

N9600004177

THOMAS E. QUICK
 Requestor's Name
2700 HADLEY RD
 Address
TALLAHASSEE, FL 32308 909
 City/State/Zip Phone # 668-0389

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 DIVISION OF CORPORATION

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

- 1 ORCHID SEED LANE HOME OWNERS ASSOC.
 (Corporation Name) (Document #)
- 2 _____
 (Corporation Name) (Document #)
- 3 _____
 (Corporation Name) (Document #)
- 4 _____
 (Corporation Name) (Document #)

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☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certified Copy
☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF INCORPORATION

OF

ORCHID SEED LANE HOMEOWNERS ASSOCIATION, INC
A Corporation Not for Profit)

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ARTICLE I

NAME

The name of this corporation shall be Orchid Seed Lane Homeowners Association "Association" "Developer", "Owner", "Lot", "Properties", and any other defined terms used in these Articles shall have the definitions given to those terms in the Declaration of Covenants and Restrictions referred to hereafter.

ARTICLE II

PURPOSES

The general nature, objects, and purposes of the Association are as follows:

(a) To promote the health, safety, and social welfare of the owners of property within that area referred to as the Properties in the Declaration of Covenants, Conditions and Restrictions for ORCHID SEED LANE HOMEOWNERS ASSOCIATION, INC. to be recorded in the Public Records of Leon County, Florida (the *2700 HADLEY RD. TALLAHASSEE, FL 32308* Declaration").

(b) To maintain and/or repair landscaping in the Common Areas, the Private Drives, boundaries, sidewalks and/or access paths, and other improvements for which the obligation to maintain and repair has been delegated and accepted.

(c) To control the specifications, architecture, design, appearance, elevation, and location of, and landscaping around, all buildings of any type, including walls, fences, antennas, sewers, drains, disposal systems, or other structures now or hereafter constructed, placed, or permitted to remain in the Properties, as well as the alteration, improvement, addition, or change thereto.

(d) To provide, purchase, acquire, replace, improve, maintain, and/or repair such buildings, structures, street lights, and other structures, landscaping, paving, and equipment, both real and personal, related to the health, safety, and social welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

(e) To operate without profit for the sole and exclusive benefit of its members.

(f) To perform all of the functions contemplated for the Association in the Declaration of Covenants, Conditions and Restrictions described above.

ARTICLE III

GENERAL POWERS

The general powers that the Association shall have are as follows:

(a) To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation

(b) To promulgate and enforce rules, regulations, bylaws, covenants, restrictions, and agreements to effectuate the purposes for which the Association is organized.

- (c) To delegate power or powers where such is deemed in the interest of the Association
- (d) To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of, real or personal property except to the extent restricted hereby, to enter into, make, perform, or carry out contracts of every kind with any person, firm corporation or association, and to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida
- (e) To fix assessments to be levied against property in order to defray expenses and costs of effectuating the objects and purposes of the Association, to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies or other organizations for the collection of such assessments
- (f) To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association
- (g) To pay taxes and other charges, if any, on or against property owned or accepted by the Association
- (h) In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein. The Association is prohibited from selling or mortgaging in any manner, direct or indirect, any real property owned by it without the prior written consent of the Developer, which consent may be refused by the Developer for any reason whatsoever

ARTICLE IV

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association

ARTICLE V

VOTING RIGHTS

The Association shall have one class of membership and each unit owner shall be a member and shall be entitled to one vote each lot owned.

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Developer and shall be entitled to one 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 among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership

ARTICLE VI

BOARD OF DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of three persons. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are

SHALL BE ELECTED AS STATED IN BY-LAWS

NAME

ADDRESS

_____	_____
_____	_____
_____	_____

ARTICLE VII

OFFICERS

The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, a Vice President, and Secretary-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. The names of the officers who are to serve until the first election or appointments are:

ARTICLE VIII

BYLAWS

The Bylaws of the Association are to be adopted, and then amended or rescinded, at a regular or special meeting of the members of the Association, by a vote of the majority of the votes of the Association.

ARTICLE IX

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or a majority of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than two-thirds (2/3rds) of the total number of votes in each class of membership.

ARTICLE X

CORPORATE EXISTENCE

The Association shall have perpetual existence

ARTICLE XI

SUBSCRIBERS

The names and addresses of the subscribers are as follows

THOMAS E. QUICK 2700 HADLEY RD TALLAHASSEE, FL. 32308
ARTICLE XII SIGNED. Thomas E. Quick

INDEMNIFICATION OF OFFICERS AND DIRECTORS

(a) The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding.

(1) Whether civil, criminal, administrative, or investigative other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director or Officer of the Association, or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee, or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred, and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination shall be made 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.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law

ARTICLE XIII

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 other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void, or violable solely for this 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 votes are 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) Interest 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 XIV

DISSOLUTION OF THE ASSOCIATION

(a) Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner and relative priority:

1. Real property contributed to the Association without the receipt of other than nominal consideration by the Developer (or its predecessor in interest) shall be returned to the Developer (whether or not exercising such rights at the time of such dissolution), unless and except to the extent it refuses to accept the conveyance (which it may do in whole or in part).

2. Dedication shall be made to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication, and which the authority is willing to accept and provide maintenance for.

3. Remaining assets shall be distributed among the classes of membership, as tenants in common, with each member's share of the assets to be determined as an aliquot portion of the member's interest in the class to which the member belongs.

(b) The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4ths) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 61.7 03, as now exists or may hereafter be amended, and approved by two-thirds (2/3rds) of the voting rights of the Association's members and by the Developer.

IN WITNESS WHEREOF the Subscribers have hereunto set
their hands and seals this _____ day of _____ 1996

(Seal)

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME personally appeared and to me well known and known to me to be the individuals described in and who executed the foregoing instrument as President and Secretary/Treasurer of the above named ORCHID SEED LANE HOMEOWNERS ASSOCIATION, INC., a non-profit corporation, and severally acknowledged to and before me that they executed such instrument as such President and Secretary/Treasurer, respectively, of said corporation and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation

WITNESS my hand and official seal this ____ of ____ 1996

Notary Public
State of Florida At Large

My Commission Expires

STATE OF FLORIDA
COUNTY OF LEON

Before me personally appeared to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument as a Subscriber to the Articles of Incorporation of ORCHID SEED LANE HOMEOWNERS ASSOCIATION, INC., a corporation not for profit

WITNESS MY HAND official seal this ____th day of ____ 1996

Notary Public
State of Florida at Large

My commission expires

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

In compliance with Section 48.091, Florida Statutes, the following is submitted -

That ORCHID SEED LANE HOMEOWNERS ASSOCIATION, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at Tallahassee, Leon County, Florida, has named Thomas Quick, located at Tallahassee, Florida, as its agent, to accept service of process within Florida

Corporate Officer

Title _____

Date _____

Having been named to accept Service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ORCHID SEED LAKE HOME OWNERS, ASSOC.

2. The name and address of the registered agent and office is:

THOMAS E. QUICK
(NAME)

2700 HADLEY RD
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

TALLAHASSEE, FL 32308
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA
STATE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Thomas E. Quick
(SIGNATURE)

8/9/96
(DATE)