

N21000001728

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

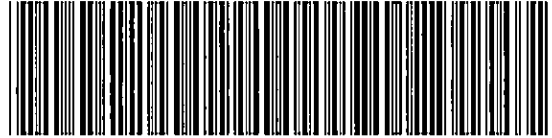
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2021 FEB 15 AM 9:13

SECRETARY OF STATE
TALLAHASSEE, FL

2021 FEB 15

2021 FEB 15 10:05

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number: FCA000000017
Date: 2-15-21
Requestor Name: Carlton Fields
Address: Post Office Drawer 190
Tallahassee, Florida 32302
Telephone: (850) 513-3619 - direct
(850) 224-1585
Contact Name: Kim Pullen, CP, FRP

AUTHORIZED AMOUNT TO
DEDUCT FROM ACCOUNT

\$ 87.50

Corporation Name: Hillside Estates Homeowners
Association, Inc.
Email Address:
Entity Number:
Authorization: Kim Pullen

☒ Certified Copy - Art. of Inc.

☒ Certificate of Status

☒ New Filings

☐ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☐ Amendments

☐ Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

CI Internal Use Only

Client: 10596 Matter: 35920
Name: Jin Lin Office: TPA

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2021 FEB 15 AM 9:13

SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
HILLSIDE ESTATES HOMEOWNERS ASSOCIATION, INC.**

(A Florida Corporation Not for Profit)

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapters 617 and 720, *Florida Statutes*, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I. NAME AND LOCATION

The name of this corporation shall be HILLSIDE ESTATES HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be c/o Leland Property Management, 6972 Lake Gloria Blvd. Orlando FL 32809.

ARTICLE II. PURPOSES

This Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Hillside Estates (hereinafter referred to as the "Community"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration for the Community recorded or to be recorded in the public records of Orange County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) Own and convey property;
- (d) Establish rules and regulations;
- (e) Sue and be sued;
- (f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(g) Maintain, repair and replace Common Properties as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Properties; and

(h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

ARTICLE III. MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of a Lot or Parcel that is subject to Assessment pursuant to the Declaration shall become a Member of the Association upon the recording of the instrument of conveyance. If title to a Lot or Parcel is held by more than one person, each such person shall be a Member. An Owner of more than one Lot or Parcel is entitled to membership for each Lot or Parcel owned. No person other than an Owner may be a Member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Parcel; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Owner's vendee in possession.

If more than one person owns a fee interest in any Lot or Parcel, all such persons are Members, but there may be only one vote cast with respect to such Lot or Parcel. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot or Parcel is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot or Parcel unless and until the Association is notified otherwise in writing by such co-tenants by the entireties.

B. Classes of Membership and Voting; Transfer of Control. The Association shall have 2 classes of voting membership - Class A and Class B. So long as there is Class B membership, Class A Members shall be all persons owning record title to the Lot or Parcel of the Community except Declarant. All Class B memberships shall belong to Declarant. Upon termination of Class B membership as provided below, Class A Members shall be all Owners, including Declarant so long as such Declarant is an Owner. Voting shall be accomplished in accordance with the Bylaws. There shall be no cumulative voting for Directors or any other matters.

Class B membership shall cease to exist and shall be deemed to be converted into Class A membership upon the earlier of (a) a triggering event contained in Section 720.307(1) of the Act, or (b) the date that Declarant waives in writing its right to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of the County. Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership. Notwithstanding the foregoing, pursuant to the Orange County Gated Communities Ordinances,

Turnover (as defined below) may occur no sooner than the point in time at which certificates of occupancy have been issued for 70% of the platted lots in the Community and must occur no later than the point in time at which certificates of occupancy have been issued for 90% of the platted lots in the Community. As used herein, "Turnover" shall mean that point in time that Members of the Association (other than the Declarant, builders, contractors, or others who purchase property in the Community for the purpose of constructing improvements thereon for resale) are entitled to elect at least a majority of the board of directors of the Association, and such election has occurred.

C. **Transferability.** Each membership is appurtenant to the Lot or Parcel upon which it is based and is transferred automatically by conveyance of title to that Lot or Parcel whether or not mention thereof is made in such conveyance of title.

ARTICLE IV. TERM OF EXISTENCE

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 62-330, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE V. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is the following:

Jourdan Haynes, Esq.
Carlton Fields, P.A.
4221 W. Boy Scout Blvd., Suite 1000
Tampa, FL 33607

ARTICLE VI. MANAGEMENT

The affairs of the Association shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the By-Laws or by the Board of Directors from time to time. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Declarant shall be entitled to solely appoint all members of the Board of Directors prior to Transfer of Control. The Board shall elect a President, a Vice President, and a Secretary-Treasurer, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Association except with respect to those who are elected by Declarant. Any individual may hold 2 or more corporate offices,

except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

Notwithstanding the foregoing, the Class B Members shall have the right to elect all Directors as long as there shall be Class B membership, except that Class A Members shall be entitled to elect at least one member of the Board of Directors (but not a majority of the directors until Transfer of Control has occurred) if 50% of the Lots or Parcels in all phases of the Community which will ultimately be operated by the Association have been conveyed to the Class A Members.

ARTICLE VII. INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

Valerie D'Ambrosio	President
Michelle Barr	Vice President
Dustin McGlinchey	Secretary-Treasurer

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the Association shall be three (3) and the names and addresses of the members of such current Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Valerie D'Ambrosio	2300 Maitland Center Parkway, Suite 320 Maitland, FL 32751
Michelle Barr	2300 Maitland Center Parkway, Suite 320 Maitland, FL 32751
Dustin McGlinchey	2300 Maitland Center Parkway, Suite 320 Maitland, FL 32751

ARTICLE IX. BY-LAWS

The By-Laws of the Association have been adopted by the Board of Directors, as constituted under Article VIII above, at an organizational meeting of the Board. Thereafter, the By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) Prior to Transfer of Control, the Board of Directors shall be entitled to consider amendments to these Articles of Incorporation and shall approve any such amendments upon not less than a majority vote of the directors (and no vote of the Association membership or approval by any party shall be required for such an amendment to become effective, except as may be otherwise specifically required herein).

(b) Subsequent to Transfer of Control, the Board of Directors shall adopt a resolution setting forth the proposed amendment, and the Board shall direct that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting. At such meeting, a vote of the total voting interests eligible to vote thereon shall be taken on the proposed amendment, and the proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the total voting interests in the Master Association.

(c) No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to Declarant under the Governing Documents without the written consent of Declarant.

(d) Notwithstanding the foregoing, (1) no amendment to the Bylaws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Lots in the Community, and (2) no amendment which will affect any aspect of the Surface Water Drainage and Management System located on the Property shall be effective without the prior written approval of the WMD.

ARTICLE XI. REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, *Florida Statutes*, the name and address of the Initial Registered Agent for service of process upon the Association is:

CF Registered Agent, Inc.
100 S. Ashley Drive, Suite 400
Tampa, Florida 33602

The preceding address is also the address of the registered office of the Association.

Executed this 15th day of FEBRUARY, 2021.

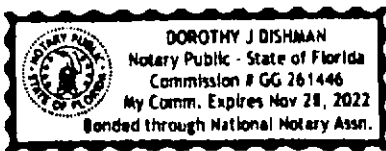
Jourdan Haynes
Jourdan Haynes, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, by means of ☒ physical appearance or ☐ online notarization, this 15th day of FEBRUARY, 2021, by Jourdan Haynes, who is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)



Dorothy J. Dishman
(Signature)

Name Dorothy J. Dishman
(Legibly Printed)

Notary Public, State of Florida

GG 261446

(Commission Number, if any)

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for HILLSIDE ESTATES HOMEOWNERS ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as registered agent.

CF Registered Agent, Inc.

By: Jourdan Haynes

Jourdan Haynes

SECRETARY OF STATE
TALLAHASSEE, FL

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