

N96000000671

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

OFFICE USE ONLY

1000017000001
-02/01/2006-01014-001
***122.50 ***122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Cedar Cove Homeowners Association Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
66 FEB -01 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Walk in ☒ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☐	Profit
☒	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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56 FEB -1 AM 11:02
DIVISION OF CORPORATION

596-2943
1/11/06
Cape

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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96 FEB -8 AM 10:54
DIVISION OF CORPORATION

February 1, 1996

CAPITOL SERVICES
1406 HAYES STREET
SUITE 2
TALLAHASSEE, FL 32301

*Please Back Date
(11)*

SUBJECT: CEDAR COVE HOMEOWNERS ASSOCIATION INC.
Ref. Number: W96000002483

We have received your document for CEDAR COVE HOMEOWNERS ASSOCIATION INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 596A00004490

ARTICLES OF INCORPORATION
OF

CEDAR COVE OF LONGWOOD HOMEOWNERS ASSOCIATION, INC.

FILED
96 FEB -01 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Florida in accordance with the provisions of Chapter 617, Florida Statutes, and further adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is CEDAR COVE OF LONGWOOD HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The place in this State where the principal office of this Corporation is to be located is 3000 Tish Way, Longwood, Florida 32779, but the Corporation may maintain offices and transact business in such other place within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE III

PURPOSE

The Corporation is organized as a corporation not-for-profit under the laws of Florida to provide an entity responsible for the operation and administration of CEDAR COVE OF LONGWOOD HOMEOWNERS ASSOCIATION, INC., a homeowners' association situated in Seminole County, Florida; and to perform the acts and duties incident to the operations and management of the homeowners' association in accordance with the provisions of these Articles of Incorporation and the ByLaws of the Association which will be adopted; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the land, the improvements and such other property, real and personal, as may become part of the Association to the extent necessary or convenient for the administration of the Association. The Association shall be conducted as a nonprofit organization for the benefit of its members.

ARTICLE IV

TERMS OF EXISTENCE

This Corporation shall commence as of the date of filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE V

MEMBERSHIP

The membership of this Corporation shall exist of all persons who are owners of property within CEDAR COVE Subdivision. Such membership shall automatically terminate when a person is no longer the owner of a piece of property. Membership in this Corporation shall be limited to such property owners.

ARTICLE VI

VOTING RIGHTS IN THE ASSOCIATION

This Association shall have two Classes of voting membership:

A. Class A members shall be all owners with the exception of the declarant and shall be entitled to one vote for each lot owner. When more than one person or entity holds an interest in any lot, all such persons or entities shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

B. Class B members shall be the declarant and shall be entitled to five (5) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

1. When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

2. At any earlier time that the declarant, in its sole discretion, voluntarily converts its Class B membership to Class A membership; or

3. On December 31, 2000.

ARTICLE VII

SUBSCRIBER

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

NAME

ADDRESS

THOMAS G. JONES

3000 Tish Way
Longwood, Florida 32779

ARTICLE VIII

POWERS

The Association shall have all of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this Corporation is chartered, and all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to, the power, authority, and right to:

A. Make and establish reasonable rules and regulations governing use of the property, common elements and limited common elements in and of the Association, as such terms will be defined in the ByLaws.

B. Levy and collect assessments against members of the Association to defray the common expenses of the Association, as will be provided in the ByLaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Association property, including property which may be necessary or convenient in the operation and management of the Association and in accomplishing the purposes set forth in these Articles and ByLaws.

C. Maintain, repair, replace, operate and manage the Association property, including the right to reconstruct improvements after casualty and to further improve and add to the Association property.

D. Contract for the management of the Association and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the ByLaws.

E. Enforce the provisions of these Articles of Incorporation, the ByLaws, and all rules and regulations governing use of the Association which may hereafter be established.

F. Exercise, undertake, and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association.

ARTICLE IX

BOARD OF DIRECTORS AND OFFICERS

The affairs of this Corporation shall be managed by a Board of Directors and the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as may provided by the ByLaws. The Directors shall be elected at the annual meeting of the membership for a term of one year or until their successors shall be elected and shall qualify, and the officers shall be elected at the annual meeting of the Board of Directors. The Board of Directors of this Corporation shall consist of not less than three members nor more than the number specified in the ByLaws. The number and terms of Directors and the provisions for their election, and the provisions respecting the removal, disqualification and resignation of Directors and for filling vacancies on the Board of Directors shall be established by the ByLaws.

ARTICLE X

INITIAL BOARD OF DIRECTORS

The following persons shall constitute the initial Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS G. JONES	3000 Tish Way Longwood, Florida 32779
LARRY W. TOLER	3000 Tish Way Longwood, Florida 32779
MARY LaFLESH	3000 Tish Way Longwood, Florida 32779

ARTICLE XI

INITIAL OFFICERS

The names of the officers who shall manage the affairs of this Corporation until the first election of Officers, pursuant to the ByLaws, shall be as follows:

<u>NAME</u>	<u>OFFICE HELD</u>
THOMAS G. JONES	PRESIDENT
LARRY W. TOLER	VICE PRESIDENT
MARY LaFLESH	SECRETARY/TREASURER

ARTICLE XII

REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this Corporation shall be THOMAS G. JONES. The street address of the initial registered office of this corporation, which is identical with the business office of the Registered Agent, is 3000 Tish Way, Longwood, Florida 32779.

ARTICLE XIII

INDEMNIFICATION

Every Director and Officer of the Association shall be indemnified by the Association to the full extent allowed bylaw, including, without limitation, indemnification against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement thereof 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 at the time such expenses are incurred, except in cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in 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.

ARTICLE XIV

LIMITATIONS

This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the ByLaws. There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or Officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied in the manner provided for in the ByLaws. The Corporation may pay compensation in a reasonable amount to its Members, Directors and Officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distribution to its Members as is permitted by the Court having jurisdiction thereof, and no such payments, benefit or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XV

BYLAWS

The ByLaws of this Corporation shall be adopted by the first Board of Directors. The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors or the Members of the Corporation at any duly called meeting of the Members in the manner provided by the ByLaws.

ARTICLE XVI

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation which do not conflict with the applicable law may be made by a majority of the Board of Directors or a majority of the voting Members. Such proposals shall set forth the proposed alteration, amendment or rescission, shall be in writing, filed by the Board of Directors or a majority of the Members and delivered to the President, who shall thereupon call a special meeting of the Corporation not less than ten (10) days nor later than sixty (60) days from receipt of the proposed Amendment, the notice for which shall be given in the manner provided in the ByLaws. An affirmative vote of seventy-five (75%) percent of all qualified votes of the Members of the Corporation shall be required for the requested alteration, amendment or rescission.

ARTICLE XVII

DISSOLUTION

In the event of the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all assets of the Corporation exclusively to such charitable, educational, religious or scientific entities as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law) and shall be selected by the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 5th day of February, 1996, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.

WITNESSES:

Larry W. Toler
Print Name: LARRY W. TOLER

Mary LaFlesh
Print Name: Mary LaFlesh

THOMAS G. JONES

STATE OF FLORIDA
COUNTY OF Seminole

PERSONALLY APPEARED before me, an officer duly authorized to administer oaths and take acknowledgements, THOMAS G. JONES, to me well known, and who took an oath, and he acknowledged before me that he executed the above and foregoing Articles Of Incorporation for the interests and purposes as set out therein.

SWORN to and subscribed before me this 5th day of February, 1996.

(Seal)



MARY O LAFLESH
My Commission CC259812
Expires Feb. 15, 1997
Huckleberry Associates Inc
800-422-1555

Mary O. La Flesh
NOTARY PUBLIC-STATE OF FLORIDA
Print Name: Mary O. La Flesh
Commission No.: CC 259812
Commission Expires: 2-15-97

FILED
96 FEB -01 AM 11:21
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

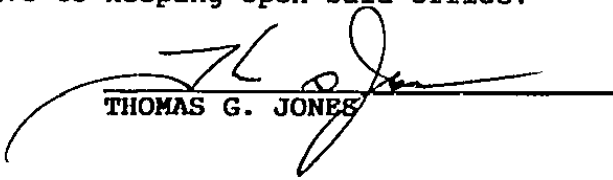
CEDAR COVE OF LONGWOOD HOMEOWNERS ASSOCIATION, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That CEDAR COVE OF LONGWOOD HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Longwood, County of Seminole, Florida, has named THOMAS G. JONES, located at 3000 Tish Way, City of Longwood, State of Florida, 32779, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above 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 Act relative to keeping open said office.


THOMAS G. JONES