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**Brooks Meadows Homeowners Association, Inc.**

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## **Articles of Incorporation of Brooks Meadows Homeowners Association, Inc.**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes, Chapters 617 and 720, do hereby make and adopt the following Articles of Incorporation:

### **Article I Name**

The name of the Corporation is "Brooks Meadows Homeowners Association, Inc.", hereafter referred to as the "Association"

### **Article II Not For Profit**

The Association is a corporation not for profit as defined in Section 617.01401, Florida Statutes. The Association is not formed for pecuniary profit. No part of the income or assets of the Association is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

### **Article III Commencement of Corporate Existence and Duration**

The date that corporate existence shall begin is the date of filing of these Articles with the Department of State. The duration (term) of the Association is perpetual.

### **Article IV Purposes**

The Association is organized, and shall be operated exclusively for, the following purposes:

1. To enforce the Declaration of Easements, Covenants, Conditions and Restrictions of Brooks Meadows (the "Declaration"), which instrument encumbers that certain single family residential development in Orange County, Florida, known as "Brooks Meadows", and be the Association referred to in said Declaration, and to assess homeowners in accordance with said Declaration, and levy and collect adequate assessments against its Members for the cost of maintenance and operation of the Association.
2. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and homeowner's associations, including, without limiting the generality of the foregoing, to sue or be sued on behalf of the affairs of the Association, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, manage, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

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3. To do such other things as are incidental to the purposes of the Association or necessary or desirable in order to accomplish them.

#### **Article V** **Limitation**

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (Purposes) hereof.

#### **Article VI** **Dissolution**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident 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 nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

#### **Article VII** **Membership and Voting Rights**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or portion thereof that is subject by covenants of record to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, or persons who are leasing a Lot within the Property. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Dwelling Unit that is subject to assessment by the Association.

The Association shall have Voting Members who shall be selected as provided in the Bylaws and shall have all the rights and privileges of members of the Association. The Bylaws shall also provide for Non-voting Members, who shall consist of all of those persons who are, from time to time, the record fee simple title holders of lots in Brooks Meadows as set forth in the Declaration of Restrictions, Easements, and Covenants of Brooks Meadows recorded in the Public Records of Orange County, Florida.

The Non-Voting Members shall have such rights and privileges as are set forth in the Bylaws, but shall not have the right to vote. Within three (3) months after ninety percent (90%) or more of the lots in all phases of the "Community", as defined in the Declaration, that will ultimately be operated by the Association have been conveyed by Developer to third parties, Developer shall relinquish control of the Association to the then lot owners, and the lot owners, other than Developer, are entitled to elect at least a majority of the directors to the Board of Directors of the

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Association. At such time as Developer relinquishes control of the Association, the lot owners assume control of the Association subject to the terms and conditions of the Declaration, and such other instruments governing the Association and its members. Each lot owner shall thereafter be a Voting Member of the Association and its voting privileges cannot thereafter be suspended or removed as long as it remains a homeowner, unless provided otherwise in the Declaration, Chapter 720, Florida Statutes or any other Florida law regulating homeowner's associations.

#### **Article VIII Principal Office of the Association**

The mailing address of the initial principal office of the Association is Po Box 1011, Mount Dora, FL 32756-1011, and the street address is 721 Helen Street, Mount Dora, FL 32757.

#### **Article IX Initial Board Of Directors**

The management of the Association shall be vested in the Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors at the annual meeting of Voting Members. The name and address of each initial Director of the Association is as follows:

<b>Name</b>	<b>Address</b>
C. Edward Brooks, III	Po Box 1011 Mount Dora, FL 32756-1011
James S. Brooks	Po Box 1011 Mount Dora, FL 32756-1011
Diane B. Brooks	Po Box 1011 Mount Dora, FL 32756-1011

At the first annual meeting of the Association, the Members shall elect individuals to the Board of Directors, the terms of office of the directors to the Board of Directors shall be fixed at one (1) year, two (2) years and three (3) years. The Board of Directors shall be elected simultaneously with one ballot or election. At the expiration of the initial terms of office of each respective director of the Board of Directors, a successor shall be elected to serve for a similar term as the director being replaced. The directors comprising the Board of Directors shall hold office until their respective successor has been elected by the Association.

#### **Article X Officers**

The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer

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shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Association is as follows:

<b>Title</b>	<b>Name</b>	<b>Address</b>
President and Treasurer	C. Edward Brooks, III	Po Box 1011 Mount Dora, FL 32756-1011
Vice-President and Secretary	Diane B. Brooks	Po Box 1011 Mount Dora, FL 32756-1011

#### **Article XI Incorporators**

The name and address of each Incorporator is as follows:

<b>Name</b>	<b>Address</b>
C. Edward Brooks, III	721 Helen Street Mount Dora, Florida 32757

#### **Article XII Bylaws**

The Bylaws of the Association are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

#### **Article XIII Amendment**

The Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation. Amendment of these Articles of Incorporation may be proposed by a resolution executed by at least 25 % of each class of members of the Association, which proposal shall be presented to a quorum of members for their vote. Amendment of these Articles of Incorporation shall require the consent of two-thirds (2/3) of each class of members of the Association.

#### **Article XIV Indemnification**

The Association shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.

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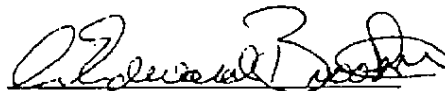
### Article XV Conflict

In the event that any provision of these Articles of Incorporation conflict with any provision of the Declaration, the provision of the Declaration in conflict shall control.

### Article VIII Initial Registered Office and Agent of The Association

The street and mailing address of the initial registered office of business and principal office of the Association is Bowen, Schroth, Mazenko & Broome, P.A., 600 Jennings Ave, Eustis, FL 32726, and the initial registered agent of the Association at that address is Zachary Broome.

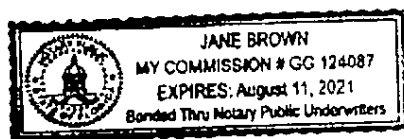
In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 3 day of Sept, 2019.


  
C. Edward Brooks, III  
Incorporator

State of Florida  
County of Lake

Before me personally appeared C. Edward Brooks, III to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

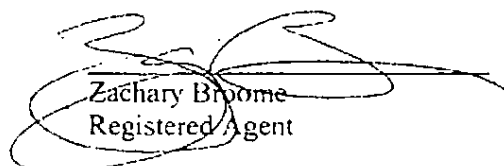
Witness my hand and official seal this 3<sup>rd</sup> day of September, 2019.



  
Notary Public  
My Commission Expires: 8/11/2021

### Acceptance By Registered Agent

The undersigned hereby accepts the appointment as Registered Agent of Brooks Meadows Homeowners Association, Inc., which is contained in the foregoing Articles of Incorporation.

  
Zachary Broome  
Registered Agent