

Florida Department of State

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FLORIDA PROFIT/NON PROFIT CORPORATION
GOLDEN EAGLES PROPERTY OWNER'S ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION OF
GOLDEN EAGLES PROPERTY OWNER'S ASSOCIATION, INC.**

In accordance with the Florida Non-For-Profit Corporation Act under Chapter 617, F.S. (the "Act"), as of the date provided for herein below, the undersigned hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles (these "Articles") for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I - NAME. The name of this corporation is **GOLDEN EAGLES PROPERTY OWNERS ASSOCIATION, INC.** (the "Association").

ARTICLE II - DURATION. Existence of the Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE III - PURPOSE AND POWERS OF THE ASSOCIATION. The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, the Declaration of Covenants, Conditions, Easements and Restrictions for **GOLDEN EAGLES** (the "Declaration") recorded or to be recorded in the Public Records of **Lake County, Florida**. Capitalized terms used herein without definition shall have the same meanings given to such terms in the Declaration. The Association shall have all the powers provided under the Act, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws of the Association ("Bylaws"), the Declaration, or other Governing Documents (as defined in the Declaration). The Association shall have the power and obligation to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Governing Documents, including, but not limited to, (1) the ownership and maintenance of all Common Property, (2) the levy and collection of Assessments, charges and fines against Members of the Association and their respective Property, and (3) to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association as specified in the Governing Documents. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and the means of revocation. The Association is not formed for pecuniary profit and the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, Directors or Officers (as that term is defined in the Bylaws).

Not to limit the generality of the foregoing: **THE ASSOCIATION SHALL OPERATE, MAINTAIN AND MANAGE THE SURFACE WATER OR STORMWATER MANAGEMENT SYSTEM(S) IN A MANNER CONSISTENT WITH THE APPLICABLE WMD PERMIT REQUIREMENTS AND APPLICABLE DISTRICT RULES, AND SHALL ASSIST IN THE ENFORCEMENT OF THE DECLARATION OF COVENANTS AND RESTRICTIONS WHICH RELATE TO THE SURFACE WATER OR STORMWATER MANAGEMENT SYSTEM. THE ASSOCIATION SHALL LEVY AND COLLECT ADEQUATE ASSESSMENTS AGAINST MEMBERS OF THE ASSOCIATION FOR THE COSTS OF MAINTENANCE AND OPERATION OF THE SURFACE WATER OR STORMWATER MANAGEMENT SYSTEM.**

ARTICLE IV - PRINCIPAL OFFICE. The initial principal office and mailing address for the Association shall be 189 S. Orange Ave., Suite 1550, Orlando FL 32801. The Association may change its principal office from time to time.

ARTICLE V - REGISTERED OFFICE AND AGENT. Greenspoon Marder, LLP, whose address is 201 E. Pine Street, Suite 500, Orlando, Florida 32801, is the current registered agent of the Association and the registered office shall be at said address. The Association may change the registered agent from time to time.

ARTICLE VI - DISSOLUTION OF THE ASSOCIATION. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following matter: conveyance to a not for profit corporation / association similar to the Association

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or dedication to any applicable Governmental Authorities determined by the Board to be appropriate for such dedication, which authority is willing to accept such dedication of all property and responsibilities of the Association, which association or Governmental Authorities shall then be responsible for the operation and maintenance thereof.

ARTICLE VII - MEMBERSHIP. Every person or entity which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Declaration, these Articles, the Bylaws of the Association, any Rules and Regulations, the Florida Not For Profit Corporation Act.

ARTICLE VIII - VOTING RIGHTS. The Association shall have two classes of voting membership as provided in the Declaration, which shall have such voting rights as set forth in the Declaration. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in the Declaration and other Governing Documents. Unless elsewhere specifically provided to the contrary in the Governing Documents, any action which requires the vote or approval of the Members, shall be deemed satisfied by either of the following: (i) the written consents signed by the majority of the Members (or such greater amount as may be required by the Governing Documents or the Act to undertake such action); or (ii) unless a greater voting interest is required by the Governing Documents or Act, a majority vote of the Members in attendance at a meeting with quorum. A quorum at meetings shall consist of fifty percent (50%) of the total voting interests in the Association, whether represented in person or by proxy. For the purposes of clarity, if a quorum is present, the affirmative vote of a majority of voting interests represented at a meeting and entitled to vote on the subject matter shall constitute the acts of the Members, except when approval by a greater vote is required by the Governing Documents or the Act. When a specified item of business is required to be voted upon by a particular class of Members, a majority of the voting interests of such class of Members shall constitute a quorum for the transaction of such item of business by that class, unless provided to the contrary in the Governing Documents or Act. After a quorum has been established at a meeting, the subsequent withdrawal of a Member so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

ARTICLE IX - BOARD OF DIRECTORS. The affairs of the Association shall be managed by a Board of Directors who shall be appointed or elected pursuant to the provisions of the Declaration and the Bylaws. The number of Directors constituting the Board of Directors shall be three (3). The names and addresses of the persons who are to act in the capacity of Directors until the election and qualification of their successors are:

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| Owais Khanani | 189 S. Orange Ave., Suite 1550, Orlando FL 32801 |
| Jawad Khanani | 189 S. Orange Ave., Suite 1550, Orlando FL 32801 |
| Tom Harb | 3700-34th St., Suite 300, Orlando FL 32805 |

ARTICLE X - OFFICERS. The affairs of the Association shall be administered by the Officers designated in accordance with the Bylaws. The Officers shall be elected by the Board of Directors, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the persons who are to act in the capacity of Officers until the appointments/election and qualification of their successors are:

| <u>Name</u> | <u>Position</u> | <u>Address</u> |
|---------------|---------------------|---|
| Owais Khanani | President | 189 S. Orange Ave., Suite 1550, Orlando FL 32801 |
| Jawad Khanani | Vice President | 189 S. Orange Ave., Suite 1550, Orlando FL 32801 |
| Tom Harb | Secretary/Treasurer | 3700-34th St., Suite 300 Orlando FL 32805 |

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ARTICLE XI - AMENDMENT. These Articles may be changed, amended or modified at any time and from time to time, by the Members or the Developer, if applicable, in the same manner (and subject to the same restrictions) as the Members and the Developer may change, amend or modify the Declaration, as set forth in the Declaration.

ARTICLE XII - INDEMNIFICATION.

12.1 Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' 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, of any appeal from such proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or Officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he or she so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is 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.

12.2 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 a majority of the 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 or she is not to be indemnified by the Association as authorized by these Articles.

12.3 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, or is or was serving at the request of the Association as a director or officer of another corporation, against any liability asserted against him or her and incurred by him or herein any such capacity, or arising out of his or her status as such whether or not the Association would have the power to indemnify him or her against such liability under the provisions of these Articles.

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THE UNDERSIGNED HAS SIGNED THESE ARTICLES ON THE DATE SET FORTH BELOW

ELEVATION GOLDEN OAKS LLC.
a Florida limited liability company

By: Name: Owaiss ElaneniTitle: ManagerDate: 8-2-24

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CERTIFICATE OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **GOLDEN EAGLES PROPERTY OWNER'S ASSOCIATION, INC.**
2. The name and address of the initial registered agent and office is:

GREENSPOON MARDER, LLP
201 E. Pine Street, Suite 500
Orlando, Florida 32801

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT ON THIS CAPACITY. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

GREENSPOON MARDER, LLPBy: _____
Michael G. Candiotti, Partner

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