

719000001025

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

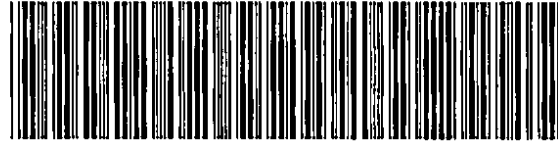
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700323779167

01/08/19-01/08/19 00:00:00

01/08/19 00:00:00

COVER LETTER

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

SUBJECT: EDEN GARDENS HOMEOWNERS 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: MALCOLM P. GALVIN III, ESQ.
Name (Printed or typed)
GALVIN LAW, PL
390 N. ORANGE AVENUE, SUITE 2300
Address
ORLANDO, FL 32801
City, State & Zip
321-229-7455
Daytime Telephone number
MPG3@GALVIN-LAW.COM
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION FOR
EDEN GARDENS HOMEOWNERS ASSOCIATION, INC.**

THESE ARTICLES OF INCORPORATION are made by the undersigned incorporator to form a new Florida not for profit corporation pursuant to the Florida Not For Profit Corporation Act¹.

1. **Name.** The corporation's name shall be Eden Gardens Homeowners Association, Inc.
2. **Principal Office & Mailing Address.** The corporation's initial principal office shall be 8023 Ridgeway Avenue / Skokie, Illinois, 60076. The corporation's mailing address shall be c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801.
3. **Purpose(s).** The corporation is organized/formed to serve/function as the homeowners' association² for the Eden Gardens community³ referenced in the HOA Declaration⁴, subject to the Florida Homeowners' Association Act⁵. Without net pecuniary profit, the corporation shall operate said community for the benefit of the corporation's members⁶, maintain/improve the common area within said community, regulate the use of the common area⁷ and parcels⁸ within said community, and otherwise safeguard/promote the personal/economic welfare of the corporation's members, in accordance with the corporate rights and duties referenced in below Paragraph 10.
4. **Director Election/Appointment.** Subject to the provisions of below Paragraph 7, the corporation's directors shall be elected/appointed in accordance with the applicable provisions of the corporation's by-laws.
5. **Registered Agent & Office.** The name (and address) of the corporation's registered agent (and registered office) are Malcolm P. Galvin III, Esquire (Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801).
6. **Incorporator.** The name (and address) of the corporation's incorporator are Malcolm P. Galvin III, Esquire (Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801).

¹ In these articles of incorporation, "Florida Not For Profit Corporation Act" means Florida Statutes Chapter 617 as said act exists on the date when these articles of incorporation are filed with the Florida State Department Corporations Division (and as said act may be amended from time to time thereafter, if required by applicable law).

² In these articles of incorporation, "homeowners' association" has the same meaning as defined in Florida Statutes § 720.301(9) (2018).

³ In these articles of incorporation, "community" has the same meaning as defined in Florida Statutes § 720.301(3) (2018).

⁴ In these articles of incorporation, "HOA Declaration" means the declaration of covenants or declaration, within the meaning of Florida Statutes § 720.301(4) (2018) for the Eden Gardens community to be recorded in the Osceola County, Florida official/public records.

⁵ In these articles of incorporation, "Florida Homeowners' Association Act" means Florida Statutes Chapter 720 as said act exists on the date when the HOA Declaration is recorded in the Osceola County, Florida official/public records (and as said act may be amended from time to time thereafter).

⁶ In these articles of incorporation, "member(s)" has the same meaning as defined in Florida Statutes §§ 617.01401(12) (2018) & 720.301(10) (2018).

⁷ In these articles of incorporation, "common area" has the same meaning as defined in Florida Statutes § 720.301(2) (2018).

⁸ In these articles of incorporation, "parcel(s)" has the same meaning as defined in Florida Statutes § 720.301(11) (2018).

7. **Directors.** The names (and addresses) of the corporation's initial directors are: Alan Steinhardt (c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801); Sharona Steinhardt (c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801); and Avi M. Zwelling (c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801). For so long as the HOA Developer⁹ has the right under applicable law to elect/appoint any member of the corporation's entire board of directors, no director elected/appointed by the HOA Developer need be a member of the corporation (or Florida resident) and each director elected/appointed by the HOA Developer may be elected/appointed (and/or removed/recalled) by the HOA Developer alone (without the joinder, consent, vote, and/or approval of any corporation director/member) at any time with or without cause. Once elected/appointed, each director shall serve in office until his/her successor is duly elected/appointed in accordance with the corporation's articles of incorporation and/or by-laws.

8. **Officers.** Subject to the provisions of this paragraph, the corporation's officers shall be elected/appointed in accordance with the applicable provisions of the corporation's by-laws. The names (and addresses) of the corporation's initial directors are: Alan Steinhardt (c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801) (President); Sharona Steinhardt (c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801) (Secretary & Treasurer); and Avi M. Zwelling (c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801) (Vice President). For so long as the HOA Developer has the right under applicable law to elect/appoint a majority (or more) of the corporation's entire board of directors, the corporation's officers need not be members of the corporation (or Florida residents) and may be elected/appointed (and/or removed/recalled) by the HOA Developer alone (without the joinder, consent, vote, and/or approval of any corporation director/member) at any time with or without cause. Once elected/appointed, each officer shall serve in office until his/her successor is duly elected/appointed in accordance with the corporation's articles of incorporation and/or by-laws.

9. **Members.** Every record owner of legal title to a parcel within the community referenced in above Paragraph 3 shall be a member of the corporation. The corporation's members shall have all of the rights and duties proscribed by applicable law (including, without limitation, the Florida Not For Profit Corporation Act and the Florida Homeowners' Association Act) and the HOA Governing Documents¹⁰. The corporation shall have two classes of voting interests: (a) "Class A Members" shall be all members except the HOA Developer, which members shall be entitled to cast one vote for each parcel owned by such members and (b) the "Class B Member" shall be the HOA Developer, which member shall be entitled to cast nine votes for each parcel owned by such member – provided, however, that, as to land which is undeveloped/un-platted within, or annexed/added to, the community referenced in above Paragraph 3.

⁹ In these articles of incorporation, "Developer" has the same meaning as defined in Florida Statutes § 720.301(6) (2018) and "HOA Developer" means the Developer designated in the HOA Declaration for the Eden Gardens community (and said Developer's successors/assigns).

¹⁰ In these articles of incorporation, "Governing Documents" has the same meaning as defined in Florida Statutes § 720.301(8) (2018) and "HOA Governing Documents" means the Governing Documents for the Eden Gardens community and the subject corporation.

Developer shall be entitled to cast fourteen votes per acre (or fraction thereof) contained therein. Said Class B Membership shall cease/convert in accordance with the provisions of the HOA Declaration and/or the corporation's by-laws.

10. **Corporate Rights & Duties.** The corporation shall have all of the rights and duties proscribed by applicable law (including, without limitation, the Florida Not For Profit Corporation Act and the Florida Homeowners' Association Act) and the HOA Governing Documents.

11. **Indemnification.** The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent required/permitted by the Florida Not For Profit Corporation Act and/or the Florida Homeowners' Association Act.

12. **Duration.** The corporation's existence shall commence on the date when these articles of incorporation are filed with the Florida State Department Corporations Division and shall continue in perpetuity unless/until the corporation is dissolved in accordance with applicable law.

13. **Amendment.** Subject to the provisions of this paragraph, these articles of incorporation may be amended from time to time by the affirmative vote/consent of at least two-thirds of the association's entire board of directors. If the prior written consent/approval of any governmental authority having jurisdiction over the community referenced in above Paragraph 3 is required (by applicable law, contract, or otherwise) for any such amendment, then the prior written consent/approval of each such governmental authority must also be obtained. Any amendment shall be effective no earlier than the date when same is recorded in the Osceola County, Florida official/public records. For so long as the HOA Developer has the right under applicable law to elect/appoint a majority (or more) of the corporation's entire board of directors, the HOA Developer shall have the right to amend these articles of incorporation from time to time alone (without the joinder, consent, vote, and/or approval of any corporation director/member) for any purpose, and/or in any manner, consistent with the HOA Declaration and applicable law. Prior to completion (full development/build-out) of the community referenced in above Paragraph 3 (or, if later, so long as the HOA Developer holds for sale in the ordinary course of business at least one parcel in any phase of said community), the HOA Developer shall have the right to amend these articles of incorporation from time to time alone (without the joinder, consent, vote, and/or approval of any corporation director/member) for the purpose(s) of obtaining/facilitating governmental permitting, site development, and/or third-party financing related in any manner to the development of said community and/or the sale by the HOA Developer of any parcel contained therein; and, during said time period, no amendment to these articles of incorporation may be made without the prior written consent/approval of the HOA Developer.

----- Signature Page to Follow -----

WITNESS THE EXECUTION HEREOF on the date set forth below (with the effective date of these articles of incorporation to be the date when same are filed with the Florida State Department Corporations Division) by the corporation's undersigned incorporator.

I submit these articles of incorporation to form the subject new Florida not for profit corporation pursuant to the Florida Not For Profit Corporation Act, affirm that the facts stated in these articles of incorporation are true, and understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the subject corporation (and every year thereafter) to maintain "active" status.

Dated: JAN. 23, 2019

By: MPGIII
Malcolm P. Galvin III, Esq.
Galvin Law, PL
390 North Orange Avenue, Suite 2300
Orlando, FL 32801

WITNESS THE REGISTERED AGENT APPOINTMENT ACCEPTANCE HEREOF on the date set forth below (with the effective date of said appointment to be the date when these articles of incorporation are filed with the Florida State Department Corporations Division) by the corporation's undersigned registered agent.

Having been named as registered agent to accept service of process for the above named corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent (and the obligations related thereto) and agree to act in this capacity (and to comply with all applicable law related thereto).

Dated: JAN. 23, 2019

By: MPGIII
Malcolm P. Galvin III, Esq.
Galvin Law, PL
390 North Orange Avenue, Suite 2300
Orlando, FL 32801

**ARTICLES OF INCORPORATION FOR
EDEN GARDENS HOMEOWNERS ASSOCIATION, INC.**

THESE ARTICLES OF INCORPORATION are made by the undersigned incorporator to form a new Florida not for profit corporation pursuant to the Florida Not For Profit Corporation Act¹.

1. **Name.** The corporation's name shall be Eden Gardens Homeowners Association, Inc.
2. **Principal Office & Mailing Address.** The corporation's initial principal office shall be 8023 Ridgeway Avenue / Skokie, Illinois, 60076. The corporation's mailing address shall be c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801.
3. **Purpose(s).** The corporation is organized/formed to serve/function as the homeowners' association² for the Eden Gardens community³ referenced in the HOA Declaration⁴, subject to the Florida Homeowners' Association Act⁵. Without net pecuniary profit, the corporation shall operate said community for the benefit of the corporation's members⁶, maintain/improve the common area within said community, regulate the use of the common area⁷ and parcels⁸ within said community, and otherwise safeguard/promote the personal/economic welfare of the corporation's members, in accordance with the corporate rights and duties referenced in below Paragraph 10.
4. **Director Election/Appointment.** Subject to the provisions of below Paragraph 7, the corporation's directors shall be elected/appointed in accordance with the applicable provisions of the corporation's by-laws.
5. **Registered Agent & Office.** The name (and address) of the corporation's registered agent (and registered office) are Malcolm P. Galvin III, Esquire (Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801).
6. **Incorporator.** The name (and address) of the corporation's incorporator are Malcolm P. Galvin III, Esquire (Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801).

¹ In these articles of incorporation, "Florida Not For Profit Corporation Act" means Florida Statutes Chapter 617 as said act exists on the date when these articles of incorporation are filed with the Florida State Department Corporations Division (and as said act may be amended from time to time thereafter, if required by applicable law).

² In these articles of incorporation, "homeowners' association" has the same meaning as defined in Florida Statutes § 720.301(9) (2018).

³ In these articles of incorporation, "community" has the same meaning as defined in Florida Statutes § 720.301(3) (2018).

⁴ In these articles of incorporation, "HOA Declaration" means the declaration of covenants or declaration, within the meaning of Florida Statutes § 720.301(4) (2018) for the Eden Gardens community to be recorded in the Osceola County, Florida official/public records.

⁵ In these articles of incorporation, "Florida Homeowners' Association Act" means Florida Statutes Chapter 720 as said act exists on the date when the HOA Declaration is recorded in the Osceola County, Florida official/public records (and as said act may be amended from time to time thereafter).

⁶ In these articles of incorporation, "member(s)" has the same meaning as defined in Florida Statutes §§ 617.01401(12) (2018) & 720.301(10) (2018).

⁷ In these articles of incorporation, "common area" has the same meaning as defined in Florida Statutes § 720.301(2) (2018).

⁸ In these articles of incorporation, "parcel(s)" has the same meaning as defined in Florida Statutes § 720.301(11) (2018).

7. **Directors.** The names (and addresses) of the corporation's initial directors are: Alan Steinhardt (c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801); Sharona Steinhardt (c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801); and Avi M. Zwelling (c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801). For so long as the HOA Developer⁹ has the right under applicable law to elect/appoint any member of the corporation's entire board of directors, no director elected/appointed by the HOA Developer need be a member of the corporation (or Florida resident) and each director elected/appointed by the HOA Developer may be elected/appointed (and/or removed/recalled) by the HOA Developer alone (without the joinder, consent, vote, and/or approval of any corporation director/member) at any time with or without cause. Once elected/appointed, each director shall serve in office until his/her successor is duly elected/appointed in accordance with the corporation's articles of incorporation and/or by-laws.

8. **Officers.** Subject to the provisions of this paragraph, the corporation's officers shall be elected/appointed in accordance with the applicable provisions of the corporation's by-laws. The names (and addresses) of the corporation's initial directors are: Alan Steinhardt (c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801) (President); Sharona Steinhardt (c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801) (Secretary & Treasurer); and Avi M. Zwelling (c/o Galvin Law, PL / 390 North Orange Avenue, Suite 2300 / Orlando, Florida, 32801) (Vice President). For so long as the HOA Developer has the right under applicable law to elect/appoint a majority (or more) of the corporation's entire board of directors, the corporation's officers need not be members of the corporation (or Florida residents) and may be elected/appointed (and/or removed/recalled) by the HOA Developer alone (without the joinder, consent, vote, and/or approval of any corporation director/member) at any time with or without cause. Once elected/appointed, each officer shall serve in office until his/her successor is duly elected/appointed in accordance with the corporation's articles of incorporation and/or by-laws.

9. **Members.** Every record owner of legal title to a parcel within the community referenced in above Paragraph 3 shall be a member of the corporation. The corporation's members shall have all of the rights and duties proscribed by applicable law (including, without limitation, the Florida Not For Profit Corporation Act and the Florida Homeowners' Association Act) and the HOA Governing Documents¹⁰. The corporation shall have two classes of voting interests: (a) "Class A Members" shall be all members except the HOA Developer, which members shall be entitled to cast one vote for each parcel owned by such members and (b) the "Class B Member" shall be the HOA Developer, which member shall be entitled to cast nine votes for each parcel owned by such member – provided, however, that, as to land which is undeveloped/un-platted within, or annexed/added to, the community referenced in above Paragraph 3,

⁹ In these articles of incorporation, "Developer" has the same meaning as defined in Florida Statutes § 720.301(6) (2018) and "HOA Developer" means the Developer designated in the HOA Declaration for the Eden Gardens community (and said Developer's successors/assigns).

¹⁰ In these articles of incorporation, "Governing Documents" has the same meaning as defined in Florida Statutes § 720.301(8) (2018) and "HOA Governing Documents" means the Governing Documents for the Eden Gardens community and the subject corporation.

Developer shall be entitled to cast fourteen votes per acre (or fraction thereof) contained therein. Said Class B Membership shall cease/convert in accordance with the provisions of the HOA Declaration and/or the corporation's by-laws.

10. **Corporate Rights & Duties.** The corporation shall have all of the rights and duties proscribed by applicable law (including, without limitation, the Florida Not For Profit Corporation Act and the Florida Homeowners' Association Act) and the HOA Governing Documents.

11. **Indemnification.** The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent required/permitted by the Florida Not For Profit Corporation Act and/or the Florida Homeowners' Association Act.

12. **Duration.** The corporation's existence shall commence on the date when these articles of incorporation are filed with the Florida State Department Corporations Division and shall continue in perpetuity unless/until the corporation is dissolved in accordance with applicable law.

13. **Amendment.** Subject to the provisions of this paragraph, these articles of incorporation may be amended from time to time by the affirmative vote/consent of at least two-thirds of the association's entire board of directors. If the prior written consent/approval of any governmental authority having jurisdiction over the community referenced in above Paragraph 3 is required (by applicable law, contract, or otherwise) for any such amendment, then the prior written consent/approval of each such governmental authority must also be obtained. Any amendment shall be effective no earlier than the date when same is recorded in the Osceola County, Florida official/public records. For so long as the HOA Developer has the right under applicable law to elect/appoint a majority (or more) of the corporation's entire board of directors, the HOA Developer shall have the right to amend these articles of incorporation from time to time alone (without the joinder, consent, vote, and/or approval of any corporation director/member) for any purpose, and/or in any manner, consistent with the HOA Declaration and applicable law. Prior to completion (full development/build-out) of the community referenced in above Paragraph 3 (or, if later, so long as the HOA Developer holds for sale in the ordinary course of business at least one parcel in any phase of said community), the HOA Developer shall have the right to amend these articles of incorporation from time to time alone (without the joinder, consent, vote, and/or approval of any corporation director/member) for the purpose(s) of obtaining/facilitating governmental permitting, site development, and/or third-party financing related in any manner to the development of said community and/or the sale by the HOA Developer of any parcel contained therein; and, during said time period, no amendment to these articles of incorporation may be made without the prior written consent/approval of the HOA Developer.

----- Signature Page to Follow -----

WITNESS THE EXECUTION HEREOF on the date set forth below (with the effective date of these articles of incorporation to be the date when same are filed with the Florida State Department Corporations Division) by the corporation's undersigned incorporator.

I submit these articles of incorporation to form the subject new Florida not for profit corporation pursuant to the Florida Not For Profit Corporation Act, affirm that the facts stated in these articles of incorporation are true, and understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the subject corporation (and every year thereafter) to maintain "active" status.

Dated: JAN. 23, 2019

By: MPGIII
Malcolm P. Galvin III, Esq.
Galvin Law, PL
390 North Orange Avenue, Suite 2300
Orlando, FL 32801

WITNESS THE REGISTERED AGENT APPOINTMENT ACCEPTANCE HEREOF on the date set forth below (with the effective date of said appointment to be the date when these articles of incorporation are filed with the Florida State Department Corporations Division) by the corporation's undersigned registered agent.

Having been named as registered agent to accept service of process for the above named corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent (and the obligations related thereto) and agree to act in this capacity (and to comply with all applicable law related thereto).

Dated: JAN. 23, 2019

By: MPGIII
Malcolm P. Galvin III, Esq.
Galvin Law, PL
390 North Orange Avenue, Suite 2300
Orlando, FL 32801