


# State of Florida



Department of State

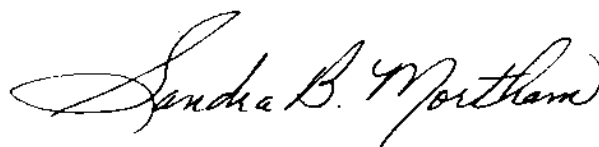
I certify the attached is a true and correct copy of the Articles of Incorporation of ADMIRAL POINTE HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on August 4, 1995, as shown by the records of this office.

The document number of this corporation is N95000003699.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Fourth day of August, 1995



CR2EO22 (1-95)



Sandra B. Northam  
Secretary of State

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**ARTICLES OF INCORPORATION**

**OF**

**ADMIRAL POINTE HOMEOWNERS ASSOCIATION, INC.**

**(A Corporation Not For Profit)**

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation shall be ADMIRAL POINTE HOMEOWNERS ASSOCIATION, INC., which is hereinafter referred to as the "Association."

**ARTICLE II**

**PURPOSES AND POWERS, PRINCIPAL OFFICE**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants and Restrictions for Admiral Pointe recorded (or to be recorded) in the Public Records of Orange County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in The Properties and to maintain the Common Areas thereof, and applicable portions of Lots and Units therein for the benefit of the Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association with a duly licensed manager and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration.

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. 4-095-0376 requirements and applicable District rules, and shall assist in the

enforcement of the provisions of the Declaration 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.

The principal office of the Association shall be at 17 North Summerlin Avenue, Orlando, Florida 32801, unless and until changed by the Board of Directors.

The definitions set forth in the Declaration are incorporated herein by this reference.

### ARTICLE III

#### MEMBERS

**Section 1. Membership.** Every person or entity who is a record owner of a fee or undivided fee or undivided fee interest in any Lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

**Section 2. Voting Rights.** The Association shall have two (2) classes of voting membership:

**Class A.** Class A Members shall be all those Owners as defined in Section 1 with the exception of the Developer (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it qualifies). Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the single vote for such Lot shall be exercised as they among themselves determine, but, subject only as provided in the following sentence, in no event shall more than one vote be cast with respect to any such Lot.

**Class B.** The Class B Member shall be the Developer. The Class B Member shall be entitled to one (1) vote, plus two (2) votes for each vote which the Class A Members are entitled to cast in the aggregate from time to time. The Class B membership shall cease and terminate ninety (90) days after the last Lot within The Properties has been sold and conveyed by Developer (or its affiliates), or any time prior thereto at the election of the Developer (whereupon the Class A Members shall be obligated to elect the Board of Directors and assume control of the Association).

**Section 3. Meetings of Members.** The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any

meeting of the Members shall exist if 33-1/3% of the total number of Members in good standing shall be present or represented by proxy at the meeting.

Section 4. General Matters. When reference is made herein, or in the Declaration, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members present at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which a quorum exists) and not of the Members themselves or of their Lots.

#### ARTICLE IV

##### CORPORATE EXISTENCE

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

#### ARTICLE V

##### BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) but no more than seven (7) persons, as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Robert J. Gleason	17 N. Summerlin Avenue Orlando, Florida 32801
Stuart McDonald	17 N. Summerlin Avenue Orlando, Florida 32801
Larry Shapiro	2681 Longlake Road Roseville, Minnesota 55311

Section 3. Election of Members of Board of Directors. Except as otherwise provided herein and for the first Board of Directors and their Developer-appointed replacements, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate or other business entity members of the Association, or designees of the Developer. Notwithstanding the foregoing, until such time as the Class B Membership in the Association terminates, the Developer shall have the right to appoint the Directors of the Association by written notice to such effect or by an announcement reflected in the minutes of the annual meeting of the Members.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

## ARTICLE VI

### OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

## ARTICLE VII

### BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

## ARTICLE VIII

### AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by affirmative vote of 66 2/3% of the Members).

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

## ARTICLE IX

### INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Robert J. Gleason	17 North Summerlin Avenue Orlando, Florida 32801

## ARTICLE X

### INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, committee member or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had

reasonable cause to believe that his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. 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 did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee, committee member or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his power to indemnify him against such liability under the provisions of this Article.

Section 5. The provisions of this Article X shall not be amended.

## ARTICLE XI

### REGISTERED AGENT

Until changed, Robert J. Gleason shall be the registered agent of the Association and the registered office shall be at 17 N. Summerlin Avenue, Orlando, Florida 32801.

## ARTICLE XII

### DISSOLUTION

The Association may be dissolved as provided by law. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to a public body, or conveyed to a non-profit organization with 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 Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. The dissolution procedures described in this Article XII shall be subject to Court approval pursuant to the provisions of The Florida Not For Profit Corporation Act.

### ARTICLE XIII

#### SURFACE WATER OR STORMWATER MANAGEMENT SYSTEM

The assessments shall be used, among other uses, for the maintenance and repair of the surface water or stormwater management system, including but not limited to, work within retention areas, drainage structures and drainage easements.

IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this 2<sup>nd</sup> day of August, 1995.

  
ROBERT J. GLEASON

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of August, 1995, by ROBERT J. GLEASON, who [☒] is personally known to me or [☐] has produced \_\_\_\_\_ as identification.



RUBINA B. MORALES  
My Commission CC284014  
Expires May. 06, 1997  
Bonded by ANB  
800-852-5878

NOTARY PUBLIC

Signature: Rubina B. Morales  
Printed Name: RUBENA B. MORALES  
State of Florida at Large  
MY COMMISSION EXPIRES: