

N95000002152

SHEPARD & FILBURN, P.A.  
ATTORNEYS & COUNSELORS AT LAW

SUITE 1107  
FIRST UNION TOWER  
20 NORTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801

OF COUNSEL  
AMY E. GOODBLATT

April 25, 1995

TELEPHONE (407) 481-2020  
FAX (407) 481-0200

*VIA AIRBORNE EXPRESS*

Secretary of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

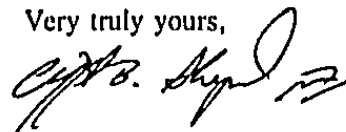
RE: The President's Council at Henthrow, Inc.

Dear Sir/Madam:

Enclosed for filing, please find an original and one copy of the Articles of Incorporation for the above corporation and our check in the amount of \$70.00. Please file said Articles of Incorporation and return a stamped copy to me in the enclosed envelope.

Thank you for your courtesies in this matter.

Very truly yours,



Clifford B. Shepard, III

CBS/bs

Enclosure

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-04/26/95--01080--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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ARTICLES OF INCORPORATION

OF

THE PRESIDENTS' COUNCIL AT HEATHROW, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation, not for profit, and do hereby certify:

ARTICLE I

Name

The name of the corporation is 'The Presidents' Council at Heathrow, Inc., (hereafter called the "Association").

ARTICLE II

Principal Office

The principal office of the Association is located at Suite 1107, First Union Tower, 20 North Orange Avenue, Orlando, Florida 32801.

ARTICLE III

Registered Agent

Clifford B. Shepard, III, whose address is Suite 1107, First Union Tower, 20 North Orange Avenue, Orlando, Florida 32801, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to advocate for maintenance, preservation, and architectural control of the residential lots and common area within that certain development known as Heathrow, located in Seminole County, Florida, and to promote the health, safety, and welfare of the members of the Association, and for this purpose to:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(a) Collect contributions to defray the costs, expenses, 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;

(b) Pay all office and other expenses incident to the conduct of the business of the association, including all license fees, taxes, or governmental charges levied or imposed against the property of the Association;

(c) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes;

(d) 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

(e) Have and 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;

(f) Sue and be sued, enter into contracts, and exercise all other powers necessary for the purpose for which the Association is organized.

## ARTICLE V

### Membership

#### A. Regular Members-

Every president of a unit owner controlled homeowners' or condominium association within the Heathrow development (hereafter "Base Association") shall be a regular member of the Association. Membership in the Association may not be separated from the office of president, however nothing herein shall prohibit a regular member in good standing from designating another board member from his or her Base Association as his or her designee or proxy holder.

#### B. "At Large" Members-

There shall be two types of "at large" membership:

##### Type I-

Regular members may select one "at large" representative from each developer controlled association within Heathrow. These "at large" members shall have all rights and privileges of

regular members accept that their terms will end immediately upon transfer of control of their Base Associations to the unit owners. At such time, the new president of said Base Association shall automatically become a regular member.

#### **Type II-**

It is recognized that the Mulfield Village and Bridgewater Base Associations consist of multiple neighborhoods. Accordingly, in those Base Associations, the regular member representative of each of said associations may appoint, in his or her discretion, one additional "at large" member from each neighborhood other than his or her own, which is represented by said Base Association. These "at large" members shall have all rights and privileges of regular members except the powers of appointment herein described. Additionally, the terms of these "at large" members shall mirror the terms of the regular members who appoint them, with the intent that a new president from these Base Associations may, in his or her discretion, choose new "at large" members for the neighborhoods within his or her Base Association.

### **ARTICLE VI**

#### **Voting Rights**

Every member of the Association shall have one (1) vote on every issue which comes before the Board.

### **ARTICLE VII**

#### **Board of Directors**

The affairs and property of this association shall be managed and governed by a Board of Directors composed of all members of the Association. The Board of Directors shall be established upon the receipt and approval of these Articles by the Secretary of State.

### **ARTICLE VIII**

#### **Officers**

The officers of this Association shall be a Chairman, who shall at all times be a member of the Board of Directors, a Vice Chairman, a Secretary, a Treasurer, and such other officers as

the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of the members.

## ARTICLE IX

### Indemnification of Officers and Directors

A. The Association shall indemnify any director or officer of the Association who is made a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director or officer of the Association;

(1) Against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgment, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(2) Against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

B. 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, of itself, create a presumption that the person did not act in good faith, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

C. No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

D. Any indemnification under Section A (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section A. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (2) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority of members of the Association representing a majority of the total votes of the membership.

E. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board

of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

F. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, employees, or agents may be entitled under the Association's bylaws, agreement, vote of members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such officers or positions, and shall continue as to a person who has ceased to be a director, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

G. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

H. The Association shall have the power, but shall not be obligated to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, or employee of the Association in any of his capacities as described in Section A, whether or not the Association would have the power to indemnify him or her under this Article.

I. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgment, fines, and amount paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgment, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

## ARTICLE X

### Transactions in Which Directors or Officers are Interested

A. No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid or void, or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because said officer's or director's vote is

counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that said director or officer may be interested in any such contract or transaction.

B. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### ARTICLE XI

##### Dissolution

The Association may be dissolved with the assent given in writing and signed by a simple majority of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed to the Base Associations in whatever manner a majority of the Directors determine is equitable

#### ARTICLE XII

##### Duration

The corporation shall exist perpetually.

#### ARTICLE XIII

##### Incorporator

The name and address of the incorporator is as follows:

Michael T. Pyle  
680 Stonefield Loop  
Heathrow, Florida 32746

#### ARTICLE XIV

##### Amendments

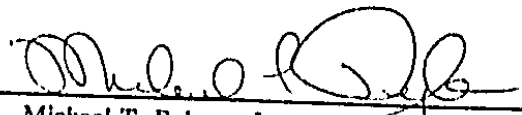
These Articles may be amended by a majority of the entire membership. Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose.

#### ARTICLE XV

Bylaws

The Bylaws may be amended at a regular or special meeting of the members, by a majority vote of a quorum of members present in person or by proxy.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constitute the Incorporation of this Association, and have executed these Articles of Incorporation on this 20 day of April, 1995.

By:   
Michael T. Pyle, as Incorporator of  
The Presidents' Council at Heathrow, Inc.

STATE OF FLORIDA  
COUNTY OF ~~ORANGE~~  
Seminole

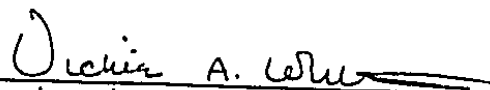
I HEREBY CERTIFY that on this 20 day of April, 1995, before me the undersigned authority, personally appeared Michael T. Pyle, known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged the execution of such instrument for the uses and purposes therein expressed.

WITNESS my Hand and official seal at Lake Mary, in the County of Orange, State of Florida, this 20 day of April, 1995. <sup>Seminole</sup>

NOTARY PUBLIC



VICKIE A. WHITEMORE  
My Comm Exp. 12/04/98  
Bonded By Service Inc  
No. CC424169  
Personally Known 1108752

  
PRINT: Vickie A. Whittemore  
State of Florida, At Large



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for 'The Presidents' Council at Heathrow, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to *Florida Statute §617.0501*.

  
CLIFFORD B. SHEPARD, III

Date: 4/28/95

FILED  
95 APR 26 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE PRESIDENTS' COUNCIL AT HEATHROW, INC.  
600 STONEFIELD LOOP  
HEATHROW, FL 32746

(407) 333-3140

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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Gentleman,

Dissolution of :  
The Presidents Council at Heathrow

Enclosed please find the necessary forms fully completed and our check for \$35 to properly effect this amendment to the Articles of Incorporation of this entity. I am also enclosing copies of the minutes of the July 13 meeting as well as resignation letters from all directors of the corporation.

Will you please ensure that this document is handled in the proper manner and that we receive a notification letter from you regarding the filing of the amendment to dissolve the corporation is returned to the undersigned.

Please feel free to contact the writer at either 407 333 3140 or 407 333 9002.

Thank you for your attention to this matter.

Sincerely,

*Michael T. Pyle*

Michael T. Pyle  
Chairman

*Out*

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SEP 25 PM 1:30  
TALLAHASSEE FLORIDA  
DEPT OF STATE



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 10, 1995

MICHAEL T. PLYE  
680 STONEFIELD LOOP  
HEATHROW, FL 32746

SUBJECT: THE PRESIDENTS' COUNCIL AT HEATHROW, INC.  
Ref. Number: N95000002152

We have received your document for THE PRESIDENTS' COUNCIL AT HEATHROW, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Dissolution for a nonprofit corporation must comply with either section 617.1401 or 617.1403, Florida Statutes.

Our records do not indicate officers/directors for this corporation. Therefore, no resignations are required. If the registered agent wishes to resign, the enclosed form should be filled out. The fee to resign as agent is \$35.00 for an inactive corporation and \$87.50 for a active corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 095A00037517

*MPdis  
25-95  
Wx*

## ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, the undersigned corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is \_\_\_\_\_  
THE PRESIDENTS' COUNCIL AT HEATHROW, INC.

SECOND: Adoption of dissolution (COMPLETE SECTION I OR II)

SECTION I - If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution to dissolve was adopted was July 13 1995.

(CHECK ONE)

x The number of votes cast for dissolution was sufficient for approval.

\_\_\_\_\_ The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II - If the corporation has no members or members with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was July 13 1995.

The number of directors in office was 15 and the vote for the resolution was 12 for and 2 against. Chairman doesn't vote  
1

DATED July 14 19 95

THE PRESIDENTS' COUNCIL AT HEATHROW, INC.  
Corporation Name

By Michael T. Pyle  
(Chairman or Vice Chairman of the Board, President or other officer)

Michael T. Pyle--Chairman

Typed or printed name of signature

\_\_\_\_\_  
Title

FILED  
95 AUG 25 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA