

# N99000002033

Greenberg Traurig

Requestor's Name

Address

Michelle 425-8536

City/State/Zip

Phone #

Office Use Only

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

1. Devon Park Master  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 APR - 1 PM 12: 28

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- Walk in   
  Pick up time call me   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

NEW FILINGS		AMENDMENTS	
Profit		Amendment	
NonProfit		Resignation of R.A., Officer/ Director	
Limited Liability		Change of Registered Agent	
Domestication		Dissolution/Withdrawal	
Other		Merger	

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

*Call when Ready*

T. SMITH APR 01 1999

Examiner's Initials

GREENBERG  
ATTORNEYS AT LAW  
TRAURIG

Julie L. Fisher, Paralegal  
Direct Line: (407) 418-2381

April 1, 1999

Via Hand Delivery

Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: Filing of Articles of Incorporation on April 1, 1999 for Devon Park Master Owners' Association, Inc.**

To Whom It May Concern:

Enclosed is one original and one photocopy of the Articles of Incorporation for DEVON PARK MASTER OWNERS' ASSOCIATION, INC. Also, enclosed is this law firm's check payable to the Florida Secretary of State in the amount of \$78.75 representing the filing, registered agent, and certified copy fees associated with this filing.

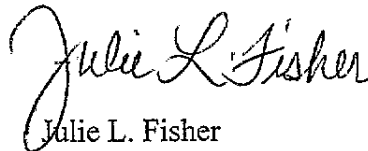
Please file the enclosed Articles *immediately* and return a certified copy of said Articles to the Greenberg Traurig box located in your office to the attention of Michelle Beal.

Thank you for your prompt assistance with this matter.

Please contact me if you should have any questions at (407) 418-2381.

Sincerely,

GREENBERG TRAUIG, P.A.



Julie L. Fisher  
Paralegal

jlf/enclosures

cc: D. Helen Ford, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**DEVON PARK MASTER OWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned incorporator, who is above the age of eighteen (18) years and competent to contract, has this day executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida and does hereby certify:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is DEVON PARK MASTER OWNERS' ASSOCIATION, INC. (hereinafter called the "Association").

**ARTICLE II**

**PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal place of business and the mailing address of the Association is located at 541 S. Orlando Avenue, Suite 210, Maitland, Florida 32751.

**ARTICLE III**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 541 S. Orlando Avenue, Suite 210, Maitland, Florida 32751, and the name of the initial registered agent at that address is Douglas A. Hoeksema.

**ARTICLE IV**

**DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain **Master Declaration of Covenants, Conditions and Restrictions for Devon Park** recorded or to be recorded in the Public Records of Osceola County, Florida, as it may from time to time be amended (hereinafter called the "Master Declaration").

## ARTICLE V

### PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit. The Association shall not pay dividends and no part of any income of the Association shall be distributed 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 or as otherwise authorized by Chapter 617, Florida Statutes. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws of the Association, or the Master Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Master Declaration, any Supplemental Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvements of The Property, Common Areas and Parcels within its jurisdiction. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part, to any Owner, sub-association, municipal service taxing unit, municipal service benefit unit or other governmental unit, community development district, public body, or similar entity. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Master Declaration, these Articles and the By-Laws.

Notwithstanding the foregoing paragraph, except as may otherwise be provided in the Declaration, the Association shall remain ultimately and primarily responsible for the operation, maintenance and repair of the Private Road and Tract A, and upon dissolution of the Association, ownership of the Private Road and Tract A shall be conveyed or transferred by the Association to Osceola County, a political subdivision of the State of Florida ("Osceola County"), or other appropriate governmental or public agency. If such conveyance or transfer is not accepted by Osceola County, or other appropriate governmental or public agency, then the Association shall convey or transfer the Private Road and Tract A to another non-profit corporation as otherwise authorized by Chapter 617, Florida Statutes.

## ARTICLE VI

### MEMBERSHIP

Section 1. Members. Every person or entity who is a record Owner of a fee or undivided fee interest in any Parcel shall be a Member of the Association. Notwithstanding anything else to the contrary set forth in this Section 1, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. Developer shall also be a Member in accordance with the provisions of Section 2 of this Article VI. The Association membership of each Owner shall be appurtenant to, and may not be separated from, the Parcel giving rise to such membership, and shall not be transferred except upon the transfer of

title to said Parcel and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a Parcel shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof. On the date of filing of these Articles, there shall be two types of Members, designated as follows:

a. Active Members. The Owner or Owners of Lot 3 shall be active Member(s) of the Association upon the filing of these Articles of Incorporation.

b. Inactive Members. The Owner or Owners of Lots 1 and 2, including Developer, shall be inactive Member(s) of the Association unless and until such time as said Owner or Owners notify the Secretary of the Association in writing of its election to activate its membership. For purposes of the foregoing, an Owner that is an inactive Member shall have all of the rights associated with membership, but shall not have the right to utilize such membership rights until it notifies the Secretary of the Association, in writing, of its election to activate such rights as set forth herein.

Section 2. Class. The Association shall have one (1) class of voting membership:

Class A. Class A Members shall be all those Owners, as defined in Article I, Section 1(i) of the Master Declaration including the Developer, provided that the Developer still owns a Parcel within The Property, who are active Members in accordance with Section 1 hereof. Each Class A Member shall be entitled to a number of votes equal to the gross acreage of that Member's Parcel. When any Parcel entitling the Owner to Membership in the Association is owned of record in the name of two or more persons or entities, or if two or more persons or entities have the same fiduciary relationship respecting the same Parcel, then unless the instrument or order appointing them or creating the tenancy otherwise directs and such instrument or copy thereof is filed with the Secretary of the Association, such Owner shall elect one official representative to qualify for voting in the Association and shall notify in writing the Secretary of the Association of the name of such individual. The vote of such individual shall be considered to represent the will of all Owners of the Parcel. In the circumstance of such common ownership if the Owners fail to designate their voting representative, then the Association may accept the person serving the right to vote as the voting Owner until notified to the contrary by the other Member(s). Upon such notification, the Owner may not vote until the Owners appoint their representative pursuant to this paragraph. All fractional votes shall be rounded off to the nearest whole number. For purposes of determining voting rights hereunder, the Membership roster shall be set as of sixty (60) days prior to the commencement of the Association's fiscal year.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed and administered by a Board of Directors consisting of a minimum of three (3) directors and a maximum of five (5) directors, as determined by the Board, from time to time. Initially, the members of the Board shall be comprised of three (3) individuals selected by the Owner of Lot 3 on the Plat. In the event that

the Owner or Owners of Lot 1 and/or Lot 2 on the Plat elect to activate their membership rights, as provided herein, upon such activation, the Owner of such Parcel shall be permitted to appoint one (1) individual to serve on the Board.

Interim vacancies in the Board of Directors shall be filled by the Owner(s) whose representative position on the Board has been vacated, and any such appointed Director shall serve for the remaining term of his predecessor. All successor directors shall serve for terms of one (1) year each, or until their successor is duly elected and qualified.

## ARTICLE VIII

### OFFICERS

The day-to-day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association, which may include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
President:	Michael J. Mulhall	Trammel Crow Residential 541 S. Orlando Avenue, Suite 210, Maitland, Florida 32751
V. President	Robert Gaherty	Trammel Crow Residential 541 S. Orlando Avenue, Suite 210, Maitland, Florida 32751
Secty/Treas:	Joan Zanowick	Trammel Crow Residential 541 S. Orlando Avenue, Suite 210, Maitland, Florida 32751

## ARTICLE IX

### DURATION

The Association shall commence corporate existence on the date of filing of these Articles with the Florida Secretary of State and shall exist perpetually unless sooner dissolved according to law.

## ARTICLE X

### AMENDMENTS

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

Section 1. Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes.

Section 3. Filing. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

Section 4. Limitations. No amendment shall be made that is in conflict with the Master Declaration.

## ARTICLE XI

### BYLAWS

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

## ARTICLE XII

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall defend, indemnify and hold harmless any person of the Association who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Association:

(a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Association, if he acted in good faith.

Section 2. 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, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Association.

Section 4. Any indemnification under Section 1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) 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, or (b) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority vote of active Members of the Association.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Association.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees or agents may be entitled under the Association's Bylaws, agreement, vote of Members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be



against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section 8. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of his capacities as described in Section 1, whether or not the Association would have the power to indemnify him or her under this Article.

Section 9. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

### **ARTICLE XIII**

#### **INCONSISTENCY**

In the event of any inconsistency between the terms and provisions contained in the Master Declaration and those contained in these Articles of Incorporation, the terms and provisions of the Master Declaration shall prevail.

### **ARTICLE XIV**

#### **INCORPORATOR**

The name and street address of the sole incorporator to these Articles of Incorporation is as follows:

Douglas A. Hoeksema  
Trammel Crow Residential  
541 S. Orlando Avenue, Suite 210  
Maitland, Florida 32751

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 31 day of March, 1999.

Douglas A. Hoeksema  
Douglas A. Hoeksema

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 31<sup>st</sup> day of March, 1999 by Douglas A. Hoeksema, who is personally known to me.

(Notary Seal)

Saleesa Miller-Pope  
(Signature of Notary Public)

\_\_\_\_\_  
(Typed name of Notary Public)  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_  
My commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT FOR  
SERVICE OF PROCESS**

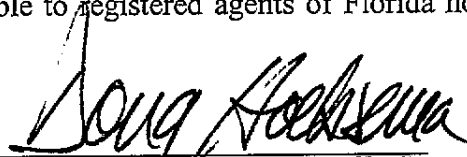
Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

DEVON PARK MASTER OWNERS' ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 561 S. Orange Avenue, Suite 210, Maitland, Florida 32751, has named Douglas A. Hoeksema, located at the above-registered office, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated not-for-profit corporation, at the place designated in this Certificate, the undersigned, hereby agrees to act in this capacity, and agrees to comply with the provision of said statutes relative to keeping open said office, and further states it is familiar with, and accepts, the obligations of said statutes applicable to registered agents of Florida not-for-profit corporations.



Print Name: Douglas A. Hoeksema

Dated: 3/31/99

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99 APR - 1 PM 12: 28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA