

N 9800000 4232

DPC ENGINEERING &  
DEVELOPMENT SERVICES, INC.  
823 N. Thornton Avenue  
Orlando, Florida 32803

City/State/Zip

Phone #

Office Use Only

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

- EFFECTIVE DATE**  
7-16-98
1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- FILED**  
**98 JUL 20 AM 12:30**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input 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

Examiner's Initials

## ARTICLES OF INCORPORATION

EFFECTIVE DATE  
7-16-98

FILED  
98 JUL 20 AM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

### ARTICLE I

#### Name of Corporation

The name of the corporation is River Place Homeowners Association, Inc. (hereinafter the "Association").

### ARTICLE II

#### Commencement of Corporate Existence

This Corporation shall commence corporate existence as of the day and year that these Articles of Incorporation are signed and shall have perpetual existence unless sooner dissolved according to law. The existence of the Association shall also be commenced with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

### ARTICLE III

#### Principal Office of the Association

The principal office of the Association is 823 Thornton Avenue, Orlando, FL 32803.

### ARTICLE IV

#### Registered Office and Registered Agent

The street address of the initial registered office of the Association is 823 N. Thornton Avenue, Orlando, FL 32803, and the name of the initial registered agent at that address is Robert B. Paymayesh as Trustee.

**ARTICLE V**  
**Purpose and Powers of the Association**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property described. The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns Water Management District permit no. 42-0952011N-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 (hereinafter the "Property") and to promote the health, safety and welfare of the business operating within the above-described property and any addition thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association including establishing rules and regulation for the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements (hereinafter the "Declaration"), applicable to the Property and recorded or to be recorded in the Public Records of the Clerk of Orange County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration ; to pay all expenses in connection herewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levies or imposed against the Property of the Association and to enter into contracts for the rendering of services for the benefit of the Common Property and the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operated, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property and specifically, the Common Property as defined in the Declaration, in connection with the affairs of the Association;

(d) Borrow money and mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To sue or be sued on behalf of the affairs of the Association;

(f) Dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;

(g) Participate in mergers and consolidation with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of each class of members; and

(h) Have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, the Nonprofit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

## **ARTICLE VI**

### **Membership**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or portion thereof that is subject by covenants or 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, or persons who are leasing a Lot within the Property. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Dwelling Unit that is subject to assessment by the Association.

## **ARTICLE VII**

### **Voting Rights**

The Association shall have two classes of voting membership:

Class A: Class a members shall be every person or entity who is an Owner of a fee simple or undivided fee simple interest in any Lot that is subject by covenants of record to assessment by the Association, excluding the Developer. The Class A member shall be entitled to one (1) vote for each platted lot owned by such member.

Class B: The Class B member shall be the Declarant (as defined in the Declaration) and shall be entitled to five (5) votes for each platted lot . The Class B membership shall terminate and become converted to Class A membership on December 31, 2010.

**ARTICLE VIII**  
**Board of Directors**

The affairs of this Association shall be managed initially by a Board of three (3) Directors who shall serve until the organizational meeting and thereafter by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The Board shall have a one (1) year term, a two (2) year term and a three (3) year term. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

**Name**

**Address**

At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year.

**ARTICLE IX**  
**Initial Officers**

The affairs of the Association shall be managed by a President, Vice President, Secretary and Treasurer, and such other officers as permitted in the Bylaws. The names and addresses of those persons who are to act as the officers of the corporation until the election of their successors are:

**Name**

**Office**

**Address**

Robert B. Paymayesh	President	823 N. Thornton Avenue Orlando, FL 32803
M. Russell Davidson	Vice President	823 N. Thornton Avenue Orlando, FL 32803
Debra L. Cunningham	Secretary/Treasurer	823 N. Thornton Avenue Orlando, FL 32803

The above-named officers shall serve until the first and organizational meeting of the Board of Directors of the corporation. The officers shall be elected by the Directors at the first meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their election.

**ARTICLE XI**  
**Dissolution**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 an 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

#### **ARTICLE XI**

##### **Amendments**

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

#### **ARTICLE XII**

##### **Bylaws**

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority vote of the Board of Directors.

**IN WITNESS WHEREOF**, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporates of this Association, have executed these Articles of Incorporation of the 16<sup>th</sup> day of July, 1998.

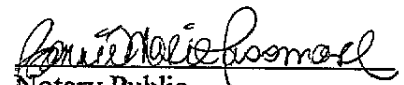

  
Robert B. Paymayesh

  
M. Russell Davidson

  
Debra L. Cunningham

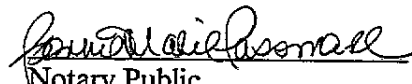

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of July (month), 1998 (year), by Robert B. Pryor (name), who is: ☒ personally known to me or ☐ has produced the following identification \_\_\_\_\_ and who did not take an oath.

  
Notary Public  
 BONNIE MARIE PASSMORE  
My Commission CC529692  
Expires Feb. 01, 2000

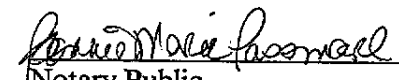

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of July (month), 1998 (year), by M. Russell Davidson (name), who is: ☒ personally known to me or ☐ has produced the following identification \_\_\_\_\_ and who did not take an oath.

  
Notary Public  
 BONNIE MARIE PASSMORE  
My Commission CC529692  
Expires Feb. 01, 2000

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of July (month), 1998 (year), by Debra L. Cunningham (name), who is: ☒ personally known to me or ☐ has produced the following identification \_\_\_\_\_ and who did not take an oath.

  
Notary Public  
 BONNIE MARIE PASSMORE  
My Commission CC529692  
Expires Feb. 01, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

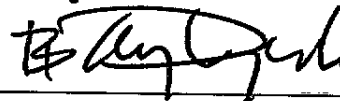
In compliance with Sections 48.091 and 617.0501, Florida Statutes,  
the following is submitted:

**River Place Homeowners Association, Inc.** (the "Corporation")  
desiring to organize as a domestic corporation or qualify under the laws of the State of  
Florida has name and designated Robert B. Paymayesh as its Registered Agent to accept  
service of process within the State of Florida with its registered office located at 823 N.  
Thornton Avenue, Orlando, Florida 32803

**ACKNOWLEDGMENT**

Robert B. Paymayesh, having been named as Registered Agent for  
the Corporation at the place designated in this Certificate, I hereby agree to act in this  
capacity; I am familiar with and accept the obligations of Section 607.325, Florida Statutes,  
as the same may apply to the Corporation; and I further agree to comply with the  
provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may  
apply to the Corporation relating to the proper and complete performance of my duties as  
Registered Agent.

Dated this 15 day of July (month), 1998 (year).



Robert B. Paymayesh  
Registered Agent

FILED  
98 JUL 20 AM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA