

ARTICLES OF INCORPORATION

HILLS OF LAKE MARY HOMEOWNER'S ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age to have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I **NAME**

The name of this corporation shall be HILLS OF LAKE MARY, HOMEOWNER'S ASSOCIATION, INC., hereinafter called the "Association". The principle office of the association shall be located at 796 Lake Como Drive, Lake Mary, Florida 32746.

ARTICLE II **PURPOSE AND POWERS OF THE ASSOCIATION**

This association does not contemplate pecuniary gain or profit to the members of the board hereof, and the specific purpose for which it is formed are to provide for maintenance, preservation and control of the retention, drainage, conservation areas, landscape, entrance and wall and wall easements, all of which are collectively sometimes referred to as the "Greenbelt Areas", and to provide for architectural control of the residential lots within that certain tract of property described as:

Lots 1 through 321, HILLS OF LAKE MARY, Phase One, Two, Three and Four according to the plat thereto as may be hereafter be brought within the jurisdiction of this Association and for this purpose:

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose:

- (a) exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Restrictions, hereafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court, Seminole County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) fix, levy, collect, and enforce payment by any lawful means, and all charges or assessments pursuant to the term of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all license, taxes, or governmental charges levied or imposed against the 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 and personal property in connection with the affairs of the Association;
- (d) participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Area;
- (e) have and to exercise any and all powers, rights, and privileges which corporation organized under Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;
- (f) the Association shall indemnify every director or officer, his heirs, executors and administrators, against all loss, costs and expense, including counsel fees, reasonably incurred by him in connection with any action, suit or proceeding to which he made be made a party by reason of his being or having been a director or officer of the corporation, except as to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such director or officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such directors or officers may be entitled. All liability, loss, damage, costs and expense incurred or suffered by the corporation by reason or arising out of or in connection with the foregoing indemnification provisions shall be treated and handled by the corporation as common expenses; provided, however, that nothing shall be deemed to obligate the corporation to indemnify any member or lessee of an individual lot, who is or has been a director or officer of the corporation, with respect to any duties or obligations assumed or liabilities assumed or liabilities incurred by him as a member of lessee of an individual lot.

ARTICLE III **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to covenant 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 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 IV
MANAGEMENT AND TIME OF ELECTIONS

- (a) The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) or more than seven (7) Directors.
- (b) Directors shall be elected by voting members in accordance with the Bylaws at the regular Annual Meeting of the membership of the corporation. Directors shall be elected to serve a term of one (1) year or until their successors have been duly elected in accordance with the Bylaws of the Corporation. In the event of a vacancy, the elected Directors may appoint an additional director to serve the said balance of the year.
- (c) All officers shall be appointed by the Board of Directors in accordance with the Bylaws at the regular Annual Meeting of the Board of Directors to be held immediately following the Annual Meeting of the membership. The Board of Directors shall elect from among the members, a President, Vice President, Secretary, Treasurer, and such officers, as it shall deem desirable.

ARTICLE V
NAMES OF OFFICERS

The names of the officers who shall serve until the first election are as follows:

ARTICLE VI
BOARD OF DIRECTORS

The following four (4) persons shall constitute the first Board of Directors.

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Paul Bachand	445 Autumn Oak Lake Mary, Florida 32746
Vice President	Henry Choate	768 Lake Como Drive Lake Mary, Florida 32746
Secretary	John Weber	407 Cinnamon Oak Court Lake Mary, Florida 32746
Treasurer	B. Michael 3Kalin	796 Lake Como Drive Lake Mary, Florida 32746

ARTICLE VII
BYLAWS

The first Board of Directors set out in Article VI above of the Corporation shall initially adopt bylaws for the Corporation; the Board of Directors shall have the power and authority to alter and amend the Bylaws by a majority vote of such Board.

ARTICLE VIII
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may only be amended by a majority vote of the members of the first (1st) Board of Directors, set out in Article VI above of the Corporation for the first (1st) year of existence of the Corporation; thereafter the Articles of Incorporation may be amended by resolution adopted by a majority of the Board of Directors and approved at a special or regular meeting, with a quorum of Thirty Percent (30%) of the members of the Association and a majority vote of this quorum.

ARTICLE IX
CORPORATE EXISTENCE

This Corporation shall exist perpetually.

ARTICLE X
REGISTERED AGENT

The street address of the initial registered office is 445 Autumn Oaks Place, Lake Mary, Florida 32746. The name of the initial registered agent is Paul J. Bachard

ARTICLE XI
SUBSCRIPTION

The name and address of the subscribers hereto are as follows:

<u>Name</u>	<u>Address</u>
Paul Bachard	445 Autumn Oaks Place Lake Mary, Florida 32746
Henry Choate	768 Lake Como Drive Lake Mary, Florida 32746
John Weber	407 Cinnamon Oak Court

Lake Mary, Florida 32746

B. Michael Kalin

796 Lake Como Drive
Lake Mary, Florida 3274611

Not an official document