the recordation of the Declaration. A notice of meeting shall be forwarded to all Members in accordance with the Bylaws; provided, however, that the Members shall be given at least fourteen (14) days' notice of such meeting. The notice shall also specify the number of Directors which shall be elected by the Members.

H. At the Initial Election Meeting, a "staggered" term of office of the Board shall be created as follows:

1. a number equal to fifty percent (50%) of the total number of Directors rounded to the nearest whole number is the number of Directors whose term of office shall be established at two (2) years and the Directors serving for a two (2) year term will be the Directors receiving the most votes at the meeting; and

2. the remaining Directors' terms of office shall be established at one (1) year.

At each Annual Members' Meeting thereafter, as many Directors of the Association shall be elected as there are Directors whose regular term of office expires at such time, and the term of office of the Directors so elected shall be for two (2) years, expiring when their successors are duly elected and qualified.

I. The resignation of a Director who has been designated by Declarant or the resignation of an officer of the Association who has been elected by the First Board shall be deemed to remise, release, acquit, satisfy and forever discharge such officer or Director of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity, which the Association or the Members had, now have or will have or which any personal representative, successor, heir or assign of the Association or the Members hereafter can, shall or may have against said officer or Director for, upon or by reason of any matter, cause or thing whatsoever from the beginning of the world to the day of such resignation, except for such Director's or officer's willful misconduct or gross negligence.

#### ARTICLE XI INDEMNIFICATION

Each and every Director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including attorney and paralegal fees at all trial and appellate levels and post-judgment proceedings, reasonably incurred by or imposed upon him/her in connection with any negotiation, proceeding, arbitration, litigation or settlement in which he/she becomes involved by reason of his/her being or having been a Director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article XI shall not be automatic and shall apply only when the Board approves

such settlement and reimbursement for the costs and expenses of such settlement as being in the best interest of the Association, and in the event a Director or officer admits that he/she is or is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties, the indemnification provisions of this Article XI shall not apply. The foregoing right of indemnification provided in this Article XI shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer of the Association may be entitled under statute or common law.

## ARTICLE XII BYLAWS

The Bylaws shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

## ARTICLE XIII AMENDMENTS

These Articles may be amended in the following manner:

1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be at either the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the Bylaws for the giving of notice of meetings.

(c) At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving the affirmative vote of a majority of the total voting interests present at such meeting.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Members and all members of the Board setting forth their intention that an amendment to the Articles be adopted.

B. These Articles may not be amended without the written consent of a majority of the members of the Board.

C. Notwithstanding any provisions of this Article XIII to the contrary, these Articles shall not be amended in any manner which shall materially impair the ability of Declarant to sell its remaining Parcels, without the prior written consent thereto by Declarant, for so long as Declarant holds title to at least one (1) Parcel; and prejudice the rights of any "Institutional

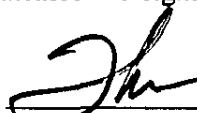
Mortgagee" (as such term is defined in the Declaration) without the prior written consent of such Institutional Mortgagee.

D. Any instrument amending these Articles shall identify the particular article or articles being amended and shall provide a reasonable method to identify the amendment being made. A certified copy of each such amendment shall be attached to any certified copy of these Articles, and a copy of each amendment certified by the Secretary of State shall be recorded amongst the Public Records of the County.

ARTICLE XIV  
REGISTERED OFFICE AND REGISTERED AGENT

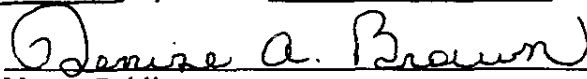
The street address of the initial registered office of the Association is 200 South Andrews Avenue, Suite 600, Fort Lauderdale, Florida 33301 and the initial registered agent of the Association at that address shall be Stephen V. Hoffman, Esq.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this 6 day of December, 2012.

  
Richard Wohlfarth

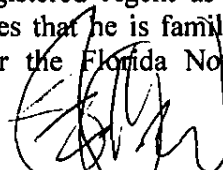
STATE OF FLORIDA       )  
                                  )SS.:  
COUNTY OF Orange )

BEFORE ME, the undersigned authority, personally appeared Richard Wohlfarth, who, being by me first duly sworn on oath, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed, this 6<sup>th</sup> day of December, 2012; and he is personally known to me or provided \_\_\_\_\_ as identification.

  
Notary Public  
State of Florida at Large  
My commission expires:        [Notarial Seal]



The undersigned hereby accepts the designation of Registered Agent as set forth in Article XIV of these Articles of Incorporation, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

  
Stephen V. Hoffman  
Dated: 12/6/12