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S. GILBERT



## JAMES M. KOSMAS, P.A.

*Attorney at Law*

111 Live Oak Street  
New Smyrna Beach, FL 32168  
(386) 428-0055  
FAX (386) 426-2665  
E-Mail [SMYRNAKOS@bellsouth.net](mailto:SMYRNAKOS@bellsouth.net)

April 8, 2016

Registration Section  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
(850) 487-6052

**RE: CALLALISA PRESERVE HOMEOWNER'S ASSOCIATION, INC.**

Enclosed please find the following documents and related fees for the referenced corporation:

- |    |                                 |   |                    |
|----|---------------------------------|---|--------------------|
| 1. | Articles of Incorporation       | - | \$35.00 Filing Fee |
| 2. | Designation of Registered Agent | - | 35.00              |
| 3. | Certified Copy                  | - | 8.75               |
| 4. | Certificate of Status           | - | 8.75               |

Total			<u>\$87.50</u>
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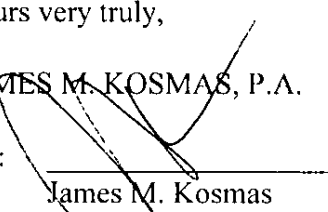
Please return a certified copy of the enclosed articles, along with a certificate of status, to my office at the address set forth herein.

If you have any questions, please feel free to contact me.

Yours very truly,

JAMES M. KOSMAS, P.A.

BY:

  
James M. Kosmas

enclosures

This instrument prepared by  
and following recordation return to:

James M. Kosmas, Attorney at Law  
JAMES M. KOSMAS, P.A.  
111 Live Oak Street  
New Smyrna Beach, Florida 32168  
Telephone: (386) 428-0055  
[smyrnakos@bellsouth.net](mailto:smyrnakos@bellsouth.net)

FILED  
16 APR 11 PM 2:04  
CLERK OF THE COURT  
JACKSONVILLE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
CALLALISA PRESERVE HOMEOWNER'S ASSOCIATION, INC.,  
a Florida not-for-profit corporation

We, the undersigned, hereby associate ourselves together for the purpose of forming a not-for-profit corporation pursuant to Chapter 617, Florida Statutes.

All capitalized terms used in these Articles of Incorporation (the "Articles") shall have the same meanings as defined in the Declaration of Covenants, Conditions and Restrictions for CALLALISA PRESERVE recorded or to be recorded in the Public Records of Volusia County, Florida (the "Declaration"), as the same may be amended from time to time, unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be CALLALISA PRESERVE HOMEOWNER'S ASSOCIATION, INC. (the "Association"). The street address of the initial principal office of the Association is 524 South Peninsula Avenue, New Smyrna Beach, Volusia County, Florida, 32169. The initial mailing address of the Association is 1900 East Adams Drive, Maitland, Florida 32751. The Board of Directors of the Association may from time to time change the principal office and mailing address to any other address in Florida.

ARTICLE II. PURPOSE.

The purpose for which the Association is organized is to act as the Association for, and provide an entity for the operation, management and maintenance of, that certain community known as CALLALISA PRESERVE, including, but not limited to, the Submerged Lands and Docking Facilities located adjacent thereto, and all Common Areas described in the Declaration (collectively the "Property"), whether owned or leased by the Association, or dedicated for use or maintenance by the Association or its Members, including, regardless of whether title has been conveyed to the Association, any real property the use of which is

dedicated to the Association or its Members by a recorded plat; or any real property committed by the Declaration to be leased or conveyed to the Association, and for any and all other lawful purposes.

### ARTICLE III. QUALIFICATION OF MEMBERS, THE MANNER OF THEIR ADMISSION, AND VOTING.

The incorporator constitutes the sole Member of the Association until the recording of the Declaration naming the Association as the association thereunder. Upon the recording of the Declaration, the Developer shall hold all Memberships in the Association. When a deed for a Lot, whether developed or undeveloped, is recorded in the Public Records of Volusia County, Florida, the record Owner thereof shall automatically become a Member of the Association.

Ownership of a Lot shall be a prerequisite to exercising any rights as a Member of the Association. Ownership may be held by one (01) or more individuals, or by a corporation, partnership, trust, or any other appropriate legal entity with the power to hold title.

Membership shall terminate on the transfer of ownership of the Lot, provided the transfer is accomplished in accordance with the provisions of the Declaration, or, upon dissolution of the Association. The transferor's Membership automatically shall transfer and be vested in the new record Owner succeeding to the ownership interest in the Lot, subject to a lien for all unpaid Assessments, charges and expenses, including attorney's fees incurred through the date of transfer. The Association may rely on a recorded deed as evidence of the transfer of ownership to terminate the transferor's Membership and recognize the Membership of the transferee.

The Association shall have two classes of voting Membership:

A. Class "A" Members shall be all Owners with the exception of the Developer and shall be entitled to one (01) vote for each Lot owned.

B. The Class "B" Member shall be the Developer and shall be entitled to five (05) votes for each Lot owned. The Class "B" Membership shall cease and be converted to Class "A" Membership at such time as the Developer does not own any property subject to the Declaration, or at such time as the Class "B" Member shall so designate in a writing delivered to the Association, or upon the Turnover Date, whichever shall first occur.

The voting rights of Members shall be as set forth in the Declaration and Bylaws. The share of Members in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to their Lot.

### ARTICLE IV. TERM OF EXISTENCE.

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 V. INCORPORATOR.

The name and residence address of the incorporator is PATRICK J. KNIGHT, 1900 East Adams Drive, Maitland, Florida 32751.

#### ARTICLE VI. DIRECTORS.

The affairs of the Association shall be managed and governed by a Board of Directors composed of not less than three (03) nor more than the number specified in the Bylaws. Directors subsequent to the first Board of Directors shall be elected at the annual meeting of the Membership for a term of one (01) year or until their successors shall be elected and shall qualify. Provisions for the election, removal, disqualification and resignation of Directors, and for filling vacancies on the Board of Directors, shall be established by the Bylaws.

Notwithstanding the above, and subject to the provisions of Chapter 720, Florida Statutes, in order to provide a continuity of experience, the Members may vote at any annual or special meeting to create classes of Directorships having a term of one (01), two (02) or three (03) years so that a system of staggered terms will be initiated.

Initially the Association shall have three (03) Directors. The names and addresses of the initial Directors who shall serve until election of the Board of Directors at the first regular meeting of the Membership are as follows:

PATRICK J. KNIGHT  
1900 East Adams Drive  
Maitland, Florida 32751

DEBBIE F. KNIGHT  
1900 East Adams Drive  
Maitland, Florida 32751

TYLER P. KNIGHT  
1900 East Adams Drive  
Maitland, Florida 32751

#### ARTICLE VII. OFFICERS.

The principal officers of the Association shall be the President, the Vice-President, the Secretary and the Treasurer, or such other officers as the Board of Directors may from time to time deem appropriate. Officers shall be elected in the manner set forth in the Bylaws. The names of the officers who are to serve until the first election of officers are as follows:

PATRICK J. KNIGHT	-	PRESIDENT
DEBBIE F. KNIGHT	-	VICE PRESIDENT
TYLER P. KNIGHT	-	SECRETARY/TREASURER

#### ARTICLE VIII. BYLAWS AND PROCEDURES FOR AMENDMENT.

The Bylaws of the Association shall initially be made and adopted by its' first Board of Directors and shall be attached to the Declaration filed or to be filed in the Public Records of Volusia County, Florida. The Bylaws may be amended, altered, supplemented or modified by the Members at the annual meeting, or at a duly convened special meeting, as follows:

A. Proposal. Amendments to the Bylaws may be proposed by a majority of the Board or by a written petition to the Board, signed by at least fifty one percent (51%) of the voting interests of the Association.

B. Notice. The Board shall adopt a resolution setting forth any proposed amendment. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Owner of record entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Owners. At such meeting having a quorum in attendance in person or by proxy, a vote of the Owners entitled to vote thereon shall be taken on the proposed amendment.

C. Adoption. If the proposed change has been approved by the unanimous vote of the Board, then it shall require only a majority vote of the total Membership to be adopted. If the proposed change has not been approved by the unanimous vote of the Board, then the proposed change must be approved by at least seventy five percent (75%) of the total vote of the Membership.

D. Limitation. Subject to the provisions of Chapter 720, Florida Statutes, no amendment to the Bylaws shall be made that is in conflict with Chapters 617 or 720, Florida Statutes, these Articles of Incorporation or the Declaration, nor shall any amendment abridge, alter, or amend the rights of any mortgagee without their consent. No amendment which affects the rights and privileges provided to the Developer in the Declaration shall be effective without the written consent of the Developer.

Notwithstanding the foregoing, any provision in these Articles or the other Governing Documents that requires the consent or joinder of some or all mortgagees of Lots or any of the other Property to amend these Articles or any of the other Governing Documents, or for any other matter, is enforceable only as to amendments that adversely affect the priority of the mortgagee's lien or the mortgagee's rights to foreclose its lien or that otherwise materially affect the rights and interests of the mortgagees.

E. Recording. A copy of each amendment shall be attached to or included in a certificate certifying that the amendment was duly adopted as an amendment of the Bylaws (the "Certificate"). The Certificate, which shall identify the first page of the book and page of the public records where the Declaration is recorded, shall be executed by the President or Vice President and attested to by the Secretary of the Association with the formalities of a deed. The amendment shall be effective when the

Certificate and copy of the amendment are recorded in the public records of Volusia County, Florida.

F. Format. No Bylaw shall be revised or amended by reference to its title or number only. Proposals to amend existing Bylaws shall contain the full text of the Bylaws to be amended. New words shall be underlined and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying "SUBSTANTIAL REWORDING OF BYLAW(S). SEE BYLAW NUMBER \_\_\_\_\_ FOR PRESENT TEXT."

G. Amendments by Developer. Subject to the provisions of Chapter 720, Florida Statutes, and notwithstanding the foregoing, prior to and including the Turnover Date, the Developer shall have the right to amend the Bylaws as it deems appropriate, without the joinder or consent of any person or entity whatsoever. The Developer's right to amend under this provision is to be construed as broadly as possible. In the event the Association shall desire to amend the Bylaws prior to and including the Turnover Date, the Association must first obtain the Developer's prior written consent to any proposed amendment, such consent to be at the Developer's sole discretion. Thereafter, an amendment identical to that approved by the Developer may be adopted by the Association pursuant to the requirements of this paragraph. Thereafter, the Developer shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

#### ARTICLE IX. AMENDMENTS TO THE ARTICLES OF INCORPORATION.

Amendments to these Articles may be proposed in the same manner as amendments to the Bylaws, and shall be adopted in the same manner as provided for the amendment of the Bylaws as set forth in ARTICLE VIII above. Said amendment(s) shall be effective when a copy thereof, together with the Certificate in the form required by ARTICLE VIII above, has been filed with the Secretary of State, State of Florida, and recorded in the public records of Volusia County, Florida, and all filing fees have been paid.

Notwithstanding anything in these Articles to the contrary, no amendment shall make any change in the qualifications for Membership in the Association without approval in writing of all of the Members and the consent of all record holders of mortgages on any Lot or other property owned by the Association. No amendment shall be made that is in conflict with Chapter 617, Florida Statutes, Chapter 720, Florida Statutes, the Bylaws or the Declaration. No amendment which affects the rights and privileges provided to the Developer in the Declaration shall be effective without the written consent of the Developer.

Notwithstanding the foregoing, any provision in these Articles or the other Governing Documents that requires the consent or joinder of some or all mortgagees of Lots or any of the other Property to amend these Articles or any of the other Association Governing Documents or for any other matter is enforceable only as to amendments that adversely affect the priority of the mortgagee's lien or the mortgagee's rights to foreclose its lien or that otherwise materially affect the rights and interests of the mortgagees.

Subject to the provisions of Chapter 720, Florida Statutes, and notwithstanding the foregoing, prior to and including the Turnover Date, the Developer shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Developer's right to amend

under this provision is to be construed as broadly as possible. In the event the Association shall desire to amend these Articles prior to and including the Turnover Date, the Association must first obtain the Developer's prior written consent to any proposed amendment, such consent to be at Developer's sole discretion. Thereafter, an amendment identical to that approved by the Developer may be adopted by the Association pursuant to the requirements of this paragraph. Thereafter, the Developer shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

#### ARTICLE X. POWERS OF THE ASSOCIATION.

This Association shall have all of common law and statutory powers and duties of a Florida corporation not-for-profit, and of a Homeowners Association under Florida law, and all of the powers and duties set forth in Chapter 617, Florida Statutes, Chapter 720, Florida Statutes, the Declaration and the other Governing Documents, as applicable, including, but not limited to, the power to:

A. Operate, manage, maintain, repair and replace the Common Areas, Association Property and Submerged Lands and Docking Facilities in accordance with the provisions set forth in the Declaration and other Governing Documents;

B. Make and collect assessments against Members of the Association to defray the costs of the maintenance and operation of the Property, and to use the proceeds thereof in the exercise of its powers and duties;

C. Reconstruct improvements upon the Common Areas and Submerged Lands after casualty, and further improve the Property;

D. Enforce the provisions of Chapter 720, Florida Statutes, the Declaration and the other Governing Documents;

E. Make and amend reasonable rules and regulations respecting the use of the Property;

F. Exercise all powers granted to the Association under the laws of the State of Florida, the Declaration or any of the other Governing Documents, and otherwise acquire, hold, convey and deal in and with real and personal property related thereto.

G. Purchase insurance for the protection of the Association and its Members.

H. Contract for the management and maintenance of the Common Areas, the Submerged Lands and Docking Facilities, and any Association Property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the Membership of the Association.

I. Employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.



- J. Borrow money as necessary to perform its functions.
- K. Grant, modify or move any easement in the manner provided in the Declaration.
- L. Sue and be sued.

#### ARTICLE XI. DIVIDENDS.

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 or refunded to the Members. 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, 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 but may issue Membership certificates.

#### ARTICLE XII. REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this Association is 1900 East Adams Drive, Maitland, Florida 32751, and the name of the initial registered agent of this Association at that address is PATRICK J. KNIGHT.

#### ARTICLE XIII. QUORUM.

Unless otherwise set forth in the Declaration, these Articles or the Bylaws, thirty percent (30%) of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Members. Unless otherwise set forth in the Declaration, these Articles or the Bylaws, the affirmative vote of a majority of the Members represented at a meeting at which a quorum is present, and entitled to vote on the subject matter, shall be the act of the Members.

#### ARTICLE XIV. ADDITIONAL PROVISIONS.

When the context of these Articles permits, the use of plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Should any paragraph, sentence, phrase, or portion of any provision of these Articles be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts, remaining instruments, or the application of such provisions to different circumstances.

#### ARTICLE XV. INDEMNIFICATION.

The Association shall indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, to the fullest extent allowed by law including, without limitation, against all loss, costs and expenses (including reasonable attorney fees) incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of being or having been a Director or Officer of the Association (except as to matters wherein the Director shall be finally adjudged in such action, suit or proceeding to be liable for, or guilty of, gross negligence or willful misconduct). The Association may, to the extent it is available, obtain insurance covering all of its' Officers and Directors against liability or loss in connection with the foregoing matters for which indemnification is appropriate and for such other matters as is allowed by law. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

#### ARTICLE XVI. STORM WATER SYSTEM.

1. Duties. The Association shall operate, maintain and manage any surface water or storm water management system(s) on the Property in a manner consistent with the requirements of the Florida Department of Environmental Protection ("FDEP") Self Certification For a Stormwater Management System in Uplands Serving Less than 10 Acres of Total Project Area and Less Than 2 Acres of Impervious Surfaces, identified with File Name: Callalisa Preserve Plat and File Number: 03399760001EG, and applicable FDEP rules, and shall assist in the enforcement of the restrictions and covenants contained herein and in the Declaration.

2. Powers. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of any surface water or stormwater management system. These assessments, if unpaid, shall be secured by a lien against the Property, which lien shall also secure all reasonable attorney fees and costs.

3. Assessments. The assessments shall be used for the maintenance and repair of the surface water or stormwater management systems and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures and drainage easements.

4. Dissolution Language. 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 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 Agency prior to such termination, dissolution or liquidation.

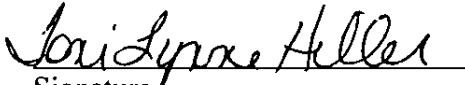
IN WITNESS WHEREOF, the incorporator hereto has hereunto set his hand and seal this 30th day of March, A.D., 2016.

  
\_\_\_\_\_  
PATRICK V. KNIGHT

1900 East Adams Drive  
Maitland, Florida 32751

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 30th day of March, 2016, by PATRICK J. KNIGHT, who is personally known to me or who has produced a Florida Driver's license as identification.



Signature

Notary Name: *TONI LYNNE HILLER*

Title/Rank: Notary Public, State of Florida

Serial No.: *FF089660*

My commission expires: *3-19-2018*



Pursuant to section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

CALLALISA PRESERVE HOMEOWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office at 524 South Peninsula Avenue, New Smyrna Beach, Volusia County, Florida, 32169, has named PATRICK J. KNIGHT, located at 1900 East Adams Drive, Maitland, Florida 32751, as its agent to accept service of process within this state.

#### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for CALLALISA PRESERVE HOMEOWNERS ASSOCIATION, INC., at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

March 30, 2016

  
PATRICK J. KNIGHT