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FLORIDA PROFIT/NON PROFIT CORPORATION

SONOMA RESORT AT TAPESTRY HOMEOWNERS' ASSOCIATION

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ARTICLES OF INCORPORATION**OF****SONOMA RESORT AT TAPESTRY HOMEOWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of the State of Florida, and of full age, this day executed these Articles of Incorporation ("Articles") for the purpose of forming a corporation not-for-profit, and does hereby certify:

ARTICLE 1.**NAME OF CORPORATION**

The name of the corporation is SONOMA RESORT AT TAPESTRY HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation (hereafter called the "Neighborhood Association").

ARTICLE 2.**PRINCIPAL OFFICE OF THE NEIGHBORHOOD ASSOCIATION**

The principal office of the Neighborhood Association is located at 5200 Vineland Road, Suite 200, Orlando, Florida 32811.

ARTICLE 3.**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Neighborhood Association is 5200 Vineland Road, Suite 200, Orlando, Florida 32811 and Suresh Gupta is hereby appointed the initial registered agent of this Neighborhood Association at that address. The registered agent shall maintain copies of all permits for the benefit of the Neighborhood Association.

ARTICLE 4.**DEFINITIONS**

All terms used in these Articles of Incorporation shall have the same meaning as defined in the Neighborhood Declaration of Covenants, Conditions, Easements and Restrictions for Sonoma Resort at Tapestry, as the same may be amended and supplemented from time to time ("Neighborhood Declaration"), unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE 5.**PURPOSE AND POWERS OF THE NEIGHBORHOOD ASSOCIATION**

This Neighborhood 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 maintenance, operation preservation and

architectural control of the Open Space, Neighborhood Common Property, recreation areas, private roads and sidewalks (if any) within the Neighborhood Property and all street lights and landscaping on and around such private roads, and to promote the health, safety and welfare of the residents of the Neighborhood Property for the following purposes:

A. Exercise all of the powers and privileges and to perform all of the rights, duties and obligations of the Neighborhood Association as set forth in the Neighborhood Declaration applicable to the Neighborhood Property and recorded in the Public Records of Osceola County, Florida, as the same may be amended from time to time as therein provided, said Neighborhood Declaration being incorporated herein as if set forth at length;

B. Fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Neighborhood Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Neighborhood Association, including all licenses, taxes or governmental charges levied or imposed against the Neighborhood Property of the Neighborhood Association, if any;

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 of the Neighborhood Association, if any, in connection with the affairs of the Neighborhood Association;

D. Borrow money, and with the approval of at least two-thirds (2/3) of the Board and the consent of Neighborhood Declarant (to the extent Neighborhood Declarant holds any rights in or to any portion of the Neighborhood Property), the power and authority to mortgage the property of the Neighborhood Association, if any, and to pledge the revenues of the Neighborhood Association as security for loans made to the Neighborhood Association which loans shall be used by the Neighborhood Association in performing its functions;

E. Pledge Neighborhood Association revenues as security for the performance of any obligation to any governmental agency or authority;

F. Dedicate, sell or transfer all or any part of the Neighborhood Common Property, if any, to any governmental unit, public utility, or private party approved by at least two-thirds (2/3) of the Board and (to the extent Neighborhood Declarant still owns any portion of the Neighborhood Property) Neighborhood Declarant;

G. Operate and maintain the Neighborhood Common Property in accordance with the Neighborhood Declaration;

H. Have and exercise any and all powers, rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act by law may now or hereafter have or exercise; and

I. Have and exercise any and all powers, rights and privileges set forth under the Neighborhood Declaration and the Bylaws.

ARTICLE 6.
MEMBERSHIP

Every Owner of a Lot other than the Neighborhood Association shall be a Member of the Neighborhood Association. Membership shall be appurtenant to, run with, and may not be separated from ownership of a Lot.

ARTICLE 7.
VOTING RIGHTS

The Neighborhood Association shall have two classes of voting membership:

Class A: Class A Members shall be all Owners, with the exception of Neighborhood Declarant and Neighborhood Owner, and shall be entitled to one vote for each Lot owned. When any Lot entitling the Owner to membership in the Neighborhood Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants by the entirety or any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the Neighborhood Association, such Owner shall select one official representative to qualify for voting in the Neighborhood Association and shall notify in writing the Secretary of the Neighborhood Association of the name of such individual. The vote of that individual shall be considered to represent the will of all the Owners of that Lot. In the circumstance of such common ownership, if the Owners fail to designate their voting representative, then the Neighborhood Association may accept the person asserting the right to vote as the voting Owner until notified to the contrary by the other Owners of such Lot. Upon such notification, the Owner may not vote until the Owner(s) appoint their representative pursuant to this paragraph. In the event Neighborhood Declarant and/or its Timeshare Designee, as defined in Section 14.23, elects to create a timeshare or fractional use plan with respect to one or more of the Lots owned by Neighborhood Declarant or said Timeshare Designee and defined in Section 14.23 as "Designated Timeshare Lots," the Supplemental Declaration recorded by Neighborhood Declarant or said Timeshare Designee pursuant to Section 14.23 of this Neighborhood Declaration to effectuate and implement such timeshare or fractional use plan shall provide that the voting rights under this Neighborhood Declaration with respect to each Designated Timeshare Lot shall be exercised by a single voting representative established for each Designated Timeshare Lot, which representative may be either (i) the homeowners' sub-association formed for the Designated Timeshare Lots under the timeshare or fractional use plan, or (ii) a different person or entity established by the timeshare or fractional use plan, but in no event shall the voting rights under this Neighborhood Declaration with respect to any single Designated Timeshare Lot be exercised separately in fractions by the fractional owners of the Designated Timeshare Lot.

Class B: The Class B Member(s) shall be Neighborhood Declarant and the Neighborhood Owner, who shall be entitled to five (5) votes for each Lot owned (whether such Lot is then platted or is not yet platted but merely planned for future development and platting). The Class B membership shall cease and be converted to Class A membership once Turnover has occurred in accordance with Article 10 of the Neighborhood Declaration.

ARTICLE 8.
BOARD OF DIRECTORS

Section 1. Number. Until Turnover, the affairs of this Neighborhood Association shall be managed by a Board of not less than three (3) Directors, who need not be Members of the Neighborhood Association and who shall be appointed by the Neighborhood Declarant. After Turnover and for so long as Neighborhood Declarant holds any portion of the Neighborhood Property for sale in the ordinary course of business, the Neighborhood Declarant shall be entitled (but not obligated) to appoint at least one member of the Board, unless otherwise required by law. At such time as Neighborhood Declarant no longer owns any Lots within the Neighborhood Property, the number of Directors may be increased or decreased by amendment to these Articles, provided there shall never be less than three (3) Directors. All affairs of the Neighborhood Association shall be governed by the affirmative vote of a majority of the Directors in attendance at a duly called meeting unless otherwise specifically provided for in the Neighborhood Declaration.

Section 2. Term. Directors shall be appointed to serve for three (3) year terms, unless a Director sooner dies, resigns or is removed. There shall be no limit to the number of terms any one Member may serve as a director.

Section 3. Initial Directors. The names and addresses of the person who are appointed by Neighborhood Declarant to act in the capacity of directors are:

Drew Abel	5200 Vineland Road; Suite 200 Orlando, FL 32811
Jim Davis	5200 Vineland Road; Suite 200 Orlando, FL 32811
Linda Kepfer	5200 Vineland Road; Suite 200 Orlando, FL 32811

ARTICLE 2. **DISSOLUTION**

The Neighborhood Association may only be dissolved upon termination of the Neighborhood Declaration as set forth therein. Upon such dissolution of the Neighborhood Association, other than incident to a merger or consolidation, the assets of the Neighborhood Association, if any, including, but not limited to the Neighborhood Common Property, if any, shall be transferred to another not-for-profit corporation or appropriate public agency having similar purposes (the "Non SWMS Property") and the Surface Water Management System of the Neighborhood (the "SWMS Property") shall be conveyed to the appropriate agency of local government, as determined to be acceptable by the District. If the local government agency declines to accept such SWMS Property, then the SWMS Property shall be dedicated to a similar non-profit corporation. If no other not-for-profit corporation or agency will accept such Non SWMS Property or SWMS Property, then any Member or affected governmental instrumentality or agency, including the District, may petition the Circuit Court of the County in which the Neighborhood Property is located to appoint a receiver or trustee to conduct the affairs and fulfill the obligations of the Neighborhood Association with respect to such applicable portions of the Neighborhood Common Property, or otherwise dispose of the Neighborhood Common Property or portions thereof as the Circuit Court may deem appropriate. If a receiver or trustee is appointed, the Neighborhood Association shall be responsible for court costs, attorney's fees, and all other expenses of the receivership or

trust shall constitute Neighborhood Common Expenses of the Neighborhood Association and shall be assessed against its Members. If the Neighborhood Association has been dissolved, or if the Neighborhood Association shall not have a sufficient number of directors, the receiver or trustee shall have all powers and duties of a duly constituted board of directors. The receiver or trustee shall serve until such time as the Circuit Court may deem appropriate.

ARTICLE 10.
DURATION

The Neighborhood Association shall exist perpetually.

ARTICLE 11.
INCORPORATOR

The name and address of the incorporator is as follows:

SURESH GUPTA

5200 Vineland Road; Suite 200
Orlando, FL 32811

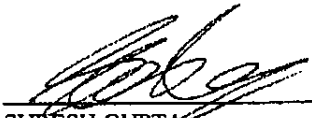
ARTICLE 12.
AMENDMENTS

Prior to Turnover, amendment of these Articles of Incorporation shall require the assent of two-thirds (2/3) of the Board of Directors. Following Turnover, these Articles of Incorporation shall be amended 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 13.
FHA/VA APPROVAL

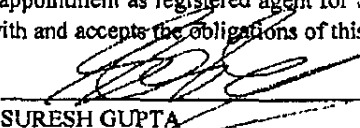
Notwithstanding anything herein to the contrary, to the extent it is necessary in order to comply with the requirements of the Department of Housing and Urban Development, FHA and/or the VA pertaining to the eligibility of Residential Units within the Neighborhood Property to qualify for loans guaranteed by such governmental authorities, the Neighborhood Declarant may make modifications to these Articles without the necessity of joinder or approval of the Neighborhood Association or any Owner or other party who may be affected.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Neighborhood Association, has executed these Articles of Incorporation this 24 day of March, 2014.


SURESH GUPTA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as agent for service of process on Sonoma Resort at Tapestry Homeowners' Association, Inc. within the State of Florida, at the place designated in ARTICLE 3 of the foregoing Articles of Incorporation, accepts the appointment as registered agent for Sonoma Resort at Tapestry Homeowners' Association, Inc. and is familiar with and accepts the obligations of this position.

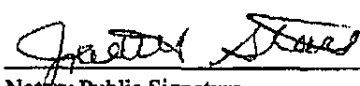
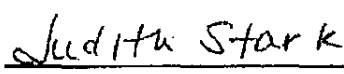

SURESH GUPTA

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24 day of March, 2014, by SURESH GUPTA. He ☒ is personally known to me or ☐ has produced _____ as identification.

(NOTARY SEAL)


Notary Public Signature
(Name typed, printed or stamped)FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA