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FLORIDA PROFIT/NON PROFIT CORPORATION

Orleans Homeowners' Association, Inc.

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ARTICLES OF INCORPORATION
OF
ORLEANS HOMEOWNERS' ASSOCIATION, INC.
(a nonprofit corporation)

The undersigned, for the purpose of forming a corporation not for profit under the provisions of the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), do hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is **Orleans Homeowners' Association, Inc.** (hereinafter the "Association").

ARTICLE II
PRINCIPAL OFFICE

The street address of the Association's initial principal office is: **3200 Flightline Drive, Suite 202, Lakeland, FL 33811**. The Association's initial mailing address is: **P.O. Box 7414, Winter Haven, FL 33883-7414**.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Association's initial registered office is **3200 Flightline Drive, Suite 202, Lakeland, FL 33811**, and the name of its initial registered agent at that office is **John Touchton**.

ARTICLE IV
DURATION

This Association shall have perpetual existence, unless dissolved according to law. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation with the Florida Department of State. If the Association is dissolved for any reason, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and, if not accepted by an appropriate governmental unit or public entity, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE V
PURPOSES AND POWERS

5.1 The Association was formed and organized to serve as an association for the operation of the community known as **Orleans Subdivision** (the "Community"), located in **Winter Haven, Polk County, Florida**, which community is being developed by **JDT of Central Florida, LLC**, a **Florida limited liability company** (the "Developer"), and to function as the instrumentality of Owners within the Community to: (a) provide overall supervision, management, and control for the Community in accordance with that certain

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written Declaration of Covenants, Restrictions and Easements for the Community, which shall be executed by the Association and Developer, as amended from time to time (the "Declaration"); (b) control and regulate development within the Community; (c) operate, maintain, repair, administer, and own the Common Facilities and other Common Areas, including the recreational and other common facilities, within the Community, for the use and enjoyment of Owners and residents in the Community, as more fully set forth in the Declaration; (d) to promote the safety and general welfare of the Owners and residents in the Community; (e) engage in such additional lawful activities for the benefit, use, convenience and enjoyment of the Owners as it deems proper; and (f) take any other action necessary for the purposes for which the Association was organized.

5.2 The Association shall have the power to do the following: (a) own and convey property; (b) operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas; (c) establish rules and regulations; (d) assess members and enforce assessments; (e) sue and be sued; (f) contract for services to provide for the operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company; and (g) take any other action necessary for the purposes for which the Association is organized.

5.3 The foregoing sections enumerate specific purposes and powers of the Association, but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purposes or powers of the Association otherwise permitted by law. The Association shall have all of the rights, privileges and powers now or hereafter available to corporations not for profit under the laws of the State of Florida, which are not in conflict with the terms of these Articles of Incorporation.

ARTICLE VI **NONPROFIT STATUS**

6.1 This Association is organized and incorporated as a corporation not for profit under the provisions of the Florida Not For Profit Corporation Act and it shall not exist or be operated for the purpose of pecuniary profit.

6.2 The Association shall not pay any dividends. No part of the net income or profit of the Association shall inure to the benefit of, or be distributed to, any Member, Director, or officer of the Association; provided, however, the Association may pay compensation in a reasonable amount to its Members, Directors, and officers for services rendered to the Association, may reimburse its Members, Directors, and officers for reasonable expenses incurred for or on the behalf of the Association, may confer benefits upon its Members in conformity with its purposes, may make rebates of excess membership dues, fees or assessments, and, upon dissolution or final liquidation, may make distributions to its Members as permitted by the Florida Not For Profit Corporation Act.

ARTICLE VII **MEMBERSHIP**

7.1 **Qualification of Members.** Each Parcel (as defined in the Declaration) within the Community shall have appurtenant thereto one membership in the Association, which membership shall be held collectively by the Owners of such Parcel. Each Owner shall be required to be a Member of the Association; no other person or entity shall be a Member except the Developer. Prior to the recording of the Declaration in the public records of Polk County, Florida, the Developer shall be the sole Member of the Association.

7.2 **"Owner"** means a person or entity who has an Ownership Interest in a Parcel. "Owner" shall be synonymous with "Member".

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7.3 **"Ownership Interest"** means a vested, present possessory interest in a Parcel, which is either a life estate interest or a fee interest and which is evidenced by a written instrument recorded in the public records of Polk County, Florida.

7.4 **Manner of Admission.** An Owner shall automatically become a Member of the Association upon the recording in the public records of Polk County, Florida, of a deed or other instrument evidencing such Owner's Ownership Interest in a Parcel; however, such Owner's membership rights and privileges shall be suspended until: (a) a copy of the recorded deed or other instrument evidencing such Owner's Ownership Interest is delivered to the Association; and (b) the Association approves such Owner's acquisition of the Ownership Interest, if such approval is required, as set forth in the Declaration. Upon the acquisition of an Ownership Interest in a Parcel, the new Owner shall promptly deliver to the Association a copy of the recorded instrument evidencing his Ownership Interest in the Parcel.

7.5. **Classes of Membership:** The Association shall initially have two classes of voting membership.

(a) **Class A Membership:** The Class A Members shall consist of all Owners (except for the Developer before the Turnover Meeting). There shall be appurtenant to each Parcel owned by the Class A Members one Class A membership, which shall be held collectively by the Owners of the Parcel. Each Parcel owned by the Class A Members shall be entitled to cast one (1), and only one, full vote on each matter voted upon by the Members, which vote shall be cast by the Owners of such Parcel in the manner provided in the Bylaws. In no event shall more than one vote be cast with respect to any one Parcel on any one matter voted upon by the Members, except as expressly provided for Parcels owned by the Developer. The vote of a Parcel is not divisible and no fractional vote shall be cast.

(b) **Class B Membership:** The Developer shall be a Class B Member and shall be entitled to cast four (4) votes for each Parcel owned by Developer, until the Turnover Meeting. Immediately prior to the Turnover Meeting, the Class B membership shall cease to exist and shall be converted to a Class A membership and the Developer shall become a Class A Member and shall be entitled to cast one vote for each Parcel owned by the Developer. After the Turnover Meeting, the Developer may exercise the right to vote any Developer owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting the majority of the Directors.

7.6 **Transferability of Membership.** Membership in the Association may be transferred only as an incident to the transfer of the Owner's Ownership Interest in his Parcel. In no event shall any membership be severed from the Parcel to which it is appurtenant.

7.7 **Termination of Membership.** A person's or entity's membership in the Association shall automatically terminate when such person or entity ceases to be an Owner of a Parcel within the Community. Notwithstanding the foregoing, the Developer shall remain a Member of the Association for so long as it owns any portion of the Community. Membership in the Association shall be appurtenant to and may not be separated from the ownership of the Parcel. All the rights and privileges of a Member shall cease on termination of his membership.

7.8 **No Stock Certificates.** The Association is organized upon a non-certificate basis and it shall not issue shares of stock or certificates of membership.

ARTICLE VIII MANAGEMENT OF THE ASSOCIATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors of the Association.

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ARTICLE IX **BOARD OF DIRECTORS**

9.1 **Board of Directors:** The affairs of the Association shall be managed initially by a Board of three Directors selected by the Developer. When Members other than the Developer are entitled to elect a majority of the Directors according to the terms of F.S. 720.307, the Board shall be composed of any odd number of Directors that the Members may decide. The number of Directors, however, shall never be less than three. A Director need not be a resident of Florida nor a Member of the Association.

9.2 **Initial Directors:** The name and address of each person who shall serve as a member of the initial Board of Directors are as follows:

Steven Daniel
P.O. Box 7414
Winter Haven, FL 33883-7414

John Touchton
P.O. Box 7414
Winter Haven, FL 33883-7414

E. Luis Campano
P.O. Box 7414
Winter Haven, FL 33883-7414

9.3 **Developer's Appointment of Directors:** Notwithstanding any provision in any Subdivision Document to the contrary, Developer shall have the right to elect or appoint all members ("Directors") of the Board of Directors of the Association until the Turnover Meeting. At the Turnover Meeting and thereafter, the Members (other than the Developer) shall be entitled to elect a majority of the Directors (but only the smallest number of Directors that would constitute a majority of the Board) and the Developer shall be entitled to appoint the remaining Directors as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Parcels in all phases of the Community. All Members, including the Developer, shall be entitled to elect all of the Directors when the Developer ceases to hold for sale in the ordinary course of business at least five percent (5%) of the Parcels in all phases of the Community.

9.4 **Appointment or Election of Directors:** The first election of Directors shall not be held until the Turnover Meeting. Any vacancy on the Board occurring before the Turnover Meeting shall be filled by the Developer. Subsequent to the Turnover Meeting, the Directors entitled to be elected by the Members other than the Developer shall be elected at the annual meeting of Members and shall hold office in the manner and for the term as provided in the Bylaws. The Developer shall be entitled to appoint and remove all Directors except those elected by the non-Developer Members.

9.5 **Turnover Meeting:** The Turnover Meeting shall be called pursuant to the Bylaws upon the first to occur of the following events: (a) three months after ninety percent (90%) of the Parcels in all phases of the Community have been conveyed by Developer to Members other than a successor Developer; or (b) some of the Parcels have been conveyed to Members other than a successor Developer, and none of the other Parcels are being offered for sale by the Developer in the ordinary course of business; or (c) Developer, in its sole discretion, voluntarily elects to call the Turnover Meeting.

ARTICLE X **OFFICERS**

10.1 **Officers:** The officers of the Association shall consist of a president, one or more vice presidents (if determined to be necessary by the Board), a treasurer, a secretary, and such other officers as may be authorized by the Bylaws. The officers shall be elected as set forth in the Bylaws, and each officer shall serve until his or her successor is elected and qualified, or until his earlier resignation, removal from office, or death. The officers shall have the duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes. An officer need not be a resident of the State of Florida nor a Member of the

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Association.

10.2 **Initial Officers:** The names of the persons who shall serve as the initial officers of the Association, until the first election of officers, are as follows:

President:	John Touchton
Vice President:	Steven Daniel
Secretary:	E. Luis Campano
Treasurer:	E. Luis Campano

ARTICLE XI **INCORPORATOR**

The name and address of the incorporator of this Association are as follows:

JDT of Central Florida, LLC
3200 Flightline Drive, Suite 202
Lakeland, FL 33811

ARTICLE XII **BYLAWS**

The initial Bylaws for the Association shall be made and adopted by the Board of Directors of the Association. Thereafter, the power to alter, amend, or repeal any bylaw, or adopt new bylaws, shall be vested in the Board of Directors and Members, in accordance with the Bylaws.

ARTICLE XIII **AMENDMENT OF ARTICLES**

The Association reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures set forth in the Declaration and the Florida Not For Profit Corporation Act, or any successor thereto.

ARTICLE XIV **DEFINITION OF CAPITALIZED TERMS**

Capitalized terms not otherwise defined in these Articles of Incorporation shall have the definitions and meanings given to such terms in the Declaration and Bylaws.

SIGNATURES ON FOLLOWING PAGE

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IN WITNESS WHEREOF, the undersigned, being an incorporator, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 9/1, 2021.

Signed, sealed and delivered
in the presence of:

Jennifer Beaudua
Witness #1: Jennifer Beaudua
Print Name: _____

Jackie S. Hoverkamp
Witness #2: Jackie S. Hoverkamp
Print Name: _____

JDT of Central Florida, LLC, a Florida
limited liability company

By: [Signature]
John Touchton, its Manager
3200 Flightline Drive, Suite 202
Lakeland, FL 33811

"As Incorporator"

State of Florida

County of Polk

The foregoing Articles of Incorporation were acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 9/1, 2021, by John Touchton, as Manager of JDT of Central Florida, LLC, a Florida limited liability company on behalf of the company. He is ☒ personally known to me or ☐ has produced a driver's license as identification.

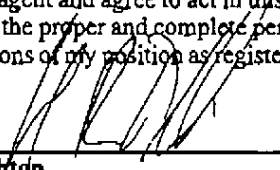
Jennifer Beaudua
Notary Public, State of Florida
My Comm. Expires March 02, 2023
Commission No. GG302767

Jennifer Beaudua
Notary Public
Print Name: Jennifer Beaudua
My commission expires: 3/2/2023

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: 9/1, 2021

John Touchton

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