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FLORIDA PROFIT/NON PROFIT CORPORATION

Lach-Nona Plaza Owners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
LACH-NONA PLAZA OWNERS ASSOCIATION, INC.**

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles of Incorporation");

**ARTICLE I
NAME**

The name of the corporation shall be Lach-Nona Plaza Owners Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association."

**ARTICLE II
DURATION**

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence on August 27, 2018.

**ARTICLE III
DEFINITIONS**

Unless the context otherwise requires, all capitalized terms herein shall have the same meaning as set forth in the Declaration of Easements, Covenants and Restrictions for Lach-Nona Plaza recorded or to be recorded in the Public Records of Orange County, Florida, as it may be amended or supplemented from time to time (the "Plaza Declaration"). References in these Articles of Incorporation to the terms "Articles of Incorporation", "Bylaws", and "Plaza Declaration" shall include any duly-adopted amendments to any of the foregoing documents from time to time.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office and mailing address of the Association is located at 4250 Alafaya Trail, Suite 180, Oviedo, Florida 32765.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

David R. Lach, whose address is 4250 Alafaya Trail, Suite 180, Oviedo, Florida 32765, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI

PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its members, directors or officers. The Association is formed to provide for, among other things, the improvement, maintenance, preservation of the Project and to promote the welfare of the Owners. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws, or the Plaza Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Plaza Declaration, any Supplemental Declaration, these Articles of Incorporation and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Project and Common Areas. The duties and powers of the Association shall be exercised by the Board of Directors unless provided otherwise in the Plaza Declaration, these Articles of Incorporation or the Bylaws, and shall include, without limitation, the following:

(a) To fix, levy, collect and enforce payment of, by any lawful means, all charges, fines or Assessments pursuant to the terms of the Plaza Declaration, these Articles of Incorporation or the Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including without limitation all licenses, taxes or governmental charges levied or imposed against the Common Area or any other property of the Association; and to provide adequate funding for the performance of any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Project and Common Area;

(b) To acquire (by gift, purchase or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property subjected to the Plaza Declaration or any other property for which the Association by rule, regulation, Plaza Declaration or contract has a right or duty to provide such services;

(c) To borrow money, and as provided in the Plaza Declaration or Bylaws, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility;

(e) To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Plaza Declaration or the Bylaws;

(f) To engage in activities which will actively foster, promote, and advance the common interests of all Owners of the Lots;

(g) To enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, whether individually or with or in association with any other association, corporation, or other entity or agency, public or private;

(h) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Plaza Declaration;

(i) To maintain, repair, replace and operate portions of the Project and Common Areas consistent with the obligations imposed upon or assumed by the Association for maintenance, repair, replacement and operation pursuant to the Plaza Declaration, these Articles, the Bylaws, or separate agreement;

(j) To accept jurisdiction over, and the powers and duties imposed with respect to, any additional property which may become part of the Project or which may otherwise be subjected to the jurisdiction of the Association as provided in the Plaza Declaration. The Association shall accept as members all owners of property hereafter subjected to the jurisdiction of the Association as provided in the Plaza Declaration; and

(k) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person; and

(l) Notwithstanding the foregoing, the Association shall not pay dividends and no part of any income of the Association shall be distributed to its members, directors or officers.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law subject to only such limitations as set forth in these Articles of Incorporation, the Bylaws, the Plaza Declaration, or any Supplemental Declaration; and the powers specified in each of the paragraphs of this Article VI are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article VI.

ARTICLE VII MEMBERSHIP

7.1 Membership. Each Owner, including the Declarant, shall be a member of the Association. Each Owner shall have the right to vote as described in the Plaza Declaration. Any Person who holds any interest merely as a security for the performance of any obligation shall not be a member. The Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically

to transfer the membership in the Association appurtenant thereto to the new Owner thereof. The membership of an Owner in the Association shall not be refused, waived or surrendered, but voting rights and rights of use and enjoyment of the Common Area may be regulated or suspended as provided in these Articles of Incorporation, the Plaza Declaration, the Bylaws and the rules and regulations of the Association.

7.2 Jurisdiction of Association. The Association and each member thereof must accept as members those owners subject to the jurisdiction of the Association as provided in the Plaza Declaration.

ARTICLE VIII VOTING RIGHTS

8.1 Voting Rights. The voting rights of members in the Association shall be as set forth in the Plaza Declaration and the Bylaws, as the same may be amended from time to time.

8.2 Voting Representative. Each vote in the Association must be cast as a single vote by the designated voting representative for the Lot, and fractional votes shall not be allowed.

ARTICLE IX BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of three (3) directors, but may be enlarged or decreased, provided that there shall always be an odd number of directorships created and that the number of directors is never less than three (3). The initial Board of Directors shall consist of three (3) directors appointed by the Declarant. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles of Incorporation and the Bylaws are:

Name	Address
David R. Lach	4250 Alafaya Trail, Suite 180 Oviedo, Florida 32765
Ronald M. Achong	3180 Citrus Tower Boulevard Clermont, Florida 34711
James Lax	1855 West State Road 434, Suite 260 Longwood, Florida 32750

The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

The Board of Directors may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine.

ARTICLE X
OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name	Office	Address
David R. Lach	President	4250 Alafaya Trail, Suite 180 Oviedo, Florida 32765
Ronald M. Achong	Secretary	3180 Citrus Tower Boulevard Clermont, Florida 34711
David R. Lach	Treasurer	4250 Alafaya Trail, Suite 180 Oviedo, Florida 32765

ARTICLE XI
INDEMNIFICATION

The Association shall indemnify every officer, director, committee member and employee of the Association against any and all costs and expenses, including reasonable attorneys' and paralegals' fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Association. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent they may also be members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Association shall, as a Common Expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE XII
BYLAWS

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

ARTICLE XIII
AMENDMENTS

These Articles of Incorporation may be amended by a majority of the Board of Directors adopting a resolution setting forth the proposed amendment, if such proposed amendment is approved by the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of at least a majority of the total votes of the Association. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. No amendment shall be effective until filed with the office of the Secretary of State of Florida. A certified copy of each amendment shall be recorded in the Public Records of Orange County, Florida. Notwithstanding anything to the contrary set forth herein, the Declarant may unilaterally amend these Articles of Incorporation at any time to include any provisions which may be required by any federal, state or local governmental authority.

No amendment may impair the validity or priority of the lien of any mortgage held by a mortgagee or impair the rights granted to Mortgagees herein without the prior written consent of such mortgagees.

ARTICLE XIV
INCORPORATOR

The name and address of the Incorporator of the Association is as follows:

<u>Name</u>	<u>Address</u>
David R. Lach	4250 Alafaya Trail, Suite 180 Oviedo, Florida 32765

ARTICLE XV
NONSTOCK CORPORATION

The Association is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit. The Association shall not pay dividends and no part of any income of the Association shall be distributed to its members, directors or officers.

ARTICLE XVI
DISSOLUTION

In the event the Association is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Association have been satisfied from the assets of the Association or otherwise, the remaining assets of the Association shall be dedicated to a public body or conveyed to a not-for-profit corporation, as defined in Chapter 617, Florida Statutes, as amended, with similar purposes, as the Board of Directors of the Association shall determine in their sole discretion.

ARTICLE XVII
ADDITIONAL PROPERTY

Additional property may be added from time to time to the Project in accordance with the Plaza Declaration. When made, the additions shall extend the jurisdiction, functions, duties and membership of the Association to such additional property as may be contemplated by the Plaza Declaration.

The Association and each member must accept as members of the Association, the Owners of all Lots in the property added to Project where the instrument hereafter annexing additional property to the jurisdiction of the Association provides that the Owners of Lots in the property annexed added to the Project are intended to be members of the Association and that the Association is intended to have jurisdiction over them.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of August 27, 2018.



David R. Lach

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

LACH-NONA PLAZA OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 4250 Alafaya Trail, Suite 180, Oviedo, Florida 32765, has named David R. Lach, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



David R. Lach, Registered Agent

Date: August 27, 2018