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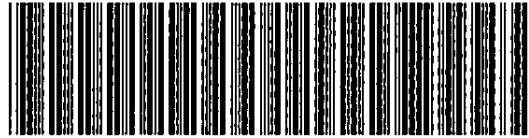
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COVER LETTER

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

SUBJECT: The Reserve at Summer Bay Condominium 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: Cathleen Smith, Taylor English Duma LLP
Name (Printed or typed)

1600 Parkwood Circle, Ste. 400

Address

Atlanta, GA 30339

City, State & Zip

770-434-6868

Daytime Telephone number

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

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

taylor | english

Roxanne M. Sam
Direct: (678).336.7181
rsam@taylorenghish.com

September 30, 2014

VIA FEDEX

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

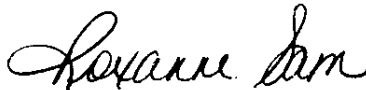
**Re: Articles of Incorporation- The Reserve at Summer Bay Condominium
Association, Inc.**

Dear Sir/Madame:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced matter. Also enclosed is a check in the amount of \$87.50 for the requisite filing fee. Please file accordingly and return a filed stamped copy in the self-addressed envelope provided.

Should you have any questions or concerns about the filing, please do not hesitate to contact me.

Sincerely,



Roxanne Sam
Paralegal to Cathleen Smith, Esq.

Enclosures

/rs

**ARTICLES OF INCORPORATION
OF
THE RESERVE AT SUMMER BAY CONDOMINIUM ASSOCIATION, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Association (the "Association") shall be THE RESERVE AT SUMMER BAY CONDOMINIUM ASSOCIATION, INC. Its principal office and place of business shall be at 25 Town Center Boulevard, Suite C, Clermont, Florida 34714, Lake County, Florida. The Board of Directors may from time to time move the principal office of the Association to any other address in the State of Florida.

ARTICLE II

The Association is organized and formed for the purpose of undertaking all of the functions contained in these Articles and in the Declaration of Condominium for THE RESERVE AT SUMMER BAY CONDOMINIUM (the "Declaration"), recorded or to be recorded in the Public Records of Lake County, Florida, and in any other declaration(s) of condominium (the "Other Declarations") with respect to the Project (as defined in the Declaration) (with the Declaration and the Other Declarations being collectively referred to below as the "Declarations") and for the purpose of performing all functions allocated to the Association by Chapter 718, Florida Statutes (the "Condominium Act"), and the applicable provisions of the Chapter 721, Florida Statutes (the "Timeshare Act") and to further own, operate, lease, sell, trade, and otherwise deal with property described in the Declarations in accordance with the provisions of the Condominium Act, the Timeshare Act, the Declarations, the Bylaws, and these Articles. In addition, and not in limitation of the foregoing, although the Developer retains the right to form other condominium associations, the Association is formed for the purpose of (1) being the "Association" referred to within the Declaration and such of the Other Declarations which specifically reference the Association, and (2) maintaining, operating and managing certain of the multiple condominiums contained within the Project established pursuant to the declaration(s) of condominium therefor, from time to time, under Chapters 718 and 721, Florida Statutes, known as SUMMER BAY RESORT or similar name as located in Lake County, Florida.

In furtherance of the purposes of the Association, the Association may:

1. exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declarations as the same may be amended from time to time as therein provided, the Declarations being incorporated herein as if set forth at length;
2. fix, levy, collect, and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declarations and 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 any property of the Association;
3. 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. borrow money, and as appropriate, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
5. exercise all of the common law and statutory powers of a not-for-profit corporation established to govern a Florida condominium (provided, however, that no action shall be taken which conflicts with the Declarations, the Condominium Act, or the Timeshare Act);
6. make and enforce reasonable rules and regulations governing the use of Units, Common Elements, Limited Common Elements, and any property owned by the Association;

7. maintain, repair, replace, and operate property over which the Association has full ownership or the right and power to maintain, replace, and operate in accordance with these Articles, the Declarations, the Condominium Act, the Timeshare Act, and the Bylaws;
8. reconstruct improvements as required in the Declarations;
9. enforce by legal means the provisions of the Condominium Act, the Timeshare Act, these Articles, the Bylaws, and the regulations as to the use of the property of the condominiums governed by the Declarations;
10. participate in mergers and consolidations with other not-for-profit corporations organized for the same or similar purposes;
11. make and collect assessments against Unit Owners to defray the costs, expenses, and losses of the condominiums governed by the Declarations;
12. use the proceeds of assessments in the exercise of its powers and duties;
13. maintain, repair, replace, and operate the property of the condominiums governed by the Declarations;
14. purchase insurance upon the property of the condominiums governed by the Declarations and insurance for the protection of the Association and its members as Unit Owners;
15. reconstruct the improvements, including the Common Elements and the Units, after casualty and to further improve the Common Elements and the Units;
16. approve or disapprove the transfer, mortgage, and ownership of Units as may be provided in the Declarations and the Bylaws;
17. contract for the management of the condominiums governed by the Declarations and to ~~delegate~~ to such contractors all powers and duties of the Association except as such are specifically required by the Declarations to have the approval of the Board of Directors or the membership of the Association;
18. contract for the management or operation of portions of the Common Elements susceptible to ~~separate management or operation~~, and to lease such portions; and
19. employ personnel to perform the services required for proper operation of the condominiums governed by the Declarations.

ARTICLE III

Every person or entity who is the record owner of a fee or undivided fee interest in any Unit or Timeshare Period within the condominiums governed by the Declarations or any of the multiple condominiums within the Project shall be a member of the Association; provided, however, each Unit or Timeshare Period, as applicable, shall have only one membership regardless of how many persons own the Unit or Timeshare Period. The foregoing is not intended to include persons or entities owning interests merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from the ownership of the Unit or Timeshare Period within the condominiums within the Project.

All persons who are owners of Condominium Parcels within the condominiums governed by the Declarations shall automatically be members of the Association. Such membership shall automatically terminate when such person is no longer an Owner of a Condominium Parcel. Membership in the Association shall be limited to such Owners.

Persons who own interests in Condominium Parcels under a Timeshare Plan, as defined in the Bylaws, shall be members of the Association, with their rights and duties to be as defined in the Declarations.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declarations that shall be filed among the Public Records of Lake County, Florida.

ARTICLE IV

The Association shall have perpetual existence.

ARTICLE V

The name and address of the Incorporator of these Articles of Incorporation is as follows:

JOE H. SCOTT, SR.
25 Town Center Boulevard
Suite C
Clermont, Florida 34714

ARTICLE VI

The affairs of the Association shall be managed and governed by a Board of Directors composed of not less than three nor more than the number specified in the Bylaws. The directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, for a term of one year, or until their successors shall be elected and shall qualify. Provisions for such election, and provisions respecting the removal, disqualification, and resignation of directors and for filling vacancies of the Board of Directors shall be established by the Bylaws.

The principal officers of the Association shall be President, Vice-President, Secretary, and Treasurer, who shall each be elected from time to time in the manner set forth in the Bylaws.

ARTICLE VII

The names of the officers who are to serve until the election of officers, pursuant to the terms of the Declarations and the Bylaws, are as follows:

Juan Barillas - President
Mary Kay Racher - Vice-President
Pierrette Cox – Secretary/Treasurer

ARTICLE VIII

The following shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership:

Juan Barillas, 25 Town Center Boulevard, Suite C, Clermont, Florida 34714
Mary Kay Racher, 25 Town Center Boulevard, Suite C, Clermont, Florida 34714
Pierrette Cox, 25 Town Center Boulevard, Suite C, Clermont, Florida 34714

ARTICLE IX

The Bylaws shall initially be made and adopted by its first Board of Directors.

Prior to the time the Declaration is filed in the Public Records of Lake County, Florida, the aforesaid first Board of Directors shall have full power to amend, alter, or rescind such Bylaws by a majority vote.

After the Declaration is so filed, the Bylaws may be amended, altered, supplemented, or modified by the membership at the annual meeting, or at a duly convened special meeting of the membership, by vote, as follows: (i) if the proposed change has been approved by the unanimous approval of the Board of Directors, then it shall require only a majority vote of the total membership to be adopted; (ii) if the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by seventy-five percent (75%) of the total vote of the membership.

ARTICLE X

Amendments to these Articles may be proposed by any member or any member of the Board of Directors, and shall be adopted in the same manner as is provided for the amendment of the Bylaws as set forth in Article IX above. Such amendment(s) shall be effective when a copy thereof, together with an attached certificate of approval by the membership, sealed with the corporate seal, signed by the Secretary or an Assistant Secretary, and executed and acknowledged by the President or Vice-President, has been filed with the Florida Secretary of State and all filing fees paid.

ARTICLE XI

The Association shall have all of the powers set forth in Section 617.0202, Florida Statutes, all of the powers set forth in the Condominium Act and the applicable provisions of the Timeshare Act, and all powers granted to it by the Declarations and exhibits annexed thereto, including the power to contract for the management of the condominiums governed by the Declarations and their recreational facilities.

ARTICLE XII

There shall be no dividends paid to any of the members, nor shall any part of the income of the Association be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses. The Association may pay compensation in a reasonable amount to its members, directors, and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or liquidation, may make distribution to its members as is permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

The Association shall issue no shares of stock of any kind or nature whatsoever. Membership in the Association and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declarations and the Bylaws. The voting rights of the Owners of Condominium Parcels shall be as set forth in the Declarations and/or the Bylaws.

ARTICLE XIII

The street address of the initial registered office of the Association is 25 Town Center Boulevard, Suite C, Clermont, Florida 34714, and the name of the initial registered agent of the Association at that address is Paul M. Caldwell, Esq.

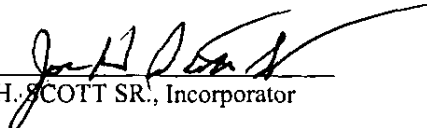
ARTICLE XIV

Fifteen percent (15%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. The affirmative vote of a majority of the members represented at the meeting at which a quorum is present, and entitled to vote on the subject matter, shall be the act of the members, unless the vote of a greater number is required by these Articles or the Bylaws.

ARTICLE XV

The Association shall levy and collect adequate Assessments against members of the Association for the cost of maintenance and operation of any surface water or stormwater management system applicable to the Condominium Property. Such Assessments shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures, and drainage easements. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of any surface water or stormwater management system applicable to the Condominium Property must be transferred to and accepted by an entity which would comply with relevant law including, if applicable, Section 40C-42.027, Florida Administrative Code, and be approved by any applicable water management district prior to such termination, dissolution, or liquidation.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto set his hand and seal this 12th day of August, 2014.

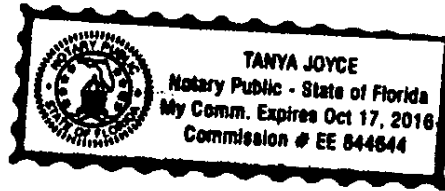

JOE H. SCOTT SR., Incorporator

STATE OF Florida
COUNTY OF Lake

The foregoing instrument was acknowledged before me this 12th day of August, 2014, by JOE H. SCOTT SR., who is personally known to me.

Tanya Joyce
Notary Public

My commission expires: 10.17.16




14 OCT - 1 PM 1:12
TANYA JOYCE, STATE
NOTARY PUBLIC, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for THE RESERVE AT SUMMER BAY CONDOMINIUM ASSOCIATION, INC., at 25 Town Center Boulevard, Suite C, Clermont, Florida 34714, County of Lake, State of Florida, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping such office open, and to comply with the provisions of all other applicable law relative to my acting as registered agent.

EXECUTED this 12 day of August, 2014.


Paul M. Caldwell, Esq.

14 OCT -1 PM 1:12
CLERMT, FLORIDA