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FAX DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: JOHN KINGMAN KEATING, P.A.  
749 NORTH GARLAND AVE  
SUITE 101  
ORLANDO FL 32801-0000

FAX: (904) 922-4000

CONTACT: JOHN KINGMAN KEATING

PHONE: (407) 425-2907

FAX: (407) 843-8964

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DOCUMENT TYPE: FLORIDA NON-PROFIT

CORPORATION

NAME: CHATHAM WOODS HOMEOWNERS ASSOCIATION, INC.

FAX AUDIT NUMBER: H96000004447

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/27/1996

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TALLAHASSEE, FLORIDA

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APR-02-'96 TUE 15:20 ID:

TEL NO:

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03/28/80 12:03 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 28, 1996

JOHN KINGMAN KEATING PA  
749 NO GARLAND AVENUE STE 101  
ORLANDO, FL 32801

SUBJECT: CHATHAM WOODS HOMEOWNERS ASSOCIATION, INC.  
REF: W96000006749

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6878.

Terri Buckley  
Corporate Specialist

FAX Aud. #: H96000004447  
Letter Number: 296A00014291

*Corrected Document Attached*

*407-425-2907 (phone)*

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# ARTICLES OF INCORPORATION

## CHATHAM WOODS HOMEOWNERS ASSOCIATION, INC.

FILED  
56 APR-2 1996  
SEC. OF STATE

By these Articles of Incorporation, the undersigned Subscriber forms a corporation for profit in accordance with Chapter 617 of the Florida Statutes and certifies as follows:

### ARTICLE I NAME AND ADDRESS

The name of the corporation shall be CHATHAM WOODS HOMEOWNERS ASSOCIATION, INC. ("Association"). The Association's mailing address shall be 912 N. Highland Avenue, Orlando, Florida 32803, or at such other place as the Board of Directors may designate at some future time.

### ARTICLE II REGISTERED AGENT

Anthony C. Martin, whose address is 912 N. Highland Avenue, Orlando, Florida 32803, is hereby appointed the initial registered agent of the Association.

### ARTICLE III PURPOSE AND DEFINITIONS

**3.1 Purpose.** The purpose for which the Association is organized is to provide an entity for the maintenance and operation of certain real property of the Association, and the preservation and maintenance thereof, as defined in and in accordance with the terms and conditions of the Declarants of Covenants, Conditions and Restrictions of Chatham Woods recorded in Official Records Book \_\_\_\_\_, Pages \_\_\_\_\_ of the Public Records of Orange County, Florida and any supplements, replacements or amendments thereto ("Declaration"). The capitalized terms used herein shall have the same meanings as set forth in Article I of the Declaration.

**3.2 Purpose and Powers of the Association.** The Association shall operate, maintain and manage the surface or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 42-095-1696N-ERP 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.

A. Wayne Rich  
912 North Highland Avenue  
Orlando, Florida 32803  
(407) 649-4205

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**3.3 Nonprofit Character of Association.** The Association does not contemplate pecuniary gain or profit direct or indirect, to its members, the Association shall make no distributions of income to its members, directors or officers.

**ARTICLE V  
MEMBERS**

**5.1 Member.** The Members of the Association shall consist of the Declarant and all the Owners of a Lot as defined in the Declaration, provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member, unless they have obtained record title to the Lot by foreclosure or deed in lieu of foreclosure.

**5.2 Change of Membership.** Change of membership in the Association shall be established by recording in the Public Records of Orange County, Florida, a deed or other instrument establishing a record title to a Lot. The Owner designated by such instrument thus becomes a Member of the Association and the membership of the prior owner is terminated. The new Owner shall notify the Association of the recording of a deed or other instrument establishing record title and shall furnish the Association a certified copy of such instrument if required by the Association.

**5.3 Membership Rights Appurtenant to Lot Ownership.** 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 the Lot.

**ARTICLE VI  
VOTING RIGHTS**

The Association shall have two classes of voting membership:

**Class A.** Class A Members shall be all Lot Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. 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 they determine, but in no event shall more than one vote be cast with respect to any Lot.

**Class B.** The Class B Member shall be the Declarant, or its successors and assigns, and shall be entitled to three (3) votes for each Lot owned until the turnover date, as established in Article III, Section 2 of the Declaration ("Turnover Date"). The Class B Membership shall cease and be converted to Class A Membership and shall be entitled to vote as such on the Turnover Date.

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**ARTICLE VII**  
**DIRECTORS**

**7.1 Size of Board of Directors.** The affairs of the Association shall be managed by a Board of Directors of no more than five (5) Directors.

**7.2 First Board of Directors.** The first election of Directors shall not be held until the Turnover Date. The Directors named in these Articles shall serve until the first election of Directors, or until replaced by the Declarant in its sole discretion. Any vacancies in the Board of Directors occurring before the first election of Directors shall be filled by the Declarant appointing a replacement. With the exception of Declarant appointed members of the Board of Directors, each Director shall be a Member of the Association. Until the Turnover Date, Directors need not be Members of the Association.

**7.3 Composition of the First Board of Directors.** The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until their resignation or removal are as follows:

Anthony C. Martin  
912 N. Highland Avenue  
Orlando, FL 32803

A. Wayne Rich  
912 N. Highland Avenue  
Orlando, FL 32803

Gwen C. Rich  
912 N. Highland Avenue  
Orlando, FL 32803

**ARTICLE VIII**  
**OFFICERS**

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the board of directors at its first meeting and annually thereafter following each annual meeting of the Members of the Association. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Anthony C. Martin 912 N. Highland Avenue  
Orlando, Florida 32803

Vice President: A. Wayne Rich 912 N. Highland Avenue  
Orlando, Florida 32803

Secretary/Treasurer Gwen C. Rich 912 N. Highland Avenue  
Orlando, Florida 32803

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**ARTICLE IX  
INDEMNIFICATION**

**9.1 Indemnification.** Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement or any proceeding or any appeal from such proceeding 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 officers of the Association, whether or not he is a Director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or officer shall be adjudged liable for gross negligence or willful misconduct, in the performance of his duties. 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.

**9.2 Expenses.** Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigate 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 Director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

**9.3 Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation. The Association shall purchase liability insurance on behalf of any person who is or was a Director or officer of the Association, insuring against any liability asserted against him and incurred by him in such capacity, or arising out of his status as such.

**ARTICLE X  
BY-LAWS**

The Bylaws of the Association shall be adopted by the board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

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**ARTICLE XI**  
**AMENDMENTS**

**11.1 Amendments.** Upon the vote of twenty-five percent (25%) of the Members of the Association, an amendment may be proposed to the Articles. To become effective, the amendment shall require the assent of seventy-five percent (75%) of the votes of the Members of the Association.

**11.2 Declarant Amendment.** Notwithstanding anything contained herein to the contrary, until the Turnover Date, these Articles of Incorporation may be amended by the Declarant filing such an amendment with the office of the Secretary of State of Florida which amendment need only be joined by a majority of the members of the Board of Directors of the Association.

**ARTICLE XII**  
**FHA/VA APPROVAL**

As long as there is a Class B voting membership, as described in Article III, Section 2 of the Declaration, the annexation of additional Properties, dedication of Common Area and amendment of any provision of these Articles shall require the written approval of the Federal Housing Administration and the Veterans Administration "FHA/VA", agencies of the U.S. Government.

**ARTICLE XIII**  
**TERM**

**13.1 Existence and Duration.** Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

**13.2 Dissolution.** The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of each class of members.. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to any 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 to be devoted to such similar purposes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

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**13.3 Conflict.** The provisions of these Articles of Incorporation are subject to the provisions of the Declaration, and where any conflict between the provisions hereof and the Declaration exist, the provisions of the Declaration shall govern.

**ARTICLE XIV  
SUBSCRIBER**

The name and address of the subscriber to these Articles of Incorporation are as follows:

Anthony C. Martin  
912 N. Highland Avenue  
Orlando, Florida 32803

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed this 1st day of April, 1996.

Victoria Equities Realty & Management Co.,  
Inc., a Florida corporation

By: Anthony C. Martin  
ANTHONY C. MARTIN

Its: President

(CORPORATE SEAL)

STATE OF FLORIDA            )  
                                  ) SS:  
COUNTY OF ORANGE        )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ANTHONY C. MARTIN, to me known to be the President of Victoria Equities Realty & Management Co., the corporation described in the foregoing Articles of Incorporation, and he acknowledged that he executed the said Articles of Incorporation, on behalf of the corporation, for the purposes therein expressed.

WITNESS my hand and official seal in the State of County last aforesaid this 1st day of April, 1996..

Marie E. McLaughlin  
NOTARY PUBLIC

My Commission Expires:

6

MARIE E. McLAUGHLIN  
Notary Public, State of Florida  
My Comm. expires May 18, 1996  
Comm. No. CC202153

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MAR-27-'96 WED 17:42 ID:

TEL NO:

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WITNESS my hand and official seal in the State of County last  
aforesaid this 26th day of March, 1996.

  
NOTARY PUBLIC

My Commission Expires:

MARIE E. McLAUGHLIN  
Notary Public, State of Florida  
My Comm. expires May 18, 1996  
Comm. No. CC202153

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR THE SERVICE OF PROCESS IN THIS STATE**

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with said Act.

CHATHAM WOODS HOMEOWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 912 N. Highland Avenue, Orlando, Florida 32803, has named Anthony C. Martin, located at said address, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designed in this Certificate, hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said offices.

By: Anthony C. Martin  
Anthony C. Martin

Date: 4/1/96

FILED  
96 APR -2 PM 5:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Victoria Equities  
Realty & Management Co.

ANTHONY C. MARTIN  
President

FILED  
96 JUL 22 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

July 19, 1996

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

RE: FILING OF AMENDMENT OF ARTICLES - CHATHAM WOODS

Dear Division:

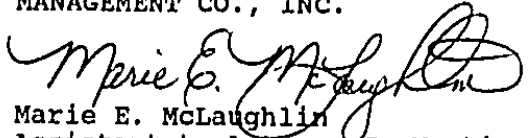
Enclosed is a document regarding the above referenced and a check in the amount of \$35.00 to have the document filed.

Also enclosed is a stamped, self-addressed envelope for the return of the recorded document

If you have any questions, please do not hesitate to contact me.  
Thank you.

Very truly yours,

VICTORIA EQUITIES REALTY &  
MANAGEMENT CO., INC.

  
Marie E. McLaughlin  
Assistant to Anthony C. Martin

/mem  
Enclosures

*Amend*

VS JUL 29 1996

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ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF CHATHAM WOODS  
HOMEOWNERS' ASSOCIATION, INC.

FILED  
96 JUL 22 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CHATHAM WOODS HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, pursuant to the requirements of Chapter 617 of the Florida Statutes, and with the approval of its members and its directors, hereby adopts and submits these Articles of Amendment.

FIRST: The name of the Corporation is CHATHAM WOODS HOMEOWNERS' ASSOCIATION, INC.

SECOND: The Articles of Incorporation of the Corporation are amended as set forth in the attached Exhibit "A", incorporated herein by reference.

THIRD: The foregoing amendment to the Articles of Incorporation was adopted and approved by the Board of Directors and by at least seventy-five percent (75%) of the votes entitled to be cast by the members, present in person or represented by proxy, at a meeting duly held on the 27<sup>th</sup> day of JUNE, 1996, which votes were sufficient for approval.

Dated this 1st day of JULY, 1996.

Signed, sealed and delivered  
in the presence of:

Marie E. McLaughlin  
Print Name: MARIE E. MCLAUGHLIN

CHATHAM WOODS  
HOMEOWNERS' ASSOCIATION, INC.

Kerry-Ann Hue  
Print Name: KERRY-ANN HUE

By: Anthony C. Martin  
Anthony C. Martin, President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of July, 1996, by Anthony C. Martin, as President of CHATHAM WOODS HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC

Signature: Marie E. McLaughlin  
Print Name: MARIE E. MCLAUGHLIN  
State of Florida at Large  
MY COMMISSION EXPIRES:



MARIE E. MCLAUGHLIN  
My Comm Exp. 5/18/00  
Bonded By Service Ins  
No. CC533722  
☒ Personally Known ☐ Other I D

EXHIBIT "A"

RESOLUTION ESTABLISHING  
AMENDMENTS TO THE ARTICLES OF INCORPORATION  
OF CHATHAM WOODS  
HOMEOWNERS' ASSOCIATION, INC.

RESOLVED, that the Board of Directors of Chatham Woods Homeowners' Association, Inc. (the "corporation") does hereby ratify and approve the following amendments to the Articles of Incorporation for the corporation, and directs that the same be submitted to a vote at a meeting of all of the members of the corporation entitled to vote thereon:

I. Article XI, Section 11.1 is hereby deleted and the following provision is substituted in its place:

"Section 11.1 Amendments. Upon the vote of twenty-five percent (25%) of the Members of the Association, an amendment may be proposed to the Articles. To become effective, the amendment shall require the assent of two-thirds (2/3) of the votes of the Members of the Association."

II. Article XII is hereby deleted and the following Article is added in place thereof:

ARTICLE XII  
FHA/VA APPROVAL


"As long as there is a Class B voting membership, as described in Article III, Section 2 of the Declaration, the annexation of additional properties, mergers and consolidations, mortgaging and dedication of Common Area, dissolution of the Association, and amendment of any provision of these Articles shall require the prior written approval of the Federal Housing Administration and the Veterans' Administration "FHA/VA", agencies of the US Government."

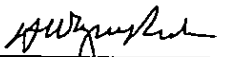
III. Article XIII, Section 13.2 is hereby deleted and the following provisions are substituted in its place:

"Section 13.2 Dissolution. The Association may be dissolved with assent given in writing and signed by not less than seventy-five percent (75%) of each Class of Members. Upon dissolution of the Association, the assets of the Association shall be dedicated to any appropriate public agency or conveyed to another non-profit organization, with purposes similar to those for which this Association was created."

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation."

Dated this 15 day of July, 1996.

  
\_\_\_\_\_  
Anthony C. Martin, Director

  
\_\_\_\_\_  
A. Wayne Rich, Director

  
\_\_\_\_\_  
Gwen C. Rich, Director