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PREFERENCE MAIL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 07210

REFERENCE : 606700 154546A

AUTHORIZATION : Patricia Pyjick

COST LIMIT : \$ 122.50

ORDER DATE : May 30, 1995

ORDER TIME : 1:24 PM

ORDER NO. : 606780

CUSTOMER NO: 154546A

CUSTOMER: Brigitte O'neal, Legal Asst  
GARRICK N. FOX, ESQ

1416 E. Robinson Street

Orlando, FL 32801

DOMESTIC FILING

NAME: WEDGEFIELD ESTATES HOMEOWNERS  
ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

T. BROWN MAY 30 1995

FILED  
95 MAY 30 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
WEDGEFIELD ESTATES HOMEOWNERS ASSOCIATION, INC.**

FILED  
95 MAY 30 PM 2 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

a corporation not for profit organized under  
the laws of the State of Florida.

\*\*\*\*\*

The undersigned incorporators of WEDGEFIELD ESTATES HOMEOWNERS ASSOCIATION, do hereby present these Articles of Incorporation for the purposes of forming a corporation not for profit. Pursuant to these provisions and the laws of the State of Florida, it is certified as follows:

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation shall be WEDGEFIELD ESTATES HOMEOWNERS ASSOCIATION, INC., hereinafter being referred to as the "ASSOCIATION", with its principal place of business being located at Post Office Box 1032, Christmas, Florida 32709.

**ARTICLE II  
PURPOSE**

The purposes for which the Association is organized are:

to unite the homeowners of Wedgefield Community into a body concerned with the betterment of overall living conditions within the Estates. This includes, but does not limit to such items as improvement of general appearance of the Estates, proper utilities, streets, lighting, drainage, and to coordinate such activities with applicable Governmental Agencies. To insure present and future development will maintain a safe and healthy environment for Estates Residents considering land, water, sanitation, ecological management or impacts.

**ARTICLE III  
POWERS**

The powers of the Association shall include and be governed by the following provisions:

a) **GENERAL:**

The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles of Incorporation or the By-Laws of this corporation.

b) **ENUMERATION:**

The Association shall have all of the powers and duties reasonably necessary to operate the Association and as more particularly described in the By-Laws, as they may be amended from time to time, and shall have such powers as conferred upon it as authorized by state law for corporations not for profit generally.

c) **DISTRIBUTION OF INCOME; DISSOLUTION:**

The Association shall make no distribution of income to its members, Directors or Officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency.

**ARTICLE IV  
MEMBERS**

a) **HOW MEMBERSHIP ACQUIRED:**

Membership shall be acquired by recording in the Public Records of Orange County, Florida, a deed or other instrument establishing record title to land in the Wedgefield Community, the Grantee or new owner under such instrument thus becoming a member of the Association, and the membership of the prior Owner being thereby terminated.

b) **ASSIGNMENT:**

The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his or her lot for which that share is held.

c) **VOTING:**

On all matters upon which it shall be necessary to vote, only home owners of record in Wedgefield Community having the requirement of a septic tank and well on the property as recorded in Orange County, Florida, ten (10) days prior to the vote shall be eligible to vote on any matter.

**ARTICLE V  
TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE VI  
OFFICERS**

The affairs of the Association shall be administered by a Board of Directors consisting of a President, a Vice President, a Secretary, a Treasurer, and Board Members elected from the membership at large. At the annual meeting held in January of each year, and shall serve for a term of one (1) year. The name and address of the Officers who shall serve until their successors are elected are as follows:

**PRESIDENT:**                 **STEVE SOPKO**, 3636 Bancroft Blvd., Orlando,  
Florida 32833; Ph#: (407) 568-3162

**VICE PRESIDENT:**         **CLIFF ZIMMERMAN**, 20402 Peabody Street,  
Orlando, Florida 32833; Ph#: (407) 568-1722

**SECRETARY:**               **KAREN FLESHMAN**, 3951 Bancroft Blvd., Orlando,  
Florida 32833; Ph#: (407) 568-6526

**TREASURER:**              **MELISSA HERNANDEZ**, 19916 Ralston Street,  
Orlando, Florida 32833; Ph#: (407) 568-2979

**BOARD MEMBERS:**         **ROY CROSBY**, 2651 Abbey Avenue, Orlando,  
Florida 32833; Ph#: (407) 568-1234

**BRIGETTE O'NEAL**, 20841 Peabody Street,  
Orlando, Florida 32833; Ph#: (407) 568-4846

**GUS DESAUTELS**, 19101 Quarterly Parkway,  
Orlando, Florida 32833; Ph #: (904) 345-2718

**GEORGE COX**, 19255 Ralston Street, Orlando,  
Florida 32833; Ph #: (407) 568-9777

**ED CEARFOSS**, 20150 Quarterly Parkway,  
Orlando, Florida 32833; Ph #: (407) 568-9890

**LYNN ANGELILLO**, 19705 Peabody Street,  
Orlando, Florida 32833; Ph #: (407) 568-1417

**ARTICLE VII  
BOARD OF DIRECTORS**

**a) NUMBER AND QUALIFICATION:**

The affairs of the Association shall be controlled by a Board of Directors to be elected by the members of the Association from the members of the Association.

**b) DUTIES AND POWERS:**

All of the duties and powers of the Association existing under these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by members when such approval is specifically required.

**c) ELECTION; REMOVAL:**

Board of Directors of the Associations shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

**ARTICLE VIII  
INDEMNIFICATION**

**a) INDEMNITY:**

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a Director, employee, Officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless:

- i) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith, nor in a manner he/she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful; and

- ii) such court further specifically determines that indemnification should be denied.

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 in a manner which he/she reasonably believed to be in or not opposed to the best interests of the association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

**b) EXPENSES:**

To the extent that a Director, Officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph (a) above, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

**c) ADVANCES:**

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article VIII.

**d) MISCELLANEOUS:**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

**e) INSURANCE:**

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article.

**f) AMENDMENT:**

Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

**ARTICLE IX  
BY-LAWS**

The By-Laws of the Association shall be adopted by the Membership and may be altered, amended or rescinded in the manner provided therein.

**ARTICLE X  
NOTICE REGARDING INSURANCE COVERAGE  
AND ACCOUNTING RECORDS**

**a) INSURANCE COVERAGE:**

In any legal action in which the Association may be exposed to liability in excess of the insurance coverage protecting it and its members, the Association shall give notice of the exposure within a reasonable time to all members who may be exposed to the liability, whereupon such members shall have the right to intervene and defend in such actions.

**b) ACCOUNTING RECORDS:**

The Association shall maintain accounting records according to Generally Accepted Accounting Principles which shall be open to inspection by members or their duly authorized representatives at reasonable times, and written summaries which shall be supplied at least annually to members or their duly authorized representatives.

**ARTICLE XI  
AMENDMENTS**

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

**a) NOTICE:**

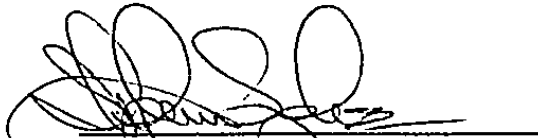
Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

**b) ADOPTION:**

A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. Members may propose such an amendment by instrument in writing directed to the President or Secretary of the Board signed by not less than 10% of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or, in the event of his/her refusal or failure to act, the Board of Directors shall call a meeting of the membership to be held not sooner than ten (10) days nor later than thirty (30) days thereafter for the purpose of considering such amendment. Except as elsewhere provided, amendments to these Articles of Incorporation shall be by vote of a majority of the members present at a meeting duly noticed.

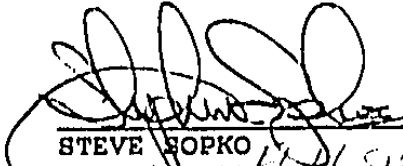
**ARTICLE XII  
REGISTERED AGENT AND ACCEPTANCE OF OFFICE**


Pursuant to the requirements of Florida Statutes 617.023, I, **STEVE SOPKO**, of 3636 Bancroft Blvd., Orlando, Florida 32833, having been designated as registered agent to accept service on behalf of **WEDGEFIELD ESTATES HOMEOWNERS ASSOCIATION, INC.**, and they desiring to organize under the laws of the state of Florida, with its principal office at Post Office Box 1032, Christmas, Florida 32709, hereby accept to act as Registered Agent for said corporation, and agree to comply with the provisions of the Florida Statutes, to keeping open said office, and upon whom process may be served.

  
**STEVE SOPKO**  
(Registered Agent)



IN WITNESS WHEREOF the undersigned officers of WEDGEFIELD  
ESTATES HOMEOWNERS' ASSOCIATION have affixed their signatures for  
the purposes hereinabove named, this 25 day of May,  
1995.

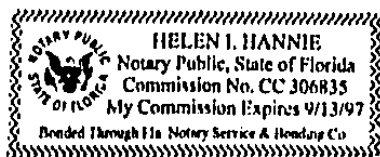
  
STEVE SOPKO  
(President) FL DL 5120-710-44-262-0

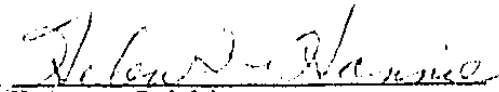
  
CLIFF ZIMMERMAN  
(Vice-President) 5/25/95  
FL DL 2 5765-110-4524352-0

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared  
and by production of picture identifications, Steve Sopko,  
the President, and Clifford Zimmerman, the Vice-President  
respectfully of WEDGEFIELD ESTATES HOMEOWNERS ASSOCIATION, INC.,  
who acknowledged that they executed the foregoing Articles of  
Incorporation for the purposes expressed therein.

WITNESS my hand and official seal in Orange County, Florida,  
this 25th day of May, 1995.



  
Notary Public  
My Commission Expires: