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Greenberg

Requestor's Name

Address

Michelle Beal 4258526

City/State/Zip

Phone #

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Office Use Only

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

1. Arrowhead Estates Homeowners Association, INC.  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

call when ready

☐ Certified Copy

☐ Mail out

☐ Will wait

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☐ 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

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

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D. BROWN NOV 20 1996

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
ARROWHEAD ESTATES HOMEOWNERS ASSOCIATION, INC.  
a corporation not-for-profit**

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**PREAMBLE**

The undersigned, as Incorporator, desiring to form a corporation not-for-profit pursuant to the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation is Arrowhead Estates Homeowners Association, Inc., a corporation not-for-profit under the provisions of the laws of the State of Florida (hereinafter referred to as the "Association").

**ARTICLE II - DEFINITIONS**

Unless defined in these Articles of Incorporation (the "Articles") or the Bylaws of the Association (the "Bylaws"), all terms used in the Articles and Bylaws shall have the same meanings as used in the Declaration of Covenants, Conditions and Restrictions for Arrowhead Estates (the "Declaration").

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS**

The principal office of the Association is located at 2430 Via Sienna, Winter Park, Florida 32789.

**ARTICLE IV - INITIAL REGISTERED AGENT**

Jean Pierre Cuenant, whose address is 2430 Via Sienna, Winter Park, Florida 32789, is hereby appointed the registered agent of this Association.

**ARTICLE V - INCORPORATOR**

The name and street address of the Incorporator is Jean Pierre Cuenant, whose address is 2430 Via Sienna, Winter Park, Florida 32789.

**ARTICLE VI - 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 residence Lots and Common Area within that certain tract of property described as:

SEE EXHIBIT A

(collectively, the "Property") and to promote the health, safety and welfare of the residents within the Property and any additions 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 as set forth in the Declaration, applicable to the Property and recorded or to be recorded in the Public Records of Lake County, Florida, and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length and pursuant to Florida Statutes Sections 617.301 through 617.312, and as the same may be amended from time to time;

(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 therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the real or personal property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of a majority of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the Members. No such dedication or transfer shall be effective unless an instrument has been approved by the vote of a majority of Members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Areas, provided that any such merger, consolidation, or annexation shall comply with the requirements of the Declaration;

(g) have and to exercise to the fullest extent under the law, any and all powers, rights and privileges which a corporation not-for-profit, organized under the laws of the State of Florida, may now or hereafter have or exercise; and

(h) operate, maintain and manage the Surface Water or Stormwater Management System(s) in a manner consistent with St. John's Water Management District ("District") Permit No. 4-069-0221M (the "SJWMD Permit") requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance and repair of the Surface Water or Stormwater Management Systems including but not limited to work within retention areas, drainage structures and drainage easements.

(i) operate, maintain and manage the Wetland Creation Areas, as specified in the SJWMD Permit, in a manner consistent with the District's requirements and all applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained therein. The Wetland Creation Areas are hereby dedicated as Common Areas, and shall be the perpetual responsibility of the Association and may in no way be altered from their natural state. Activities prohibited within the Wetland Creation Areas include, but are not limited to, construction or placing of buildings on or above the ground; dumping or placing soil or other substances such as trash; removal or destruction of trees, shrubs, or other vegetation - with the exception of exotic/nuisance vegetation removal; excavation, dredging or removal of soil material; diking or fencing; any other activities detrimental to drainage; flood control, water conservation, erosion control, or fish and wildlife habitat conservation or preservation. The Association shall be required to monitor and exercise practices which shall provide drainage, water storage, conveyance, survival and growth of installed aquatic plant material or other surface water or storm water management requirements as permitted by the St. Johns Water Management District and Lake County.

#### **ARTICLE VII - 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 VIII - VOTING RIGHTS**

The Association shall have three classes of voting membership:

Class A. The Class A Members shall be all Owners of Lots that have been conveyed to such Owners by a builder or developer of residential property. 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Members shall be all Owners of Lots, with the exception of the Declarant, 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class C. The Class C Member shall be the Declarant, or its specifically designated (in writing) successor, and shall be entitled to three (3) votes for each Lot owned. The Class C membership shall cease and be converted to Class B membership on the happening of the earlier of the following events:

- (a) January 1, 2004.
- (b) Upon voluntary conversion to Class A membership by the Declarant.

(c) When seventy-five percent (75%) of the maximum number of Lots allowed for the Property have been conveyed to Lot Owners and have certificates of occupancy thereon.

(d) Three months after ninety percent (90%) of the maximum number of Lots allowed for the Property have been conveyed to Lot Owners.

After conversion of its membership to Class B, the Declarant shall have voting rights consistent with the rights of Class B Membership.

#### **ARTICLE IX - BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board consisting of no less than three (3) and no more than nine (9) Directors, who need not be Members of the Association. The initial number of Directors shall be three (3) and may be changed by amendment of the Bylaws. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Craig Rouhier	744 Highland Avenue Orlando, Florida 32803
Jean Peirre Cuenant	2430 Via Sienna Winter Park, Florida 32789
Donna Weber	236 Pasadena Place Orlando, Florida 32803

At the first annual meeting the Members shall elect one (1) Director for a term of one (1) year, one (1) Director for a term of two (2) years and one (1) Director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) Director for a term of three (3) years. In the event the number of Directors is more than three (3), additional Directors shall be elected for a term of three (3) years. For so long as the Declarant holds for sale in the ordinary course at least 5% of the Lots in the Property, Declarant shall be entitled to elect at least one (1) Member of the Board of Directors.

#### **ARTICLE X - OFFICERS**

The affairs of the Association shall be administered by the Officers designated in the Bylaws as shall be elected by the Board of Directors at its first meeting, following the first annual meeting of the general membership, and they shall serve at the pleasure of the Board of Directors. The following named persons have been duly elected Officers of the Association:

JEAN PIERRE CUENANT	President
CRAIG ROUHIER	Secretary/Treasurer

#### **ARTICLE XI - INDEMNIFICATION**

The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent now or hereafter permitted by law and shall not be personally liable for any act, debt, liability or other obligation of the Association. Similarly, Members are not personally liable

for any act, debt, liability or obligation of the Association. A Member may become liable to the Association for dues, assessments or fees as provided by law.

#### **ARTICLE XII - BYLAWS**

Bylaws of the Association will be hereinafter adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that the Federal Housing Administration ("FHA") or the Veterans Administration ("VA") shall have the right to veto amendments while there is a Class C membership in existence.

#### **ARTICLE XIII - 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, Florida Administration Code, and be approved by the St. John's Water Management District prior to such termination, dissolution or liquidation.

#### **ARTICLE XIV - DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State.

The duration of this Association shall be perpetual.

#### **ARTICLE XV - AMENDMENTS**

Amendment of these Articles shall require the consent of seventy-five percent (75%) of the entire membership of the Association.

#### **ARTICLE XVI - CONFLICT**

In the event that any provision of these Articles conflicts with any provision of Declaration, the provision of Declaration in conflict therewith shall control. If any provision of these Articles conflicts with any provision of the Bylaws, the provision of the Articles shall control.

#### **ARTICLE XVII - FHA/VA APPROVAL**

Upon Arrowhead receiving FHA/VA approval, and as long as a Class C membership in the Association exists, the following actions require the prior approval of the FHA/VA: (i) annexation of additional properties, (ii) mergers and consolidations, (iii) mortgaging of the

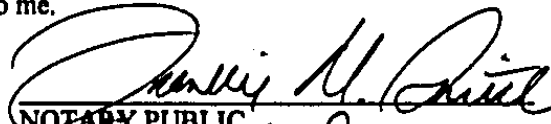
Common Areas, (iv) dedication of Common Areas, (v) dissolution of the Association, or (vi) amendment of these Articles or the Bylaws of the Association.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this \_\_\_\_ day of November, 1996.

  
\_\_\_\_\_  
Jean Pierre Cuenant, Incorporator

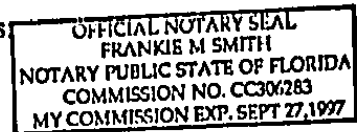
STATE OF FLORIDA     }  
COUNTY OF ORANGE    }

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of November, 1996, by Jean Pierre Cuenant, who is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC  
FRANKIE M. SMITH

Print Name:

My Commission Expires



**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for Arrowhead Estates Homeowners Association, Inc. designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations as Registered Agent for said Association.

REGISTERED AGENT:

  
\_\_\_\_\_  
Jean Pierre Cuenant

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DIVISION OF CORPORATIONS  
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**EXHIBIT A**

**"THE PROPERTY"**

That part of Tracts 9, 10, 11, 12, 21 and 28 lying Southerly and Southwesterly of Old Highway 50 and lying Westerly of State Road No. 455; and all of Tracts 22, 23, 24, 25, 26 and 27; and the North 1/2 of Tracts 38 and 39.

All of the above lying and being in Lake Highlands Company Subdivision according to the plat thereof as recorded in Plat Book 4, Page 11, Public Records of Lake County, Florida; Section 23, Township 22 South, Range 26 East; and includes all of Arrowhead Estates recorded in Plat Book 29, Page 60, Public Records of Lake County, Florida.

**TOGETHER WITH:**

Streets vacated in Resolution recorded in Official Records Book 937, Page 1534, of the Public Records of Lake County, Florida, together with the street lying South of Lots 26 and 27, North of Lots 38 and 39, and the North 1/2 of street lying South of Lots 25 and 28, vacated in Resolution recorded in Official Records Book 1023, Page 127, of the Public Records of Lake County, Florida.