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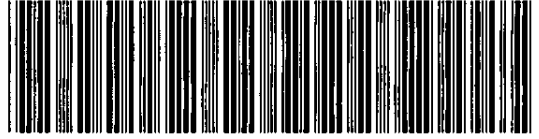
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**SMITH MACKINNON, PA**

ATTORNEYS AT LAW

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May 14, 2015

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

RE: Canopy Oaks Homeowners Association, Inc.

Ladies/Gentlemen:

Enclosed for filing are Articles of Incorporation for Canopy Oaks Homeowners Association, Inc., a Florida corporation not for profit. Also enclosed is our check in the amount of \$78.75 for the filing fee (\$35), registered agent designation fee (\$35), and a certified copy (\$8.75).

Thank you and please contact me if you have any questions.

Very truly yours,



Kevin Smith

KKS/vw  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
CANOPY OAKS HOMEOWNERS ASSOCIATION, INC.**

15 MAY 18 10:40 AM '02

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation is **CANOPY OAKS HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit** (hereinafter called the "Association" in these Articles).

**ARTICLE II  
OFFICE AND REGISTERED AGENT**

The Association's principal office and mailing address is 9315 Dole Circle, Windermere, FL 34786. The Association's registered agent is Kevin Smith, Esq., 255 S. Orange Avenue, Suite 1200, Orlando, FL 32801. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III  
PURPOSE**

(a) This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of common areas and residential lots within that certain tract of property (hereinafter called the "Property") in Orange County, Florida, and more particularly described as:

All of Canopy Oaks Subdivision, according to the plat or plats thereof, recorded or to be recorded in the Public Records of Orange County, Florida together with all subsequent additions thereto.

(b) Notwithstanding any other provision in these Articles, all activities of the Association shall be carried on and all of the funds of the Association, whether income or principal and whether acquired by assessment from members, gift, contribution or otherwise, shall be used and applied exclusively for the purposes set forth in sub-Article III (a) above and in the Declaration (hereafter defined) and no part of the principal, income, or net earnings of the Association will in any event inure to the personal benefit of any member, officer, director, or trustee of the Association (except to the extent permitted by applicable law, and provided that reasonable compensation and reimbursement of out-of-pocket costs may be paid for services actually rendered to or for the Association incurred in furtherance of the objects and purposes of the Association).

## ARTICLE IV POWERS

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges, and perform all duties of this Association set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Canopy Oaks (hereinafter called the "Declaration") applicable to the Property and recorded or to be recorded in the Public Records of Orange County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder, and the Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management systems located within the Property;

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;

(e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

(f) Dedications. With the approval of two-thirds (2/3) of each class of members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as two-thirds (2/3) of each class of members determine;

(g) Mergers. With the approval of two-thirds (2/3) of each class of members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and Common Area (as those terms are

defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power or privilege so granted;

(j) Enforcement. To enforce by legal means the obligations of the members of this Association and the provisions of the Declaration;

(k) Litigation. To sue or be sued;

(l) Surface Water Management. The Association shall operate, maintain and manage the surface water or storm water management system(s) within or serving the Property in a manner consistent with the St. Johns River Water Management District ("District") Permit No. 138214-1 requirements, applicable District Rules, and other District permits if any, and shall assist in the enforcement of the Declaration which relate to the surface water or storm water management system;

(m) Other. Engage in all lawful acts permitted or authorized by law.

## **ARTICLE V MEMBERSHIP**

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by record conveyance or other lawfully recognized transfer of title of a Lot.

## **ARTICLE VI VOTING RIGHTS**

There are two (2) classes of members: Class A and Class B, as described in the Declaration. The voting and other rights of the members are as set forth in the Declaration.

**ARTICLE VII  
BOARD OF DIRECTORS AND OFFICERS**

Prior to expiration of the Class B Control Period (as defined in the Declaration) this Association's affairs shall be managed by a Board of Directors initially composed of three (3) Directors appointed by the Declarant (as defined in the Declaration). Directors appointed by the Declarant need not be Association members. After expiration of the Class B Control Period, the Board of Directors shall consist of three (3) members, which Directors shall be elected by members of the Association in accordance with the By-laws of the Association. Directors elected by the members shall be Association members. Each member may vote for each vacancy on the Board of Directors, but cumulative voting is not permitted. Other provisions for the election of Directors, authority of the Directors, meetings, and quorum requirements are contained in the By-laws of the Association. The initial Board of Directors consists of the following persons:

- R. Mason Simpson: 9315 Dole Circle  
Windermere, FL 34786
  
- Cheryl Simpson: 9315 Dole Circle  
Windermere, FL 34786
  
- John T. Garver: 1950 E. Irlo Bronson Memorial Highway  
Suite 200  
Kissimmee, FL 34744

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

- President: R. Mason Simpson
- Secretary and Treasurer: Cheryl Simpson
- Vice President: John T. Garver

**ARTICLE VIII  
DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

**ARTICLE IX  
DISSOLUTION**

Subject to the provisions of Article XV below, this Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the consent given

in writing and signed by not less than two-thirds (2/3) of each class of members. In no event, however, may any assets inure to the benefit of any member or other private individual.

#### **ARTICLE X BY-LAWS**

This Association's By-Laws will initially be adopted by the Board of Directors. Thereafter, the By-Laws shall be altered, amended, or rescinded solely by the approval of the Board of Directors. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration, the Members may have authority to approve amendments to the By-Laws; in those circumstances such provisions shall control the alteration amendment or rescission of the By-Laws.

#### **ARTICLE XI INDEMNIFICATION**

Every Director and every officer of the Association (and the Directors and/or officers as a group) (hereinafter individually as "Indemnitee" and collectively "Indemnites") shall be indemnified by the Association against all costs, expenses and liabilities, including Legal Fees reasonably incurred by or imposed upon by Indemnites in connection with any proceeding, litigation or settlement in which Indemnites may be a party, or in which Indemnites may be involved, by reason of Indemnites being or having been a Director and/or officer of the Association, whether or not Indemnitee is a Director and/or officer at the time such cost, expense or liability is incurred, except in such cases wherein the Indemnitee is adjudged to have engaged in willful misfeasance or malfeasance in the performance of Indemnitee's duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all rights to which such Indemnitee may be entitled by common or statutory law.

#### **ARTICLE XII AMENDMENTS**

Subject to the provisions of Article XIII hereafter, amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration, the Members may have authority to approve amendments to these Articles by a different percentage than established by law; in those circumstances such provisions shall control the amendment to these Articles.

**ARTICLE XIII  
FHA/VA APPROVAL**

As long as there is a Class B membership in the Association, the following actions will require the prior approval of the Federal Housing Administration (FHA) or Veterans Administration (VA) if determined necessary by the Declarant:

- (a) Amendment of these Articles of Incorporation; or
- (b) Merger, consolidation and/or dissolution of the Association.

**ARTICLE XIV  
INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

**ARTICLE XV  
ST. JOHNS RIVER WATER MANAGEMENT DISTRICT ("District") MATTERS**

The following shall also apply to the Association:

A. The Association shall: (i) operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the requirements of District Permit No. 138214-1 and applicable rules of the District; (ii) enforce the terms of the Declaration which relate to the Surface Water or Stormwater Management System; and (iii) comply with and enforce the Management Plan for Canopy Oaks Wetland and Upland Buffer Preservation which is set forth in the Deed of Conservation Easement recorded or to be recorded in the Public Records of Orange County, Florida.

B. The Association shall levy and collect adequate Assessments against Members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System. Among payment for other items as set forth in the Declaration, the Assessments shall be used for the maintenance and repair of the Surface Water or Stormwater Management System and mitigation or preservation areas, including but not limited to, work within retention areas, drainage structures and drainage easements.

C. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or



Stormwater Management System must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved by the District prior to such termination, dissolution, or liquidation.

15 MAY 18 PM 11:02  
STATE OF FLORIDA  
COUNTY OF ORLANDO

**ARTICLE XVI  
INCORPORATOR**

The name and residence of the incorporator is:

Name: Kevin Smith, Esq.

Address: 255 S. Orange Avenue, Suite 1200  
Orlando, FL 32801

**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation on May 14<sup>th</sup>, 2015.



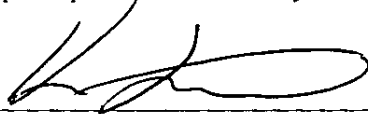
Kevin Smith, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

CANOPY OAKS HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office as indicated in its Articles of Incorporation, has named Kevin Smith, Esq., whose business office is 255 S. Orange Avenue, Suite 1200, Orlando, FL 32801, as its registered agent to accept service of process within Florida.

**ACCEPTANCE**

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.



Kevin Smith, Esq.

Dated: May 14<sup>th</sup>, 2015

15 MAY 18 PM 4:02  
2015