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CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
99 MAY 10 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 5-10-99

REF. #: 0164. 6746

CORP. NAME: River Oaks Master Property
Owners Association, Inc

- ☒ ARTICLES OF INCORPORATION ☐ ARTICLES OF AMENDMENT ☐ ARTICLES OF DISSOLUTION
☐ ANNUAL REPORT ☐ TRADEMARK/SERVICE MARK ☐ FICTITIOUS NAME
☐ CERT. OF AUTHORITY ☐ LIMITED PARTNERSHIP ☐ LIMITED LIABILITY
☐ REINSTATEMENT ☐ MERGER ☐ WITHDRAWAL
☐ CERTIFICATE OF CANCELLATION ☐ UCC-1 ☐ UCC-3
☐ OTHER: _____

STATE FEES PREPAID WITH CHECK# 4864 FOR \$ 81.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

300002868963--3
-05/10/99--01008--025
*****81.75 *****81.75

COST LIMIT: \$ _____

PLEASE RETURN:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ PLAIN STAMPED COPY

Examiner's Initials

99 MAY 10 AM 11:12

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ARTICLES OF INCORPORATION

OF

RIVER OAKS MASTER PROPERTY
OWNERS ASSOCIATION, INC.

ARTICLE I

NAME

The name of this corporation shall be RIVER OAKS MASTER PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Master Association."

ARTICLE II

DURATION

Existence of the Master Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Master Association shall have perpetual existence.

ARTICLE III

DEFINITIONS

Capitalized terms used in these Articles of Incorporation without definition shall have the same meanings given to such terms in that certain Master Declaration of Covenants, Conditions, Restrictions and Easements for the River Oaks PUD ("Master Declaration") recorded at Official Records Book 3618, Page 1227, Public Records of Seminole County, Florida, as same may be subsequently amended from time to time in accordance with the terms and provisions therein contained.

ARTICLE IV

PURPOSE AND POWERS OF THE MASTER ASSOCIATION

The Master Association is formed as a not for profit corporation and pursuant to the requirements of the Master Declaration. The Master Association is organized for the purpose, and shall have the power, authority and obligation, to enforce and

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fulfill the objectives and purposes stated in the Master Declaration and shall have all powers necessary or incidental thereto, but the Master Association shall not have the power to engage in any activity or pursue any purpose for pecuniary profit or that is prohibited to not for profit corporations under the laws of the State of Florida.

The Master Association shall have the obligation, authority and power to take any and all actions necessary to carry out its purpose as set forth herein. The Master Association shall have the obligation, authority and power to levy Assessments pursuant to the Master Declaration, as necessary, against the Members of the Master Association as may be necessary in order to fulfill its purpose. Actions necessary to ensure compliance with the Development Agreement and Master Declaration shall be mandatory upon the Master Association and such actions shall be deemed to be approved by the Master Association without the necessity of a vote of Directors approving same unless otherwise decided by the Declarant.

If at any time Declarant determines in its reasonable discretion that the Master Association is not fulfilling or performing its duties or obligations set forth in these Articles of Incorporation or in the Master Declaration, then Declarant shall have the power and authority, but not the obligation, to perform, or cause the Master Association (without the necessity of any action of Directors) to perform, same, including charging and using Assessments. If Declarant makes this determination, it may in its discretion so notify the Secretary of the Master Association, or any of the Members, and thereafter the Master Association and Members shall assist and cooperate with the Declarant in performing the Master Association's delinquent duties and obligations. If the Assessments collected and available to the Master Association to satisfy such duties or obligations are not sufficient to pay for the work undertaken by the Declarant as permitted hereinabove, then it shall be mandatory that the Master Association make and collect from the Members an Assessment to pay for such deficiency. Any such Assessment shall not require approval of the Directors. The Declarant shall have the option to advance on behalf of the Master Association monies reasonably necessary to perform the Master Association's obligations, which monies shall be reimbursed with interest, at the statutory rate then in effect for judgments, to the Declarant by the Master Association from Assessments.

In addition to the foregoing powers, the Master Association shall also have the power and authority to levy Assessments against

all Members necessary to fund the ordinary operations of the Master Association including, but not necessarily limited to, annual filing fees, the cost of acquiring insurance and providing indemnification to Directors and Officers of the Master Association to the extent set forth in Article XI of these Articles of Incorporation, and the reimbursement of expenses incurred by Officers or Directors of the Master Association or otherwise incurred by the Master Association pursuant to the Master Declaration or these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE

The initial principal office and mailing address of the Master Association is located at One Urban Centre, Suite 740, 4830 West Kennedy Boulevard, Tampa, Florida 33609.

ARTICLE VI

REGISTERED OFFICE AND AGENT

Richland Properties, Inc., a Florida corporation, whose address is One Urban Centre, Suite 740, 4830 West Kennedy Boulevard, Tampa, Florida 33609, is hereby appointed the initial registered agent of the Master Association and the registered office shall be at said address.

ARTICLE VII

MEMBERSHIP

Membership in the Master Association shall consist of Owners, Sub-Associations and the Declarant, all consistent with, and pursuant to, the terms and provisions of the Master Declaration.

In the case where more than one person or entity holds fee simple title to an undivided Tract, or portion thereof, and, therefore, collectively constitute the "Owner" of said Tract under the Master Declaration, then said persons or entities shall also collectively constitute one single "Member." However, said persons or entities constituting such Member shall notify the Master Association, in writing, and pursuant to the procedures set forth in the Bylaws of the Master Association, of the identity of the person or entity authorized to act and vote on behalf of such

Member in all Master Association matters (such person or entity so designated to act on behalf of such Member, hereinafter a "Member Designee"). In the case where more than one person or entity collectively constitute a Member, such Member may only vote or otherwise participate in Master Association matters through its properly appointed Member Designee.

In the case where a Sub-association is the Member of the Master Association, such Sub-association's membership rights shall be exercised in accordance with the bylaws of such Sub-association, or in the absence of any applicable bylaw, by such person as the Board of Directors of such Sub-association may designate. Proof of such designation may be made by presentation of a certified copy of the bylaws or other instrument of the Sub-association. In the absence of any such designation, or in the case of conflicting designations, the president, any vice president, secretary or treasurer of the Sub-association shall be presumed to possess, in that order, authority to exercise such membership rights.

The Declarant shall be a Member of the Master Association until the earlier of such time that the Declarant no longer owns any property within the Property, or such time as Declarant provides written notice to the Master Association of its election to no longer be a Member of the Master Association.

ARTICLE VIII

VOTING RIGHTS

A Member's right to vote on the affairs of the Master Association shall vest immediately upon such Member's qualification for membership as provided in these Articles of Incorporation. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in the Master Declaration, these Articles of Incorporation, the Bylaws and any other rules of the Master Association, if any.

Except as specifically set forth below with respect to appointment of Directors, each Member shall be entitled to one (1) vote in all Master Association voting matters for each gross acre, or fraction thereof, contained within the Tract(s) owned or represented by the Member.

Each Member shall be obligated and entitled to appoint only one (1) Director to the Board of the Master Association, regardless

of the number of Tracts owned or represented by such Member. Notwithstanding the foregoing limitation, in the event that at any given time there are only two (2) Members of the Master Association, then each such Member shall appoint one (1) Director to the Board of the Master Association as described above, and then the Member of the Master Association owning Tract(s) containing the greatest gross aggregate acreage shall be obligated and entitled to appoint one (1) additional Director to the Board of the Master Association, so that at all times there shall be no less than three (3) Directors of the Master Association. This additional Director appointed by the Member having the greatest gross aggregate acreage shall be replaced by a Director to be appointed by the next Owner or Sub-association to become a Member, immediately upon such Owner or Sub-association becoming a Member.

In the event that at any time there is only one (1) Member of the Master Association, then such Member shall be obligated and entitled to appoint two (2) additional Directors to the Board of the Master Association, so that at all times there shall be no less than three (3) Directors of the Master Association. The two (2) additional Directors shall be replaced by (i) a second Director appointed by the next Owner or Sub-association to become a Member, immediately upon such Owner or Sub-association becoming a Member, and (ii) a third Director appointed by the Members pursuant to the immediately preceding paragraph.

Notwithstanding anything in the foregoing to the contrary, Declarant shall be under no obligation to appoint a Director to the Board of the Master Association from and after such time as Declarant delivers written notice to the Master Association of its intentions of being released from such obligation. The foregoing notification and exercise of rights by Declarant shall effect only Declarant's obligation to appoint a Director to the Board, but in no event or circumstance shall such election limit the Declarant's authority to appoint a Director to the Board.

Further notwithstanding anything in the foregoing to the contrary, at any time or times that the Fire Station Tract or School Tract shall be owned by a governmental or quasi-governmental entity then the Member with respect to such Tract shall be released from its obligation, but shall remain entitled, to appoint one or more Directors to the Board of the Master Association pursuant to and consistent with the preceding paragraphs of this Article VIII.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Master Association shall be managed by a Board of Directors who shall be appointed by the Members as provided in Article VIII above. The number of Directors constituting the initial Master Association's Board of Directors shall be three (3). The number of Directors of the Master Association shall at all times be equivalent to the number of Members of the Master Association, but shall never be less than three (3), and the number of Directors shall automatically increase or decrease, as the case may be, with the addition of new Members or the reduction of Members, respectively.

Each Director shall be entitled to one (1) vote in Master Association voting matters for each gross acre, or fraction thereof, contained within the Tract(s) owned or represented by the Member responsible for appointment of such Director. If, as a result of there being fewer than three (3) Members at any given time, more than one (1) Director is appointed by a particular Member, then each additional Director appointed by such Member shall have only one (1) vote in Master Association voting matters.

The term of office of the initial Directors of the Master Association shall expire at the first meeting of Members at which Directors are appointed. The term of office of all other Directors will expire at the next annual meeting of Members following the appointment of such Directors; provided, however, that the term of office of any additional Director appointed by a Member pursuant to Article VIII above shall expire immediately upon the addition of a new Member to the Master Association and the appointment by such new Member of a Director as also provided in Article VIII. Despite the expiration of a Director's term, the Director will continue to serve until a successor is appointed and qualifies pursuant to the requirements for the qualification of directors as set forth in the Florida Not For Profit Corporation Act, or until there is a decrease in the number of Directors caused by the cessation of membership in the Master Association of the Member that appointed such Director. Any Director may be removed from office at any time, with or without cause, by the Member that appointed such Director or, with cause, by the affirmative vote of a majority of the Members. In the event of the removal of any Director, the Member that appointed such Director shall have the obligation and authority to appoint the successor to fill the seat of such

Director. The names and addresses of the persons who are to act in the capacity of initial Directors until the appointment and qualification of their successors are:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| J. Curt Wilkinson | One Urban Centre, Suite 740 4830 West Kennedy Boulevard Tampa, Florida 33609 |
| Samuel K. Ross | One Urban Centre, Suite 740 4830 West Kennedy Boulevard Tampa, Florida 33609 |
| Dale West | One Urban Centre, Suite 740 4830 West Kennedy Boulevard Tampa, Florida 33609 |

ARTICLE X

OFFICERS

The affairs of the Master Association shall be administered by the Officers designated in the Bylaws. The Officers shall be appointed by the Directors at the first meeting of the Board of Directors, and they shall serve at the pleasure of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

Every Director and every Officer of the Master Association shall be indemnified by the Master Association, and the Master Association shall have the power to purchase insurance on their behalf, to the full extent permissible under, and pursuant to the provisions of, Section 617.0831 of the Florida Not For Profit Corporation Act and Section 607.0850 of the Florida Business Corporation Act.

ARTICLE XII

BYLAWS

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

ARTICLE XIII

INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Robert M. Poppell | 2 South Orange Avenue Orlando, Florida 32801 |

ARTICLE XIV

MEMBERSHIP CERTIFICATES

Membership in the Master Association may be evidenced by a certificate of membership which shall contain a statement that the Master Association is a corporation not for profit.

ARTICLE XV

AMENDMENT

A. Declarant. The Declarant, as a Member, has the right to alter, amend, repeal or modify any provision of these Articles of Incorporation, and to otherwise add to the provisions of these Articles of Incorporation, without the necessity of obtaining the consent or approval of any persons whomsoever, including, but not limited to, the Members; provided that, any such alteration, amendment, repeal or modification must not have any materially adverse effect on any Tract, or materially interfere with any substantive rights of, or materially interfere with the business operations of, any Member on or with respect to a Tract, and in the event of such an adverse effect or material interference, then the Declarant must obtain the consent or approval of only the Member

owning or representing such Tract prior to such alteration, amendment, repeal or modification.

B. Members. Any amendment to the terms or provisions of these Articles of Incorporation desired to be made by any Member(s) other than the Declarant shall require the unanimous affirmative vote of all of the Members and, until such time as the Declarant provides written notice to the contrary, the affirmative consent of the Declarant.

C. Limitation on Amendments. Notwithstanding anything to the contrary set forth in the preceding provisions of this Article XV, no alteration, amendment, repeal or modification to these Articles of Incorporation may make any changes: (i) to the qualifications for membership in the Association, (ii) to the obligation or entitlement of Members to appoint Directors, (iii) to the powers and rights of the Declarant, (iv) to the voting rights of the Members and Directors, (v) to the purposes, powers and obligations of the Association, (vi) that in any manner will result in or facilitate the dissolution of the Master Association or (vii) to the requirements for amendment to these Articles of Incorporation, and the limitations upon such amendments, as set forth in this Article XV. Additionally, these Articles of Incorporation may not be changed, amended or modified in any fashion which would result in or facilitate the abandonment or termination of the obligation of the Master Association to comply with the requirements of the Development Agreement, unless said change, amendment or modification is consented to by the City and said responsibilities are accepted in writing by a governmental or quasi-governmental entity having jurisdiction over the Property.

ARTICLE XVI

NOTICES

Any notices which may be permitted or required pursuant to these Articles of Incorporation shall be delivered to the Members in the same manner as notices to Owners under the Master Declaration.

In witness whereof, the undersigned has signed these Articles
of Incorporation this 6th day of May, 1999.

"INCORPORATOR"


Robert M. Poppel

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

Pursuant to the provisions of Chapters 48 and 617, Florida Statutes, the corporation identified below hereby submits the following statement in designation of the Registered Office and Registered Agent in the State of Florida.

RIVER OAKS MASTER PROPERTY OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at One Urban Centre, Suite 740, 4830 West Kennedy Boulevard, Tampa, Florida 33609, has named RICHLAND PROPERTIES, INC., located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as Registered Agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida and accept to act as Registered Agent for the above-stated corporation and agree to comply with the provisions of all laws applicable to the performance of such office.

RICHLAND PROPERTIES, INC.,
a Florida corporation

By: _____

J. CURT WILKINSON
Vice President

Dated: April 30, 1999

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