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FLORIDA NON-PROFIT CORPORATION
MAITLAND HIGHLANDS NEIGHBORHOOD ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
MAITLAND HIGHLANDS NEIGHBORHOOD ASSOCIATION, INC.

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The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

ARTICLE I

Name and Principal Place of Business

The name of this Corporation shall be **Maitland Highlands Neighborhood Association, Inc.**, and its principal place of business and mailing address shall be 11 Dyan Way, Maitland, Florida 32751.

ARTICLE II

Term

This Corporation shall commence corporate existence upon the date of signing of these Articles of Incorporation by the Incorporator and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

General Purpose; General Powers

The purposes for which this Corporation is organized is the promotion of social welfare as an organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code (the "Code") of 1986, as amended, not for pecuniary profit, having powers to perform the following activities for that purpose:

A. To sponsor and promote projects for the common good; to bring about civic betterments and social improvements; to resist proposals, from whatever source, which are, or appear to be detrimental to the best interests of the community surrounding Maitland Highlands; to improve and beautify the community; to foster the well-being of the residents of the community and to promote goodwill.

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B. To carry on any and all lawful activities permitted to a corporation not for profit under the laws of the State of Florida. This Corporation shall have all of the powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law, including without limitation all powers necessary or convenient to effect the purpose for which the corporation is organized.

ARTICLE IV

Members

The qualifications for members and the manner of their admission and expulsion shall be as regulated by the Bylaws.

ARTICLE V

Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 2021 Dyan Way, Maitland, Florida 32751, and the name of the initial registered agent of this Corporation at that address is Michael Miller.

ARTICLE VI

Manner of Election of Board of Directors

The method of election of directors shall be as stated in the Bylaws. The number of Directors shall be not less than three (3) and not more than five (5). The initial number of Directors shall be three (3). The names and street addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Ellen Goldstein	2101 Dyan Way Maitland, FL 32751
Lynn Rohlfing	2100 Dyan Way Maitland, FL 32751
Michael Miller	2021 Dyan Way Maitland, FL 32751

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ARTICLE VII

Incorporators

The name and street address of the incorporator for these articles of incorporation is:

Michael Miller
2021 Dyan Way
Maitland, Florida 32751

ARTICLE VIII

Non-Profit Status

This corporation shall not be operated for profit and no part of its net earnings shall inure to the benefit of any individual or member.

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X

Restrictions and Interpretation

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 2. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Code.

Section 4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(4) of the Internal Revenue Code of 1986 as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

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Section 5. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity related to the enforcement of covenants, conditions and restrictions applicable to properties in the Maitland Highlands Subdivision, the policing or enforcement of state, local or city building codes within the Maitland Highlands Subdivision or the abatement of any private nuisance caused by any person eligible to be a member of this Corporation.

ARTICLE XI

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more of the purposes of the corporation, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the corporation to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for one or more of the purposes of the corporation.

ARTICLE XII

Indemnification

In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set his hand and seal this 29th day of July, 1999, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.


Michael Miller
Incorporator

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**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 617.0501, Florida Statutes, the following is submitted:

Maitland Highlands Neighborhood Association, Inc. (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 2021 Dyan Way, Maitland, Florida 32751, has named and designated Michael Miller, with its registered office located at 2021 Dyan Way, Maitland, Florida 32751, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **Maitland Highlands Neighborhood Association** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0503, Florida Statutes, as the same may apply to the Company; 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 Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 29th day of July, 1999


Michael Miller
Registered Agent

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