

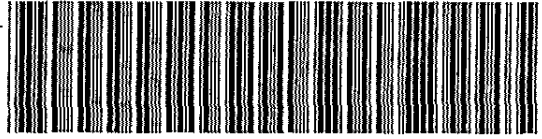
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**ARTICLES OF INCORPORATION
OF
KENWOOD HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes 617 (2005), the undersigned, who is a resident of Alachua County, Florida and who is of full age, has this day agreed to form a corporation not for profit and does hereby certify:

ARTICLE I

The name of the corporation is **KENWOOD HOMEOWNERS ASSOCIATION, INC.**, hereafter called the "Association."

ARTICLE II

The initial principal office and mailing address of the Association is located at 8225 SW 39th Place, Gainesville, Florida 32608.

ARTICLE III

EARL CARLSON, whose address is 8225 SW 39th Place, Gainesville, Florida 32608, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed are to provide for maintenance, management, operation, care, preservation and architectural control of the Lots, Retention Areas, Drainage Easements, Common Area, and Surface Water or Storm Water Management Systems within that certain tract of property described as:

The Retention Areas, Drainage Areas and Common Area, together with all Lots in KENWOOD, as per Plat thereof recorded in Plat Book H, Page 6, and in KENWOOD UNIT 2, as per Plat thereof recorded in Plat Book H, Page 67, and in KENWOOD UNIT 3, as per Plat thereof recorded in Plat Book I, Page 36, and in KENWOOD UNIT NO. 4, as per Plat thereof recorded in Plat Book L, Page 89, and in KENWOOD UNIT 4 ADDITION, as per Plat thereof recorded in Plat Book P, Page 1, and in KENWOOD UNIT NO. 5, as per Plat thereof recorded in Plat Book N, Page 37, and in KENWOOD UNIT NO. 6, as per Plat thereof recorded in Plat Book N, Page 73, and in KENWOOD UNIT NO. 7, as per Plat thereof recorded in Plat Book O, Page 11, all of the Public Records of Alachua County, Florida.

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 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 that certain Subdivision Restrictions, hereinafter called the "Declarations", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Court of Alachua County, Florida, and as the same may be amended from time to time as therein provided, said Declarations being incorporated herein as if set forth at length;

(b) 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 property of the Association;

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**ARTICLE XIII
AMENDMENTS TO BY-LAWS**

The power to make, alter, and rescind By-Laws shall be vested in the members as provided by the By-Laws.

**ARTICLE XIV
CONFLICT WITH BYLAWS**

Should a conflict exist or arise between any provisions of the Articles of Incorporation and the provisions of the Bylaws, the provisions of the Articles of Incorporation shall control.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 7th day of April, 2005.

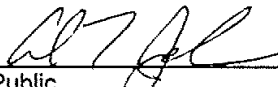


EARL CARLSON

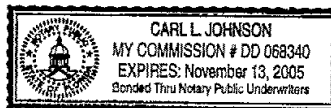
STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **EARL CARLSON**, known to me to be the person described in the foregoing instrument, and he acknowledged before me that he executed the same for the purposes therein expressed, that I relied upon the following form of identification of the above named person: personal knowledge.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of April, 2005.



Notary Public
My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN THIS STATE.

In pursuance of Chapter 617.0501, Florida Statutes, the following is submitted, in compliance with said Act;

First--That **KENWOOD HOMEOWNERS ASSOCIATION, INC.** desiring to organize under the laws of the State of Florida has named **EARL CARLSON**, located At 8225 SW 39th Place, City of Gainesville, County of Alachua, State of Florida, as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open this office.

By: *Earl Carlson*
Earl Carlson
Registered Agent

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President – Earl Carlson
Vice-President – Brian Kiel
Secretary – Jan Swartz
Treasurer – Florence Timberlake

ARTICLE VIII SUBSCRIBERS

The name and address of the subscriber is:

Earl Carlson, 8225 SW 39th Place, Gainesville, Florida 32608

ARTICLE IX AMENDMENTS

Amendments of these Articles shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon, unless any class of members is entitled to vote thereon as a class in which event the proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.

ARTICLE X BOARD OF DIRECTORS

The Board of Directors shall be elected as provided for in the By-Laws of the Association. The affairs of this Association shall be managed by a Board of at least five (5) but not more than nine (9) Directors, who must be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Earl Carlson, 8225 SW 39th Place, Gainesville, FL 32608

Brian Kiel, 8225 SW 39th Place, Gainesville, FL 32608

Jan Swartz, 8225 SW 39th Place, Gainesville, FL 32608

Florence Timberlake, 8225 SW 39th Place, Gainesville, FL 32608

ARTICLE XI DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of members. Prior to dissolution of this association, all property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to the surfacewater management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands, and wetland mitigation areas which are owned or controlled by the association or the owners in common, will be dedicated to and accepted for maintenance by the appropriate unit of government or otherwise transferred to and accepted for maintenance by an approved entity.

ARTICLE XII DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

(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 two-thirds (2/3) 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 to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Area, provided that such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

(h) Review plans and specifications of proposed improvements as to whether they comply with the Declarations;

(i) To maintain, repair, replace, operate, and care for real and personal property, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands, and wetland mitigation areas which are owned or controlled by the association or the owners in common;

(j) Purchase and maintain insurance;

(k) To make, amend, impose, and enforce by any lawful means, reasonable rules and regulations of use of the common areas and association property, as provided for in the Declarations.

(l) To contract for services with others;

The foregoing specific duties and responsibilities are not construed in any way as limiting the powers of the association. Rather, the association will have and exercise all the powers conferred upon associations so formed.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest on any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be eligible to 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 is voluntary.

ARTICLE VI VOTING RIGHTS

Members 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.

ARTICLE VII OFFICERS

The affairs of this Association shall be managed by a President, Vice-President, Secretary, and Treasurer and they shall be elected at the first meeting of the Board of Directors following each annual meeting of the members or as otherwise provided in the By-Laws. Until the first election of officers under the Articles of Incorporation, the following shall serve as officers: