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February 22, 1995

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Re: Delamere Park Homeowners Association, Inc.

Gentlemen:

Enclosed please find the following in connection with the incorporation of Delamere Park Homeowners Association, Inc.:

1. Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items:
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c) \$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

M. J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Jeffrey P. Wieland, Esq.

1. THE ATTORNEY

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FILED
1995 FEB 23 PM 1:47
RECEIVED
DELMER PARK
ASSOCIATION

pick up
2:00

ARTICLES OF INCORPORATION
OF
DELAMERE PARK HOMEOWNERS ASSOCIATION, INC.

FILED
1995 FEB 23 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I

DEFINITIONS

When used in these Articles, the following words shall have the following meanings:

- (a) "Articles" means and refers to these Articles of Incorporation of the Association.
- (b) "Association" means and refers to DELAMERE PARK HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit.
- (c) "Board" means and refers to the Board of Directors of the Association.
- (d) "Bylaws" means and refers to the Bylaws of the Association.
- (e) "Common Expense" means and refers to the expense of operating the Association and of performing the duties and exercising the powers of the Association.
- (f) "Common Property" means and refers to all real property owned by the Association and devoted to the use and enjoyment of the Members of the Association.
- (g) "Declarant" means and refers to Manchester Club Condominium, a Florida general partnership.
- (h) "Declaration" means and refers to the Declaration of Covenants, Conditions and Restrictions for Delamere Park as recorded in the public records of Orange County, Florida.
- (i) "Dwelling" means and refers to the single family residence located on any lot.

- (j) "Limited Common Expense" means and refers to the expense of performing the duties of the Association with regard to the Off-Site Easement, as set forth in Article VII of the Declaration, including without limitation any reserves from time to time established by the Board relative thereto. Limited Common Expense shall be paid exclusively by the Owner(s) of Lot 7 of the Property.
- (k) "Limited Common Property" means and refers to all real property owned by the Association or by another association established for Lot 7 and devoted to the exclusive use and enjoyment of the Owner(s) of Lot 7, at Limited Common Expense.
- (l) "Lot" means and refers to each residential building site created by the Plat and each residential building site or residential unit hereafter created within Lot 7 as described in Article VII of the Declaration, together with any Dwelling located thereon or contained therein.
- (m) "Master Surface Water Management System" means and refers to the overall system designed, constructed and implemented upon or for the benefit of the Property to control discharges caused by rainfall events, which system is intended to collect, convey, store, absorb, inhibit, treat, use or reuse surface water in order to prevent or reduce flooding, over-drainage, environmental degradation, and water pollution, and to control the quality and quantity of discharges from the system.
- (n) "Member" means and refers to each Member of the Association.
- (o) "Off-Site Easement" means and refers to any easement for access and parking now or hereafter serving Lot 7 of the Property.
- (p) "Owner" means and refers to the record owner, whether one or more persons or entities, of fee simple title to any Lot in the Property, but excluding those having such interest merely as security for the performance of an obligation. All owners of a single Lot shall be treated for all purposes as a single Owner irrespective of whether such ownership is joint, in common, or tenancy by the entirety.
- (q) "Plat" means and refers to the Plat of Delamere Park as recorded in the official records of Orange County, Florida.
- (r) "Property" means and refers to the real property described on Exhibit "A" to the Declaration.

ARTICLE II

NAME

The name of the Association is: "Delamere Park Homeowners Association, Inc."

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Association is located at 499 North State Road 434, Altamonte Springs, Florida 32714.

ARTICLE IV

REGISTERED AGENT AND OFFICE

Jeffrey P. Wieland, whose address is c/o Maguire, Voorhis & Wells, P.A., Two South Orange Avenue, Orlando, Florida 32801, is hereby appointed the initial Registered Agent of the Association to accept service of process within the State of Florida at said address.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the Members thereof. The specific purpose for which the Association is formed is to own, maintain and administer the Common Property and any Limited Common Property, administer and enforce the Declaration, collect and disburse the money derived from assessments, exercise all of the powers and privileges, and perform all of the duties and obligations, of the Association as set forth in the Declaration, and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Florida by law may now or hereafter have or exercise. The Association shall operate, maintain and manage the Master Surface Water Management System and levy and collect adequate assessments against Members of the Association for the costs thereof.

ARTICLE VI

MEMBERSHIP

Each Owner (including Declarant) of a Lot shall be a Member of the Association. The Association membership of each Owner shall be appurtenant to and inseparable from the Lot giving rise to such membership, and any transfer of title to a Lot shall operate automatically to transfer to the new Owner the membership in the Association appurtenant to that Lot.

ARTICLE VII

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

(a) Class "A". The Class "A" Members shall be all Owners, except the Declarant for so long as the Declarant retains Class "B" voting rights. Each Class "A" Member shall have one (1) vote for each Lot owned by that Member.

(b) Class "B". The Class "B" Member shall be the Declarant. The Declarant shall be entitled to three (3) votes for each Lot owned by it. The Class "B" membership of the Declarant shall cease and convert to Class "A" membership on the happening of any one of the following events, whichever occurs earlier: (1) when the total number of Class "A" votes outstanding in the Association equals the total number of Class "B" votes outstanding; (2) five (5) years from the date of recording the Declaration; or (3) at such earlier time as the Declarant may elect. Upon the happening of any one of these events, the Declarant shall call a special meeting of the Members to advise the Association membership of the termination of Class "B" membership.

(d) Multiple Owners. Each vote in the Association must be cast as a single vote, and fractional votes shall not be allowed. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as the owners thereof determine, but if joint or multiple Owners are unable to agree among themselves as to how their vote is to be cast, or if more than one (1) vote is cast for any Lot, none of the votes for that Lot shall be counted. If any Owner casts a vote on behalf of a Lot, it shall be conclusively presumed that Owner was acting with the authority and consent of all Owners of that Lot.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of three (3) directors. Each director must be (1) a Member of the Association, or (2) an agent of the Declarant. The number of directors may be changed by amendment to the By-Laws.

The names and addresses of the persons who shall serve as directors of the Association until the first annual meeting of the Members are:

<u>Name</u>	<u>Address</u>
Graham Ball	10 Dalegarth Avenue Bolton, England BL1 5DW
Adrienne B. Coffman	499 North State Road 434 Altamonte Springs, FL 32714
James M. Cannon	499 North State Road 434 Altamonte Springs, FL 32714

So long as the Class "B" membership shall exist, the terms of the directors shall be concurrent. At the first Annual Meeting of the Members after termination of the Class "B" membership, the directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three (3) classes, each class consisting of as near one-third of the whole number of directors as practicable, and all directors of the Association shall hold office until their successors are elected and qualified. At that first Annual Meeting of the Members after termination of the Class "B" membership, the directors shall be classified for staggered terms of 1, 2 and 3 years, respectively, and at each successive Annual Meeting the successors to the class of directors whose terms expire that year shall be elected to hold office for the term of three (3) years, so that the term of office of only one class of directors shall expire in each year. Any vacancy which shall occur in a class of directors prior to the expiration of the term of such class may be filled by the Board of Directors for the remainder of the full term. An increase in the number of directors shall be deemed to create vacancies for the purpose of this paragraph.

The method of nomination and election of the directors shall be stated in the Bylaws of the Association.

ARTICLE IX

OFFICERS

Each officer of the Association must be either (1) a Member of the Association, or (2) an agent of the Declarant. The names and addresses of those persons who are to act as officers of the Association until the election of their successors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Graham Ball	President	10 Dalegarth Avenue Bolton, England BL1 5DW
Barbara Ball	Vice President	10 Dalegarth Avenue Bolton, England BL1 5DW
Graham Ball	Secretary and Treasurer	10 Dalegarth Avenue Bolton, England BL1 5DW

The said officers are to serve until the election of successor officers which shall take place at the first annual meeting of the Board of Directors and annually thereafter following each annual meeting of the Members.

ARTICLE X

DISSOLUTION

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall 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 devoted to similar purposes.

ARTICLE XI

DURATION

The Association shall commence to exist upon the filing of these Articles with the Florida Department of State and the Association thereafter shall exist in perpetuity.

ARTICLE XII

INCORPORATOR

The name and address of the Incorporator is:

NAME

Graham Ball

ADDRESS

10 Dalegarth Avenue
Bolton, England BL1 5DW

ARTICLE XIII

AMENDMENTS

Subject to the terms of Article XVI, any amendment to these Articles shall require the assent of two-thirds (2/3) of the votes of each class of membership. No amendment shall be made which is inconsistent with the terms of the Declaration

ARTICLE XIV

BYLAWS

The power to adopt the Bylaws of the Association shall be vested in the Board of Directors. The Bylaws shall be altered or rescinded only by a majority of a quorum of Members present, in person or by proxy, at a regular or special meeting of the Members. The U. S. Department of Housing and Urban Development ("HUD"), the Federal Housing Administration ("FHA") and the U.S. Veteran's Administration ("VA") each has the right to veto amendments to the Bylaws so long as there is a Class "B" membership.

ARTICLE XV

DECLARATION

The provisions of these Articles are subject to the provisions of the Declaration, and where any conflict between the provisions hereof and the Declaration exists, the provisions of the Declaration shall govern.

ARTICLE XVI

HUD/FHA/VA APPROVAL

As long as there is a Class "B" membership, if any one or more of HUD, FHA or VA requires approval or consent by it or them to annexation of additional property, any merger or consolidation

involving the Association, the placement of any mortgage lien on the Common Property or Limited Common Property, dedication to the public of any Common Property or Limited Common Property, dissolution of the association or amendment of these Articles, by any one or more of said agencies as a condition of making, insuring or purchasing loans on Dwellings in the Property, and any such loan has been approved, insured or purchased by the applicable agency at the time of the proposed annexation, merger, consolidation, mortgaging, dedication, dissolution or amendment, then Declarant shall obtain the required consent or approval.

IN WITNESS WHEREOF, for the purpose of forming this corporation not for profit under the laws of the State of Florida, the undersigned Incorporator has executed these Articles of Incorporation as of this 16 day of February, 1995, and the undersigned does hereby accept the duties and responsibilities of Registered Agent for the Association.

Graham Ball
Name: GRAHAM BALL
Incorporator and Registered Agent

BOLTON ENGLAND
STATE OF FLORIDA)
GREATER HANOVERSHIRE)
COUNTY OF ORANGE)

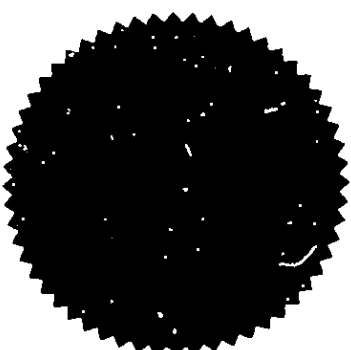
The foregoing Articles were sworn to and acknowledged before me this 16 day of February, 1995 by GRAHAM BALL who is known to me or has produced as identification and did take an oath.

Notary Stamp

David P. Arkwright
Signature of Person Taking Acknowledgment
Print Name: DAVID P. ARKWRIGHT
Title: Notary Public
~~Serial No. (if any)~~
Commission Expires:

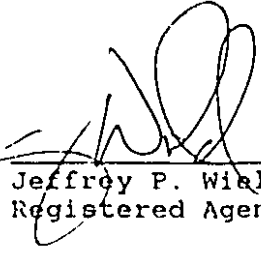
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DAVID P. ARKWRIGHT
NOTARY PUBLIC
BOLTON ENGLAND

I HEREBY ACCEPT AS AGENT


Jeffrey P. Wieland
Registered Agent

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing Articles were sworn to and acknowledged before me this 21st day of February, 1995 by Jeffrey P. Wieland, Registered Agent for Delamere Park Homeowners Association, Inc. He is known to me or has produced _____ as identification.

Notary S



KELLA SCHAIBLE
My Commission CC264302
Expires Mar 11, 1997
Huckleberry Associates Inc
800-422 1555

Kella Schaible
Signature of Person Taking

Acknowledgment

Print Name: Kella Schaible

Title: Notary Public

Serial No. (if any) _____

Commission Expires: _____

FILED
1995 FEB 23 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA