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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
Eden Gardens Vacation Rentals Property Owners Association, Inc.

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION FOR  
EDEN GARDENS VACATION RENTALS PROPERTY OWNERS 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 Act (Florida Statutes Chapter 617).

1. **Name.** The corporation's name shall be Eden Gardens Vacation Rentals Property Owners 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. **Purposes.** The corporation is organized/formed to serve/function as the Florida corporation responsible for the operation of the Subject Community<sup>1</sup>, in which the voting membership is made up parcel owners or their agents (or a combination thereof), and in which membership is a mandatory condition of parcel ownership, and which is authorized to impose assessments that, if unpaid, may become a lien on the parcel. Without net pecuniary profit, the corporation shall operate the Subject Community for the benefit of the corporation's members, maintain/improve any/all common area within the Subject Community, regulate the use of any/all common area and parcels within the Subject Community, and otherwise safeguard/promote the personal/economic welfare of the corporation's members, in accordance with the Governing Documents<sup>2</sup> and/or applicable law.

4. **Director Election/Appointment.** Subject to Paragraph 7 below, the corporation's directors shall be elected/appointed in accordance with the corporation's By-Laws recorded (or to be recorded) in Osceola County, Florida Official Records.

5. **Registered Agent & Office.** The corporation's initial registered agent and office shall be Malcolm P. Galvin III, Esquire; Galvin Law, PL; 390 North Orange Avenue, Suite 2300; Orlando, Florida, 32801.

6. **Incorporator.** The corporation's incorporator is Malcolm P. Galvin III, Esquire; Galvin Law, PL; 390 North Orange Avenue, Suite 2300; Orlando, Florida, 32801.

7. **Directors & Officers.** The corporation's initial directors and officers shall be: Alan Steinhardt (Director & President) (c/o Galvin Law, PL; 390 North Orange Avenue, Suite 2300; Orlando, Florida, 32801); Daniel A. Kaskel (Director & Vice-President) (c/o Galvin Law, PL; 390 North Orange Avenue, Suite 2300; Orlando, Florida, 32801; and Sharona Steinhardt (Director, Secretary, & Treasurer)

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<sup>1</sup> In these Articles of Incorporation, "Subject Community" means the real property that is (or will) be subject to the Eden Gardens Vacation Rentals Property Owners Association Declaration recorded (or to be recorded) in the Official Records of Osceola County, Florida where the subject real property is located.

<sup>2</sup> In these Articles of Incorporation, "Governing Documents" means: the Eden Gardens Vacation Rentals Property Owners Association Declaration recorded (or to be recorded) in Osceola County, Florida Official Records; these Articles of Incorporation; the corporation's By-Laws recorded (or to be recorded) in Osceola County, Florida Official Records; any/all Rules & Regulations promulgated by the corporation; and any/all amendments to the aforesaid documents adopted by the corporation from time to time.

(c/o Galvin Law, PL; 390 North Orange Avenue, Suite 2300; Orlando, Florida, 32801. The corporation's directors/officers shall be elected/appointed – and shall serve in office – in accordance with the corporation's By-Laws recorded (or to be recorded) in Osceola County, Florida Official Records. However, prior to Turnover<sup>3</sup> of the Subject Community, the Developer<sup>4</sup> shall also have the right to elect/appoint (and/or remove/recall) any director/officer at any time with/without cause (and without the joinder, consent, vote, and/or approval of any director/member of the corporation) – and no director/officer elected/appointed by the Developer need be a member of the corporation (or Florida resident).

8. **Members.** The corporation's members shall consist of each record owner of legal title to a parcel within the Subject Community identified/designated on the subject plat(s) for attached/detached single-family/multi-family home dwelling use (as more particularly defined by the Governing Documents). The corporation's members shall have the rights/duties prescribed by the Governing Documents and/or applicable law. For any/all matters for which member approval is required by the Governing Documents and/or applicable law, there shall be one vote for each parcel within the Subject Community, to be exercised by the members in accordance with the corporation's By-Laws recorded (or to be recorded) in Osceola County, Florida Official Records.

9. **Corporate Rights & Duties.** The corporation shall have all of the rights/duties prescribed by the Governing Documents and/or applicable law. For the corporate purposes more particularly described in Paragraph 3 above, the corporation's board of directors shall act on the corporation's behalf in all corporate matters/affairs (except where member approval is expressly required by the Governing Documents and/or applicable law).

10. **Indemnification.** The corporation shall indemnify its directors and officers to the fullest extent required/permitted by applicable law. The corporation's board of directors shall have the discretion to determine from time to time the extent to which the corporation shall indemnify its employees and/or other agents.

11. **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.

12. **Amendment.** These Articles of Incorporation may be amended from time to time by written instrument executed by at least a majority of the corporation's entire board of directors and filed with the Florida State Department Corporations Division (and thereafter recorded in the Osceola County, Florida Official Records). However, prior to Turnover, these Articles of Incorporation may also be

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<sup>3</sup> In these Articles of Incorporation, "Turnover" means the date when effective control of the corporation (and, thus, the Subject Community) has transitioned from the developer to the members, by the members (other than the developer) having elected at least a majority of the corporation's board of directors, as more particularly described in the Eden Gardens Vacation Rentals Property Owners Association Declaration recorded (or to be recorded) in Osceola County, Florida Official Records.

<sup>4</sup> In these Articles of Incorporation, "Developer" means Eden Gardens Resorts, LLC (Florida State Department Corporations Division Document # L18000027302) – the corporate entity responsible for developing the Subject Community – and its successors/assigns (if any).

amended from time to time by written instrument executed by the Developer (without the joinder, consent, vote, and/or approval of any director/member of the corporation) and filed with the Florida State Department Corporations Division (and thereafter recorded in the Osceola County, Florida Official Records).

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

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 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of the subject corporation (and every year thereafter) to maintain "active" status.

Dated: MAY 6, 2021

By: MAGILL  
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 by the corporation's undersigned registered agent (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).

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: MAY 6, 2021

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