

# **M.W. CONDOMINIUM ASSOCIATION**

**(MEADOWWOODS II CONDOMINIUM ASSOCIATION, INC.)**

## **ARTICLES OF INCORPORATION**

# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of  
M. W. CONDOMINIUM ASSOCIATION, INC.

filed on February 4, 1982.

The Charter Number for this corporation is 761752.



CORP 104 Rev. 5-79

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
4th day of February 1982.

George Firestone  
Secretary of State

FILED

FEB 4 1 50 PM '82

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

M. W. CONDOMINIUM ASSOCIATION, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1

Name and Definitions

The name of the corporation shall be M. W. CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws.

ARTICLE 2

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, for the operation of Briarwood, a Condominium, on real property situate in Orange County, Florida, to be more particularly described in the declaration of condominium (the Declaration).

ARTICLE 3

Powers

The powers of the Association shall include and shall be governed by the following provisions:

3.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these Articles.

3.2 Enumeration. The Association shall have all of the powers and duties set forth in Chapter 718, Florida Statutes

the owner's membership in the manner required by the Articles of Incorporation and the Declaration of Condominium.

2.2. Annual meeting. The annual members' meeting shall be held in December of each year at such time and place in Orange County, Florida as a majority of the board of directors shall determine. The purpose of the meeting shall be to elect directors and to transact any other business authorized to be transacted by the members; provided that if the date for the first annual meeting of members subsequent to relinquishment of control by the developer of the condominium is less than six months after the first election of directors by the membership of the Association, this annual meeting shall not be held for the sole purpose of electing directors, and the directors first elected by the membership of the Association shall serve until the date for the next following annual meeting.

2.3 Special Members' meetings shall be held at such places as provided for annual meetings whenever called by the President or by a majority of the board of directors, and must be called by those officers upon receipt of a written request from a majority of the members of the Association. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.

2.4. Notice of meeting of members stating the time and place and the objects for which the meeting is called shall be given by the party or parties authorized by these Bylaws calling the meeting. A copy of the notice shall be posted at a conspicuous place at the Condominium and a copy shall be mailed to each member entitled to attend the meeting except members who waive in writing the notice by mail, in which event notice may be by delivery. The delivery or mailing shall be to the address of the member as it appears on the roster of members. The posting, delivery or mailing of the notice shall be effected not less than 14 days nor more than 40 days prior to the date of the meeting. Proof of posting, delivery or mailing of the notice shall be given by the affidavit of the person serving the notice and the Association shall retain a certificate of the U.S. Post Office as proof of such mailing. Notice of a meeting may be waived before or after the meeting. Members may waive notice of meetings by written instrument and members may take action by written agreement without meetings.

2.5. A quorum at members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. The acts approved by a majority of the votes cast at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Declaration of Condominium, the Articles of Incorporation, these Bylaws or the Condominium Act.

2.6. Voting.

a. In any meeting of members the owners of units shall be entitled to cast one vote for each condominium unit owned.

b. If a unit is owned by one person, the owner's right to vote shall be established by the roster of members. If a unit is owned by more than one person, the person entitled to cast the vote for the unit shall be designated by a certificate signed by all of the record owners of the unit according to the roster of unit owners and filed with the Secretary of the Association; provided, however, that if a unit is owned by husband and wife, such certificate shall not be required. If title to a unit is held by a life tenant with others owning the remainder interest, the life tenant shall be the person entitled to vote. If a unit is owned by a corporation, the person entitled to cast the vote for the unit shall be designated by a certificate signed by the president or vice president of the corporation and filed with the Secretary of the Association. Those certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the unit concerned. A certificate designating the person entitled to cast the vote for a unit may be revoked by any owner of a share in the unit. If a certificate designating the person entitled to cast the vote for a unit is not on file, the vote of the owners shall not be considered in determining whether a quorum is present nor for any other purpose.

2.7. Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the meeting and matters designated in the proxy. The proxy shall be valid for a lawfully adjourned meeting thereof, unless otherwise specified in the proxy. A proxy must be filed with the Secretary before the appointed time of the meeting, or before the time to which the meeting is adjourned. No proxy shall be valid for a period longer than 90 days after the date of the first meeting specified in the proxy. Proxies shall be revocable at any time by the grantor of the proxy. One person may hold no more proxies than allowed by the Condominium Act.

2.8. Adjourned meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present, provided notice of the adjourned meeting is given in the manner

County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership, and delivery to the Association of a copy of the recorded instruments. The owner receiving title of the unit by instrument of transfer will be a member of the Association and the membership of the prior owner will be terminated. In the case of a unit which is owned by more than one person, all owners of the unit shall hold the membership jointly, which membership shall be considered as one membership.

4.3 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit for which that share is held.

4.4 Voting. A member of the Association shall be entitled to one vote for each unit owned by the member. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

## ARTICLE 5

### Directors

5.1 Number and qualification. The affairs of the Association shall be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of that determination shall consist of three directors. Directors need not be members of the Association.

5.2 Duties and powers. All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and the Bylaws shall be exercised exclusively by the board of directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.

5.3 Election; removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

5.4 Term of first directors. The first board of directors of the Association shall serve and be administered in accordance with the following guidelines and procedures: So long as Stillwater Development Corp., a Florida corporation

(Stillwater) or its successors or assigns hold title to more than 85 percent of the units to be governed by the Association, Stillwater shall have the right to appoint all members of the board of directors. When Stillwater shall hold title to 85 percent or less of the units to be governed by the Association, Stillwater shall have the right to appoint two-thirds of the members of the board of directors and members of the Association, other than Stillwater, shall be entitled to elect the remaining one-third of the board of directors at a special members meeting to be held in accordance with the Articles and the Bylaws. Members of the Association other than Stillwater are entitled to elect not less than a majority of the members of the board of directors of the Association when (a) three years after fifty percent of the units of the condominium that will be operated ultimately by the Association have been conveyed to members, (b) three months after ninety percent of the units that will be operated ultimately by the Association have been conveyed to members, (c) when all the units that will be operated ultimately by the Association some of them have been conveyed to members, and none of the others are being offered for sale by Stillwater in the ordinary course of business, whichever of the above (a), (b) or (c) occurs first. Notwithstanding the foregoing, Stillwater is entitled to elect at least one member of the board of directors as long as Stillwater holds for sale in the ordinary course of business at least five percent of the units of the condominium. Stillwater and members of the Association other than Stillwater shall have the rights and responsibilities granted by §718.301, Florida Statutes, as it exists on the date of incorporation of the Association. Notwithstanding any provision herein to the contrary, Stillwater may at any time relinquish its right to appoint directors and cause its representatives to resign as directors.

5.5 First directors. The name and addresses of the members of the first board of directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

John A. Sirianni	1133 Louisiana Avenue, Suite 211, Winter Park, Florida 32789
Michael N. Deriemaecker	1133 Louisiana Avenue, Suite 211, Winter Park, Florida 32789
Robert Potts	1133 Louisiana Avenue, Suite 211, Winter Park, Florida 32789

The names and addresses of the officers who shall serve until their successors are designated by the board of directors are

as follows:

President:	John A. Sirianni, Suite 211, 1133 Louisiana Avenue Winter Park, Florida 32789
Vice President and Secretary:	Michael N. Deriemaecker 1133 Louisiana Avenue, Suite 211 Winter Park, Florida 32750
Vice President:	Robert Potts 1133 Louisiana Avenue, Suite 211 Winter Park, Florida 32789
Treasurer:	E. Elizabeth Braxton, Suite 211 1133 Louisiana Avenue Winter Park, Florida 32789

#### ARTICLE 7

##### Indemnification

Every director and officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which such person may be a party or in which such person may become involved by reason of that person being or having been a director or officer of the Association or by reason of that person serving or having served the Association at its request, whether or not that person is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of that persons's duties, the indemnification shall apply only when the board of directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

#### ARTICLE 8

##### Bylaws

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded by the directors and members in the manner provided



by the Bylaws.

## ARTICLE 9

### Amendments

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner.

9.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

9.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by the board of directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be either:

(a) by not less than 75% of the entire membership of the board of directors and by not less than 66% of the votes of the entire membership of the Association; or

(b) by not less than 75% of the votes of the entire membership of the Association.

9.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any changes in § 3.3 to 3.6 inclusive of Article 3, entitled "Powers", without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of the Condominium.

9.4 Recording. A copy of each amendment shall be filed with, accepted and certified by and Secretary of the State of Florida and be recorded in the public records of Orange County, Florida.

## ARTICLE 10

### Term

The term of the Association shall be perpetual.

ARTICLE 11

Office

The Association shall initially have an office at 1133 Louisiana Avenue, Suite 211, Winter Park, Florida 32789.

ARTICLE 12

Subscribers

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Robert W. Wilson	17th Floor CNA Building Orlando, Florida
Olyne Driggers	17th Floor CNA Building Orlando, Florida
Beverly J. Higgs	17th Floor CNA Building Orlando, Florida

IN WITNESS WHEREOF the subscribers have executed these Articles as of February 4, 1982.

*Robert W. Wilson*  
*Olyne Driggers*  
*Beverly J. Higgs*

STATE OF FLORIDA  
COUNTY OF ORANGE

Robert W. Wilson, Olyne Driggers and Beverly J. Higgs appeared before me, and after being duly sworn they acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in the Articles on Feb. 4th, 1982.

*Way Maskett*  
Notary Public

My commission expires:

