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FLORIDA PROFIT/NON PROFIT CORPORATION

Great Oaks of Ozona Homeowners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
GREAT OAKS OF OZONA HOMEOWNERS ASSOCIATION, INC.**

A Florida Corporation Not For Profit

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Great Oaks of Ozona Homeowners Association, Inc., a Florida corporation not for profit, (hereinafter called the "Association" in these Articles), whose principal office and mailing address is 410 Beltrees Street, Dunedin, FL 34698.

ARTICLE II

OFFICE AND REGISTERED AGENT

This Association's registered office is 410 Beltrees Street, Dunedin, FL 34698, and its registered agent is Carl A. Krave, who maintains a business office at 410 Beltrees Street, Dunedin, FL 34698. Both the association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law. Liability of Registered Agent is solely limited as provided by Florida Statutes.

**ARTICLE III
PURPOSE**

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the formation and implementation of an association to

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operate and maintain the surface water management system facilities (the "SWMF Facilities"), including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and associated buffer areas and wetland mitigation areas and to provide for the operation, maintenance, repair and replacement of the SWMF Facilities as the same are constructed within that certain tract of property (hereinafter called the Property) in Pinellas County, Florida and more commonly known as Great Oaks of Ozona and particularly described as LOTS 6 and 7, H. L. Grider's Subdivision, being a re-subdivision of Block "R" of Burgastreams Subdivision in Section 11, Township 28 South, Range 15 East as per the map or plat thereof in Plat Book 5, Page 71, Public Records of Pinellas County, Florida (the Property).

ARTICLE IV

POWERS

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Great Oaks of Ozona (hereinafter called the "Declaration") applicable to the property and recorded or to be recorded in the Public Records of Pinellas 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 in full;

(b) Property. In any lawful manner, to acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs.

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the

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exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property; and contract for services, such as to provide for operation and maintenance of facilities, specifically, the SWMF Facilities.

(e) Borrowing. Borrow money and, with the approval of 100% of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the approval of 100% of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as one-hundred percent (100%) of the members determine.

(g) Mergers. With the approval of one-hundred percent (100%) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the SWMF Facilities and the use of the SWMF Facilities consistent with the rights and duties established by the Declaration and these Articles and governing Members' responsibilities.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

(j) Enforcement. To enforce by legal means the obligations of the members of the corporation;

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the provisions of the Declaration, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof; to sue and be sued.

ARTICLE V

MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, Great Oaks of Ozona, LLC, a Michigan Limited Liability Company or its Designee (as defined in the Declaration for Great Oaks of Ozona), 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 B. The Class B member shall be the Declarant or its Designee, and shall be entitled to nine (9) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

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(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on January 1, 2013; or

(c) when the Declarant waives its Class B rights in writing.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be two or more but not to exceed five (5). The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name: James E. Logan
Deborah M. Logan
Address: 3408 Erie Drive
Orchard Lake Village, MI 48324

ARTICLE VIII

INCORPORATOR

The name and residence of the incorporator is:

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Name: C. Allen Kynes, Jr., Esq.
Address: 2560 Gulf To Bay Blvd. #300
Clearwater, Florida 33765

**ARTICLE IX
DISSOLUTION**

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than three-fourths (3/4) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

**ARTICLE X
DURATION**

This Association exists perpetually.

**ARTICLE XI
BY-LAWS**

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of a majority of members, except as to those provisions for Amendment to the By Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

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ARTICLE XII

AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of three-fourths (3/4) of the entire membership, except as to those provisions for Amendment to the By Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XIII

INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator and Resident Agent of this Association, have executed these Articles of Incorporation this 8 day of August, 2007.

C. Allen Kynes, Jr.
C. Allen Kynes, Jr., Incorporator

Carl A. Krave
Carl A. Krave, Resident Agent

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