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2021 JUL 13 AM 9:50

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T. BURCH

JUL 13 2021

**LAW OFFICES OF JOHN A. LEKLEM, ESQUIRE**

Attorney at Law  
JALeklem@AOL.COM

3507 Neptune Drive  
Orlando, Florida 32804

Telephone 407-425-6161  
Facsimile 407-425-6167

March 16, 2021

Florida Division of Corporations  
2415 N. Monroe St., Ste. 810  
Tallahassee, FL 32303

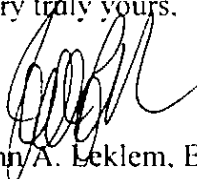
Re: New Filing  
Don Pablo Townhomes at Myrtle Street Homeowner's Association, Inc.

Dear Madam or Sir:

Please find for filing and processing the Articles of Incorporation for Don Pablo Townhomes at Myrtle Street Homeowner's Association, Inc. It is requested that these Articles are process in the usual manner. Enclosed is this firm's Check #5213 in the amount of \$87.50 for the filing fee and Registration of the Resident Agent, certified copy and Certificate of Good Standing.

If there is anything else that is needed, please contact this office.

Very truly yours,



John A. Leklem, Esquire

JAL/lml  
Encs.: Articles of Incorporation  
Check #5213  
Return Envelope



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 26, 2021

LAW OFFICE OF JOHN A. LEKLEM, ESQ.  
3507 NEPTUNE DRIVE  
ORLANDO, FL 32804

SUBJECT: DON PABLO TOWNHOMES AT MYRTLE STREET  
HOMEOWNER'S ASSOCIATION, INC.  
Ref. Number: W21000056951

We have received your document for DON PABLO TOWNHOMES AT MYRTLE STREET HOMEOWNER'S ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

You must list at least one incorporator with a complete business street address.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tim Burch  
Senior Section Administrator

Letter Number: 521A00008581

2021 JUN 12 PM 4:22

**Articles of Incorporation  
of  
Don Pablo Townhomes at Myrtle Street Homeowner's Association, Inc.  
a Florida Corporation, Not-For-Profit**

RECORDED  
10 MI 9:50  
COUNTY OF FLORIDA  
TALLAHASSEE

**Article 1      Name**

1.      Name    The name of the corporation is: Don Pablo Townhomes at Myrtle Street Homeowner's Association, Inc.(hereinafter referred to as the "Association").

**Article 2      Definitions**

2.      Definitions.    Unless defined in these Articles or the Bylaws all terms used in the Articles and the Bylaws shall have the same meanings as used in the Declaration of Covenants, Conditions and Restrictions for the development known as Don Pablo Townhomes at Myrtle Street (the "Declaration").

**Article 3      Purpose**

3.      Purpose.    The purposes for which the Association is organized are as follows:
  - 3.1      To operate as a corporation not-for-profit pursuant to Chapter 720 of the Florida Statutes.
  - 3.2      To administer, enforce and carry out the terms and provisions of the Declaration as same may be amended or supplemented from time to time.
  - 3.3      To administer, enforce and carry out the terms and provisions of any other Declaration or similar document, submitting property to the jurisdiction of or assigning responsibilities, rights or duties to the Association and accepted by the Board of Directors of the Association (the "Board").
  - 3.4      To promote the health, safety, comfort and social and economic welfare of the Members of the Association as authorized by the Declaration, by these Articles, and by the Bylaws.
  - 3.5      Any other purpose authorized by law.

**Article 4      Powers**

4.      Powers.    The Association shall have the following powers:
  - 4.1      All of the common law and statutory powers of a not-for-profit corporation under the laws of Florida which are not in conflict with the terms of these Articles.
  - 4.2      To enter into, make, establish and enforce rules, regulations, Bylaws, covenants, restrictions and agreements to carry out the purposes of the Association.
  - 4.3      To make and collect Assessments for Common Expenses from the Members to defray the costs, expenses, reserves and losses incurred or to be incurred by the Association and to use the proceeds thereof in the exercise of the Association's powers and duties.
  - 4.4      To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
  - 4.5      To hold funds for the exclusive benefit of the Members of the Association as set forth in

these Articles and as provided in the Declaration and the Bylaws.

- 4.6 To purchase insurance for the protection of the Association, its officers, directors and Members, and such other parties as the Association may determine to be in the best interests of the Association.
- 4.7 To operate, maintain, repair, and improve all Common Elements.
- 4.8 To honor and perform under all contracts and agreements entered between third parties and the Association or third parties.
- 4.9 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties and to pay the cost thereof in accordance with whatever contractual arrangement the Board shall enter.

#### Article 5      Members

- 5.1 Membership. Except as is set forth in this Article 5, every person who is a record titleholder of a fee or undivided fee interest in any Unit which is subject by the Declaration to assessment by the Association shall be a Member of the Association, provided that any such Person which holds such interest merely as a security for the performance of any obligation shall not be a Member.
- 5.2 Transfer of Membership. Transfer of Membership in the Association shall be established by the recording in the Public Records of Seminole County, Florida, of a deed or other instrument establishing a transfer of record title to any unit for which Membership has already been established. The owner designated by such instrument of conveyance thereby becomes a Member and the prior Member's Membership thereby is terminated. In the event of death of a Member his Membership shall be automatically transferred to his heirs or successors in interest. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of Membership until such time as the Association receives a true copy of the recorded deed or other instrument establishing the transfer of ownership of the Unit and it shall be the responsibility and obligation of both the former and the new owner of the Unit to provide such true copy of said recorded instrument to the Association.
- 5.3 Determination of Voting Rights. The Association shall have two (2) classes of Membership:

Class A.            Class A Members shall be all owners (with the exception of the Developer as provided in the Declaration and as set forth below). A person shall automatically become a Class A Member upon becoming an owner and shall remain a Class A Member for so long as he/she is an owner, and shall be entitled to one (1) vote for each Unit owned. When more than one person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Unit.

Class B.            The Class B Member shall be the Developer and the Developer shall be entitled to three (3) votes for each Unit owned by the Developer; provided however that after Turnover the Class B Member shall be entitled to one (1) vote for each Unit owned by the Developer. The Class B Membership shall terminate and become converted to Class A Membership upon the happening of the earlier of the following:

- (a) the date that is three months after ninety percent (90%) of the Units have been conveyed to the Members;

- (b) Five (5) years from the date the Declaration is recorded in the Public Records of Seminole County, Florida; or
- (c) Such earlier time as the Developer, in its sole discretion, determines as evidenced by a written waiver.

From and after the happening of these events, whichever occurs earlier, the Class B Members shall be deemed Class A Members entitled to one (1) vote for each Lot in which it holds the interest.

- 5.4 **Voting by Co-Owners.** If the Unit associated with the Membership of a Member is owned by more than one person, the vote(s) of the Member may be cast at any meeting by any Co-Owner of the Unit. If when the vote(s) is (are) to be cast a dispute arises between the Co-Owners as to how the vote(s) will be cast, they shall lose the right to cast their vote(s) on the matter being voted upon, but their vote(s) continue to be counted for purposes of determining the existence of a quorum.
- 5.5 **Proxies.** The Members have the right to vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires 90 days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place. Any proxy shall be delivered to the Secretary of the Association or the person acting as Secretary at the meeting, at or prior to the time designated in the order of business for so delivering such proxies.
- 5.6 **Calculation of Votes.** Any question concerning the number of votes which may be cast by a Member shall be decided by the Board.

## **Article 6      Board of Directors**

- 6.1 **Persons Serving on the Board.** The affairs of the Association shall be managed by a Board consisting of three (3) persons.
- 6.2 **The Developer shall appoint the persons to serve on the Board of the Association as follows:**
  - 6.2.1 The Developer shall have the right to appoint all persons on the Board until the Turnover (as defined in the Declaration); at which point the Members shall elect all persons serving on the Board; except that the Developer shall retain the right to appoint one person to the Board as long as the Developer holds for sale in the ordinary course of business at least one (1) unit in the condominium.
  - 6.2.2 Thereafter, all persons serving on the Board shall be elected by the Members of the Association.
- 6.3 After the Developer no longer has the right to appoint all persons on the Board under Section 6.2.1, or earlier if the Developer so elects, then and only then shall any persons on the Board be elected by the Members of the Association.
- 6.4 All of the duties and powers of the Association existing under Chapter 720 of the Florida Statutes, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the Members only when specifically required.

- 6.5 A Member of the Board may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws. However, any Member of the Board appointed by the Developer may only be removed by the Developer and any vacancy on the Board of a Member appointed by the Developer shall be filled by the Developer.
- 6.6 The names and addresses of the initial Members of the Board who shall hold office until their successors are elected or appointed, or until removed, are as follows:

Jorge M. Rodriguez, 1100 North Street, Longwood, FL 32750  
Jorge A. Rodriguez, 1192 Marla Avenue, Altamonte Springs, FL 32701  
Jasmine M. Rodriguez, 1100 North Street, Longwood, FL 32750

#### **Article 7 Officers**

7. Officers. The Officers of the Association shall be a President, Secretary, Treasurer and such other officers as the Board may from time to time by resolution create. The Officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. The names of the Officers who shall serve until their successors are designated by the Board (or Developer, as set forth herein) are as follows:

President	Jorge M. Rodriguez
Secretary	Jorge A. Rodriguez
Treasurer	Jasmine M. Rodriguez

#### **Article 8 Indemnification**

8. Indemnification of Officers, Members of the Board, or Agents.
- 8.1 The Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Member of the Board, employee, Officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such Person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which that person reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding that the person had no reasonable cause to believe that the conduct was unlawful.
- 8.2 To the extent that a Member of the Board, Officer, employee, or agent of the Association is entitled to indemnification by the Association in accordance with this Article 8, that person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonable incurred in connection therewith.
- 8.3 Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid

by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Members of the Board, Officer, employee or agent of the Association to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Association as authorized in this Article.

8.4 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of Members or otherwise. As to action taken in an official capacity while holding office, the indemnification provided by this Article shall continue as to a person who has ceased to be a Member of the Board, Officer, employee, or agent of the Association and shall inure to the benefit of the heirs, executors and administrators of such a person.

8.5 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Member of the Board, Officer, employee, or agent of the Association or the Master Association, or is or was serving at the request of the Association as a Member of the Board, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against that person and incurred in any such capacity, as arising out of that status as such, whether or not the Association would have the power to indemnify that person against such liability under the provisions of this Article.

## **Article 9 Bylaws**

### **9. Initial Bylaws.**

9.1 The initial Bylaws shall be adopted by the Board.

9.2 The Bylaws may be altered, amended, or rescinded in the manner provided for in the Bylaws.

## **Article 10 Amendments**

### **10. Amendments. Amendments to these Articles shall be proposed and adopted in the following manner:**

10.1 Initiation. A resolution to amend these Articles may be proposed by a majority of the Members of the Board.

10.2 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

#### **10.3 Adoption of Amendments.**

10.3.1 A resolution for the adoption of the proposed amendment shall be adopted by Members having not less than a majority of the votes of the entire Membership of the Association.

10.3.2 Amendment of the Articles shall require the assent of two-thirds (2/3) of the votes of the Members.

10.3.3 Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Department of State as provided by law.

## **Article 11 Term**



11. The Association shall have perpetual existence. 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 12 Incorporator**

12. The name and street address of the Incorporator is:

Jorge Rodriguez

**Article 13 Registered Agent and Address**

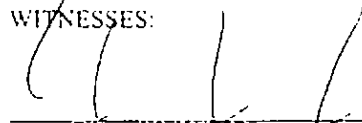
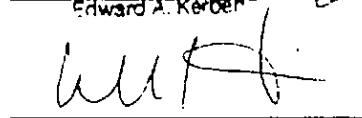
- 13.1 The name of the Registered Agent is: Jorge M. Rodriguez

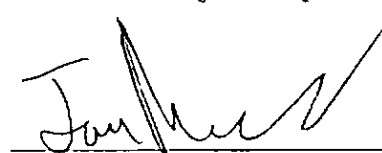
- 13.2 The street address of the initial Registered Agent of the Association is: 1100 North Street, Longwood, FL 32750

To Be Added

IN WITNESS WHEREOF, the Incorporator and the initial Registered Agent have executed these Articles.

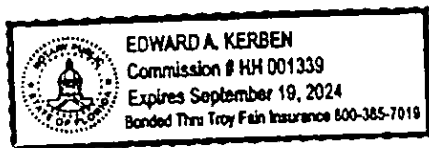
WITNESSES:

  
Edward A. Kerben  
  
LaVonne T. V. Harmon

  
Jorge M. Rodriguez  
Incorporator and Registered Agent

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 5th day of March, 2021, by Jorge M. Rodriguez who is well known to me or who produced as identification the following: N/A.



  
NOTARY PUBLIC  
Print Name: Edward A. Kerben  
My Commission Expires:

**Addendum to Articles of Incorporation  
of  
Don Pablo Townhomes at Myrtle Street Homeowner's Association, Inc.  
a Florida Corporation, Not-For-Profit**

**Article 12      Incorporator and Principal Office**

- 12.1      The name of the Incorporator is Jorge Rodriguez, 1100 North Street, Longwood, FL 32750.
- 12.2      The complete business street address of the Incorporator is:  
  
Jorge Rodriguez, 1100 North Street, Longwood, FL 32750
- 12.3      The street and mailing address of principal office of the entity is 1100 North Street, Longwood, FL 32750.

FILED  
2021 JUL 13 AM 9:50  
TALLAHASSEE, FLORIDA