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#284 P.001/007

9/13/2019

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**FLORIDA PROFIT/NON PROFIT CORPORATION
VERANDAH PARK HOMEOWNERS ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION
OF
VERANDAH PARK HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation Not-for-Profit)

The undersigned, acting as incorporators of a nonprofit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation is **VERANDAH PARK HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as the "**Association**".

ARTICLE II
PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of the Association are as follows:

770 Almond Street
Clermont, FL 34711

ARTICLE III
PURPOSE OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide for maintenance, preservation and architectural control of the residences and Common Area within that certain tract of property described in the Master Declaration of Covenants, Conditions and Restrictions for **VERANDAH PARK** (the "**Property**"), recorded or to be recorded in the Public Records of Lake County, Florida (the "**Declaration**") as the same may be amended from time to time as therein provided and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes.

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ARTICLE IV
POWERS OF THE ASSOCIATION

The general powers that the Association shall have include all proper acts, necessary or incidental, for the benefit and protection of the Association, to transact any lawful business, and to exercise all powers granted to Associations by the laws of Florida.

ARTICLE V
MEMBERSHIP

Every person or entity who, from time to time, is a record owner of a fee simple title or undivided fee simple interest in any Lot which is subject to the Declaration shall be a member of the Association with the voting rights described herein, including contract sellers, but excluding all other persons who hold any interest in any lot merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership as follows:

CLASS A. Class A Members shall be all Owners, with the exception of Declarant, and shall be entitled to one vote for each Lot owned. When any Lot entitling the Owner to membership in the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants by the entirety or in any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the Association, such Owner shall select one official representative to qualify for voting in the Association and shall notify in writing the Secretary of the Association of the name of such individual. The vote of the individual shall be considered to represent the will of all the Owners of that Lot. In the circumstance of such common ownership, if the Owners fail to designate their voting representative then the Association may accept the person asserting the right to vote as the voting Owner until notified to the contrary by the other Owners of such Lot. Upon such notification, the Owner may not vote until the Owner(s) appoint their representative pursuant to this paragraph.

CLASS B. The Class "B" Member shall be the Declarant, or its specifically designated (in writing) successor(s) or assign(s). The Class "B" Member shall be entitled to exercise total voting control within the Association until the earlier of the following events: (1) When Developer, in its sole and absolute discretion, elects to convert the last of its Class "B" membership interests to Class "A" membership interests; or (2) three months following the conveyance by

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Developer of ninety percent (90%) of the Lots to individuals other than the Declarant, at which time Class "A" Members may exercise voting rights within the Association. No Lots owned by the Declarant shall be subject to any assessment as provided herein until the annual meeting following the conveyance of ninety percent (90%) of the Lots to individuals other than the Declarant; provided however, until such time, Developer shall contribute such sums to the Association as may be necessary to pay operating expenses of the Association to the extent that assessments from Class A Members and other income of the Association are insufficient to do so. Unless sooner converted at the discretion of Developer, the Class B Membership shall cease and be converted to Class A Membership at such time as Developer conveys ninety percent (90%) of the Lots to individuals other than the Declarant.

ARTICLE VII **BOARD OF DIRECTORS AND OFFICERS**

The affairs of the Association will be managed by a Board consisting of not less than three (3) directors. The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Association (the "Bylaws"); provided, however, that the number shall not be less than three (3) and the number shall always be an odd number. The method of election of directors is as stated in the Bylaws. The names and address of the persons who are to act in the capacity of directors and officers until the selection of their successors pursuant to the Bylaws are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Michael Brady	770 Almond Street Clermont, FL 34711	Director, President
Patti Sholar	770 Almond Street Clermont, FL 34711	Director, Vice President
Kristine Litton	770 Almond Street Clermont, FL 34711	Director, Secretary; Treasurer

ARTICLE VI **INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The address of this Association's initial registered office in the State of Florida and the Association's initial registered agent are as follows:

Scott A. Cookson, Esq.
Shuffield, Lowman & Wilson, P.A.
1000 Legion Place, Suite 1700
Orlando, FL 32801

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ARTICLE VII
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are as follows:

Scott A. Cookson, Esq.
Shuffield, Lowman & Wilson, P.A.
1000 Legion Place, Suite 1700
Orlando, FL 32801

ARTICLE VIII
BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose by a vote of a majority of a quorum of voting members present in person or by proxy, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE IX
INDEMNIFICATION

In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees, and agents, and former directors, officers, employees, and agents from and against all liabilities and obligations, including attorneys' fees incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X
EXISTENCE AND 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 XI
AMENDMENTS

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These Articles of Incorporation may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose on the affirmative vote of at least three-fourths (3/4) of the members eligible to vote. No amendment shall make any changes in the qualifications for membership nor the voting rights of the Members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform with the same.

ARTICLE XII DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each Class of members. Upon dissolution of the Association, other than incidental to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation on SEPT. 13, 2019.


SCOTT A. COOKSON
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agents and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

Date: SEPT. 13, 2019.

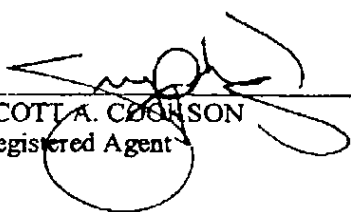
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SCOTT A. COGHSON
Registered Agent

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