

Division of Corporations

Page 1 of 1

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## Florida Department of State

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Somerset Park Homeowners' Association, Inc.

Certificate of Status	1
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Page Count	06
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Electronic Filing Menu

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**ARTICLES OF INCORPORATION  
OF  
SOMERSET PARK HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned natural person competent to contract, acting as incorporator of a corporation not-for-profit, hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

1.1. Name. The name of the corporation is Somerset Park Homeowners' Association, Inc., a not-for-profit Florida corporation (hereinafter referred to as the "Association").

1.2. Principal Office. The street address of the principal office and mailing address of the Association is 9801 Lake Nona Road, Orlando, Florida 32827.

1.3. Registered Agent. B&C Corporate Services of Central Florida, Inc., whose address is 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801, is hereby appointed the initial registered agent of the Association.

**ARTICLE II  
DEFINITIONS**

Unless defined in these Articles or Bylaws all terms used in the Articles and Bylaws shall have the same meanings as used in the Declaration of Covenants, Conditions, Restrictions and Easements for Somerset Park recorded or to be recorded in the Official Records of Orange County, Florida, as it may be amended or supplemented from time to time (the "Declaration").

**ARTICLE III  
PURPOSE**

3.1 The Association has been established in connection with that certain residential community commonly known as "Somerset Park" which is being developed by Greenway Park DRI, LLC, a Florida limited liability company (the "Developer"). The purposes for which the Association is organized are as follows:

3.1.1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes. The Association does not contemplate pecuniary gain or profit to the members thereof.

3.1.2. To administer, enforce and carry out the terms and provisions of the Declaration as same may be amended or supplemented from time to time, and to exercise such powers and perform such other duties and discharge such other responsibilities as may be imposed upon, or granted, assigned or delegated to, or otherwise permitted to be exercised by, the Association pursuant to the Declaration.

3.1.3. To provide for maintenance and preservation of such portions of the Property, and any additions thereto, as may hereafter be brought within the jurisdiction of the Association

pursuant to the Declaration.

3.1.4. To own, hold and manage such portions of the Property as may be conveyed to the Association pursuant to the Declaration.

#### **ARTICLE IV** **POWERS**

4.1. The Association shall have the following powers:

4.1.1. All of the common law and statutory powers, rights and privileges of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles;

4.1.2. To enter into, make, establish and enforce, rules, regulations, Bylaws, covenants, restrictions and agreements to carry out the purposes of the Association, and as may be required, permitted or contemplated by the Association;

4.1.3. To maintain, operate and repair of the Surface Water or Stormwater Management Systems, as set forth in the Declaration;

4.1.4. To fix, levy, collect and enforce payment of, by any lawful means, all charges, assessments and working capital contributions, pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

4.1.5. Subject to such conditions as may be provided in the Declaration, 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 in connection with the affairs of the Association;

4.1.6. Subject to such conditions as may be provided in the Declaration, borrow money, and with the assent of two-thirds (2/3) of the votes of each class of members, sell any or all of its real or personal property, or mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

4.1.7. Subject to such conditions as may be provided in the Declaration, dedicate, sell or transfer all or any part of the Common Area to any public agency or authority or utility for such purposes; and

4.1.8. Subject to such conditions as may be provided in the Declaration, participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members unless otherwise provided in the Declaration.

#### **ARTICLE V**

### MEMBERSHIP AND VOTING RIGHTS

The qualifications for members, the manner of their admission and expulsion, and their voting rights shall be regulated by the Bylaws.

### ARTICLE VI MEMBERS OF THE BOARD

6.1 The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) members, but not more than nine (9) members, and which shall always be an odd number. The number of members of the Board of Directors shall be determined in accordance with the Bylaws. In the absence of such determination, there shall be three (3) members of the Board of Directors.

6.1.1 The Developer shall have the right to appoint all members of the Board of Directors until the Turnover, in Developer's sole and absolute discretion, and such Board of Directors members shall serve at the pleasure of the Developer.

6.1.2 After the Developer no longer has the right to appoint all members of the Board of Directors, or earlier if the Developer so elects, then and only then shall any member of the Board be elected by the members of the Association.

6.1.3 All of the duties and powers of the Association existing under Chapter 617 of the Florida Statutes, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by the members only when specifically required.

6.1.4 A member of the Board of Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. However, any member of the Board of Directors appointed by the Developer may only be removed by the Developer, and any vacancy on the Board of Directors of a member appointed by the Developer shall be filled by the Developer.

6.2 The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected or appointed, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert B. Adams	9801 Lake Nona Road Orlando, Florida 32827
Thaddeus Seymour, Jr.	9801 Lake Nona Road Orlando, Florida 32827

### ARTICLE VII OFFICERS

The officers of the Association shall be a President, Vice President, Secretary and Treasurer

and such other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Robert B. Adams
Vice President /Secretary	Thaddeus Seymour, Jr.
Treasurer	Scott I. Peek, Jr.

#### **ARTICLE VII**

#### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

8.1 The Association shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a member of the Board of Directors, committee member, employee, officer or agent of the Association, against all expenses, including attorneys' and paralegals' fees and costs (including, without limitation, attorneys' and paralegals' fees and costs incurred on appeal, or in mediation, arbitration, administrative or bankruptcy proceedings), judgments, fines, damages and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; or if such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association, to the extent, that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Such person shall not be liable for any mistake of judgment, negligent or otherwise, nor with respect to any contract or other commitment made or action taken, in good faith, on behalf of the Association, and the Association shall indemnify and hold harmless such person from any liability and expenses as provided in the preceding sentence.

8.1.1 To the extent that a member of the Board of Director, committee member, officer, employee or agent of the Association is entitled to indemnification by the Association in accordance with this Article 8, he shall be indemnified against expenses and attorneys' and paralegals' fees (including, without limitation, attorneys' and paralegals' fees and costs incurred on appeal, or in mediation, arbitration, administrative or bankruptcy proceedings), actually and reasonably incurred by him in connection therewith.

8.1.2 Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the member of the Board of Director, committee member, officer, employee or agent of the Association to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified and held harmless by the Association as authorized in this Article 8.

8.1.3 The indemnification provided by this Article 8 shall not be deemed exclusive

of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement or otherwise. As to an action taken in an official capacity while holding office, the indemnification provided by this Article 8 shall continue as to a person who has ceased to be a member of the Board of Directors, committee member, officer, employee or agent of the Association and shall inure to the benefit of the heirs, executors and administrators of such a person.

8.1.4 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, committee member, officer, employee or agent of the Association, or is or was serving at the request of the Association as a member of the Board of Directors, committee member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article 8.

8.1.5 Each Owner shall indemnify and hold harmless the Association, the Board of Directors, committee members, officers, employees and agents of the Association from any loss, damages, and expenses including attorneys' and paralegals' fees and costs (including, without limitation those incurred on appeal, or in mediation, arbitration, administrative and bankruptcy proceedings) which they may incur as a result of the failure of such Owner; any occupant of such Owner's Lot; or any contractor, employee or agent of such Owner acting within the scope of his contract, agency, or employment.

#### **ARTICLE IX BYLAWS**

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

#### **ARTICLE X ANNEXATION OF ADDITIONAL PROPERTY**

Subject to the terms, conditions and provisions of the Declaration additional residential property, common area and recreational facilities may be annexed to the Property (i) by the members with the consent of two-thirds (2/3) of each class of members of the Association, (ii) by the Developer, or (iii) pursuant to Article XI of the Declaration. Such Annexation shall become effective upon the recording of an amendment to the Declaration in the Public Records of Orange County, Florida.

#### **ARTICLE XI AMENDMENTS**

11.1. Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than seventy-five percent (75%) of the total number of votes in each class membership.

So long as there is a Class B membership, the Class B member may amend these Articles to correct any omission or error, or effect any other amendment, except that this procedure for

amendment cannot be used if such an amendment would, in the reasonable opinion of the Developer, materially and adversely affect substantial property rights of Owners, unless the affected Owners consent in writing. The execution and recording or filing, as applicable, of any amendment by the Developer pursuant hereto shall be conclusive evidence that the amendment does not materially and adversely affect substantial property rights of Owners who did not join in or consent to such execution.

#### **ARTICLE XII** **DISSOLUTION**

12.1. The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the total number of votes in each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Any action under this Article is subject to the procedures and requirements of Section 617.05, Florida Statutes. In the event of dissolution of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System shall be transferred to an entity which would comply with Section 40C-42.027, Florida Administrative Code.

#### **ARTICLE XIII** **DURATION**

The existence of the Association shall commence upon the filing of these Articles with the Secretary of State. The corporation shall exist perpetually.

#### **ARTICLE XIV** **INCORPORATOR**

The name and address of the Incorporator is as follows:

James L. Zboril  
9801 Lake Nona Road  
Orlando, Florida 32827

[SIGNATURE APPEARS ON THE FOLLOWING PAGE]

STATE OF FLORIDA

COUNTY OF ORANGE

IN WITNESS WHEREOF, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 1<sup>st</sup> day of August, 2014.

Signed, sealed and delivered  
In the presence of:

[Signature]  
Print Name: Diana Garcia

[Signature]  
Print Name: Kathy Kittell

[Signature]  
James L. Zboril

MR

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of August, 2014, by James L. Zboril, who is personally known to me ~~or who has produced~~ no identification.



[Signature]  
Notary Public, State of Florida

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

Commission Number: \_\_\_\_\_

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