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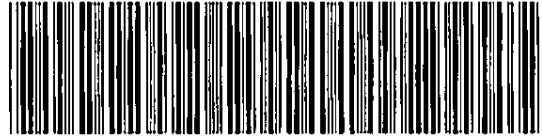
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AM10:02

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

RETENTION RESOURCE PROPERTY

OWNERS ASSOCIATION, INC.

Signature _____

Requested by: BA

03/4/22

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
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2022 MAR -4 AM 10:02
CLERK OF STATE
TAMPA, FL

**ARTICLES OF INCORPORATION
OF
RETENTION RESOURCE PROPERTY OWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, *Florida Statutes*, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purposes of forming a corporation not for profit and do hereby certify:

**ARTICLE I
NAME**

The name of the corporation is **RETENTION RESOURCE PROPERTY OWNERS ASSOCIATION, INC.**, hereinafter called the "Association."

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is 1180 Spring Centre South Blvd., Suite 102, Altamonte Springs, FL 32714.

**ARTICLE III
DEFINITIONS**

The following words shall have the definitions set forth below for purposes of these Articles:

- 3.1 "Articles" shall mean these Articles of Incorporation.
- 3.2 "Association" shall mean and refer to Retention Resource Property Owners Association, Inc., a Florida corporation not for profit, and its successors and assigns.
- 3.3 "Board" or "Board of Directors" shall mean the Board of Directors of the Association.
- 3.4 "Bylaws" shall mean the Bylaws of the Association.
- 3.5 "Common Area" shall mean any areas of the Property where the Association has either the right or the obligation under the Declaration to perform maintenance, repair or reconstruction.
- 3.6 "Common Expenses" shall mean the expenses and charges described in the Declaration incurred or to be incurred by the Association and assessed or to be assessed upon the

Owners, plus all costs associated with the ownership, maintenance and repair of storm water detention area located on Tract A and the Surface Water Drainage System located on any Lot.

3.7 "Declarants" shall mean the current Owner of each Lot, its/their successors and assigns.

3.8 "Declaration" shall mean that certain Declaration of Covenants, Conditions, Easements and Restrictions for the Oaks at Lake Mary made by Oaks at Lake Mary, LTD and Oaks Out, LLC, the Declarants to be recorded in the Public Records of Seminole County, Florida, as the same may be modified or amended from time to time.

3.9 "Development" shall mean and refer to the real property described in, and made subject to the Declaration.

3.10 "Lot" shall mean Lot 1, Lot 2, Lot 3 and Lot 4 as described and shown in the Declaration.

3.11 "Member(s)" shall mean the owner of "Lots" which are defined in and the subject of the Declaration .

3.12 "Owner" shall mean and refer to the record owner, whether one (1) or more persons or entities, of the fee simple title to any "Lot," as defined in the Declaration, which is part of the Development.

Unless otherwise indicated, all capitalized forms herein shall have the meanings set forth in the Declaration.

ARTICLE IV **RESIDENT AGENT**

Stephen J. LaFreniere, whose address is 1180 Spring Centre South Blvd., Suite 102, Altamonte Springs, FL 32714 is hereby appointed the initial Resident Agent of this Association.

ARTICLE V **PURPOSE AND POWERS OF THE ASSOCIATION**

5.1 This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes of which it is formed are to provide liability insurance coverage for Tract A and for maintenance, repair and preservation of the Common Area and that certain Tract A described in the Declaration, and for this purpose 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 that certain Declaration, applicable to the

property and recorded or to be recorded in the Public Records of Seminole County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent each member mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or unity for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by each Member, agreeing to such dedication, sale or transfer;

5.2 All assessments shall be used for those purposes permitted by the covenants, conditions and restrictions for the and for the maintenance and repair of the surface water or stormwater management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

ARTICLE VI **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII
VOTING RIGHTS

The Association shall have one class of voting membership:

Members shall be all Owners of Lots and shall be entitled to one vote for each Lot, except that the owner of Lot 4 shall have one and one-half (1.5) votes. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot or Dwelling Unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

ARTICLE VIII
BOARD OF DIRECTOR

The affairs of this Association shall be managed by a Board of not less than one (1) and no more than three (3) directors, who need not be members of the Association, and the number of directors may be changed by amendment of the Members of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are: Stephen J. LaFreniere, Nicholas E. O'Neill and Benjamin LaFreniere

At the first annual meeting the members shall elect three (3) directors for a term of two (2) years or until their successors are elected.

At each annual meeting thereafter, the members shall elect directors for a term of two (2) years each or until their successors are elected.

ARTICLE IX
OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designed by the Board of Directors are as follows:

Name and Office

Stephen J. LaFreniere	President
Nicholas E. O'Neill	Vice President
Benjamin LaFreniere	Secretary/Treasurer

ARTICLE X

INDEMNIFICATION

10.1 Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of any other corporation, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

10.2 Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the noninterested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

10.3 Insurance. The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XI

AMENDMENTS

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

11.1 Resolution. The Board of Directors shall adopt a resolution setting forth the

proposed amendment and directing that it be submitted to a vote at a meeting of members which may be either the annual or a special meeting.

11.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of members, 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. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote each Member entitled to vote thereon.

11.4 Action Without Directors. The Members may amend these Articles without an act of the directors at a meeting for which notice of the changes to be made are given.

11.5 Limitations. No amendment shall make any changes in the qualifications for members nor the voting rights of Members without the unanimous approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration.

11.6 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Seminole County, Florida.

11.7 Dissolution. In the event the Association is dissolved, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization with a purpose similar to the Association.

ARTICLE XII **EXISTENCE DURATION**

The corporation shall commence upon filing these Articles of Incorporation with the Florida Secretary of State, Division of Corporations, and shall exist in perpetuity.

ARTICLE XIII **BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the Bylaws. The Association shall exist in perpetuity.

ARTICLE XIV
DISSOLUTION

14.1 The Association may be dissolved with the assent given in writing and signed by each Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association may 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.

14.2 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 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XVI
INCORPORATOR

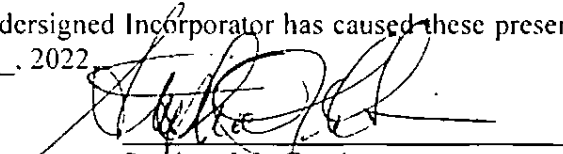
The name and address of the Incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Stephen J. LaFreniere	1180 Spring Centre South Blvd. Suite 102. Altamonte Spring, FL 32714

ARTICLE XVII
NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of the 24th day of February, 2022.



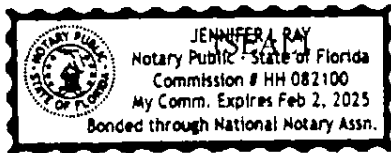
Stephen J. LaFreniere

STATE OF FLORIDA
COUNTY OF Seminole

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 24th day of February, 2022 by Stephen J. LaFreniere as President and Incorporator of Retention Resource Property Owners Association, Inc., a Florida corporation, on behalf of the corporation, who is:

[☒ personally known to me or

[☒ not personally known to me and has produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification.




Notary Public, State of Florida

NOTARY PUBLIC
STATE OF FLORIDA
JENNIFER A. RAY
COMMISSION # HH 082100
EXPIRES FEB 2, 2025

2022 FEB -4 AM 10:02

ED

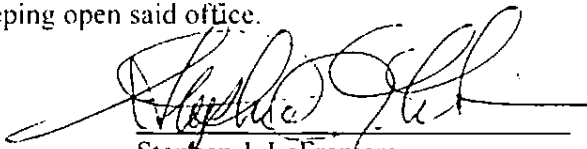
**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, *Florida Statutes*, the following is submitted in compliance with said Acts.

Retention Resource Property Owners Association, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1180 Spring Centre South Blvd., Suite 102, Altamonte Springs, FL 32714 located at the above registered office. Stephen J. LaFreniere as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Acts relative to keeping open said office.


Stephen J. LaFreniere.
Registered Agent

Dated: 2/24/2022