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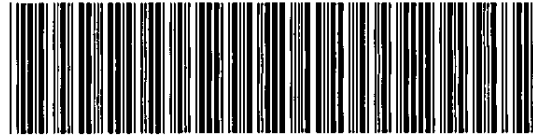
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 441004 9666A

AUTHORIZATION

Spuddean

COST LIMIT : \$ 70.00

ORDER DATE : February 12, 2008

ORDER TIME : 9:35 AM

ORDER NO. : 441004-005

CUSTOMER NO: 9666A

DOMESTIC FILING

NAME: GREY OAKS OF OCALA HOMEOWNERS'
ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 13, 2008

CSC
ATTN: KIMBERLY MORET

SUBJECT: GREY OAKS OF OCALA HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W08000007818

We have received your document for GREY OAKS OF OCALA HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Suzanne Hawkes
Regulatory Specialist II
New Filing Section

Letter Number: 708A00009469

**ARTICLES OF INCORPORATION
OF
GREY OAKS OF OCALA HOMEOWNERS' ASSOCIATION, INC.**

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, *Florida Statutes*, 1991, as amended, and do hereby certify:

**ARTICLE 1.
Name**

The name of the Corporation is Grey Oaks of Ocala Homeowners' Association, Inc., hereinafter called the "Association" and whose address is 4090 NW 84th Court, Ocala, FL 34482.

**ARTICLE 2.
Registered Agent**

The name of the Registered Agent is Daniel J. Hirschy and the Registered Office is 4090 NW 84th Court, Ocala, FL 34482.

**ARTICLE 3.
Definitions**

All definitions in the Amended and Restated Declaration of Covenants and Restrictions for Grey Oaks, an unrecorded subdivision, as recorded in the Public Records of Marion County, Florida (the "Declaration") to which a copy of these Articles are attached as Exhibit "B", are incorporated herein by reference and made a part hereof.

**ARTICLE 4.
Purpose**

Section 4.1 Purpose. The primary purpose of the Association is to create an entity to provide a forum for discussion and communication among the Owners of property in Grey Oaks, to levy, collect, hold, and disburse Assessments as contemplated by the Declaration, to facilitate and assure the maintenance and operation of the Common Areas and such other property as may be subjected to the terms of the Declaration and for which the Association is responsible pursuant to the terms of the Declaration, including but not limited to the Private Road and other portions of the Entrance Area, the Equestrian Easement Area, and to otherwise enforce the Declaration.

Section 4.2 Nonprofit Character of Association. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

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**ARTICLES OF INCORPORATION
OF
GREY OAKS OF OCALA HOMEOWNERS' ASSOCIATION, INC.**

Page 2 of 7

**ARTICLE 5.
Powers**

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

Section 5.1 To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as recorded in the Public Records of Marion 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.

Section 5.2 To establish, collect, and disburse Assessments as provided for in the Declaration to be used for, among other things, the maintenance, repair and replacement of the Entrance Area, the Private Road, and the Equestrian Easement Area, as well as any other property or improvements for which the Association, by rule, regulation, declaration, or contract has a right or duty to provide maintenance, repair or replacement.

**ARTICLE 6.
Membership**

Every Owner of a Tract as defined in the Declaration shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Tract. All members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

**ARTICLE 7.
Voting Rights**

The voting rights in the Association shall be as follows:

Section 7.1 Every Owner of a Tract shall have a vote for each Tract owned by the Owner in the Association.

Section 7.2 Each Owner shall be entitled to one (1) vote for each Tract owned. When one or more persons holds an interest in any Tract, all such persons shall be members of the Association, but in no event shall more than one vote be cast with respect to any single Tract. In the event all of the Owners of a Tract cannot agree on any vote, no vote shall be cast for such Tract; provided, however, that the Association may conclusively rely on the vote cast by any of the Owners of a Tract as being authorized by all such Owners unless the Association has been notified in writing

**ARTICLES OF INCORPORATION
OF
GREY OAKS OF OCALA HOMEOWNERS' ASSOCIATION, INC.**

Page 3 of 7

to the contrary by one or more such Owners.

**ARTICLE 8.
Board of Directors**

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three nor more than five persons who need not be members of the Association. The first Board shall consist of three Directors. Thereafter, the number of Directors may be increased to a maximum of five by a majority vote of the Board of Directors.

The first election of Directors shall be held between twelve (12) months and fifteen (15) months after the filing of the Articles of Incorporation with the Secretary of State. Three (3) Directors shall be elected at this first election, one for a term of one (1) year, one (1) for a term of two (2) years, and one (1) for a term of three (3) years. At each annual meeting thereafter the number of Directors equal to that of those whose terms have expired shall be elected for a three (3) year term. At the expiration of any term, any Director may be re-elected. The Directors shall be elected by the majority vote of the votes entitled to be cast thereon at a meeting at which a quorum of the Members are present.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The names 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:

<u>Name</u>	<u>Address</u>
Ralph L. Roberts	4090 NW 84 th Court, Ocala, FL 34482
Craig A. Perna	4090 NW 84 th Court, Ocala, FL 34482
Daniel J. Hirschy	4090 NW 84 th Court, Ocala, FL 34482

**ARTICLE 9.
Assessments**

The Directors are required to establish a Common Assessment to be levied against each Tract sufficient to maintain, extend or improve the properties for which the Association is responsible pursuant to the Declaration including, but not limited to, the Common Areas, including Equestrian Easement Area, the Private Road, and the Entrance Area. The Directors shall notify any Owner of the amount of the then Common Assessment upon written request, along with an explanation for the determination of the Common Assessment in such detail as the Directors determine. The amount of the Common Assessment may be changed by the Directors as frequently as deemed necessary by them to assure that the amount of the Common Assessment is sufficient to pay all Common Expenses or otherwise satisfy all obligations of the Association. The Assessment so

ARTICLES OF INCORPORATION
OF
GREY OAKS OF OCALA HOMEOWNERS' ASSOCIATION, INC.

Page 4 of 7

established may be levied and collected annually, quarterly or monthly, either in arrears or in advance, at the sole discretion of the Directors.

The Directors may, in their complete and sole discretion, propose a special assessment against the Tracts for one time and/or extraordinary expenses associated with the maintenance, extension, or improvement of the properties for which the Association is responsible pursuant to the Declaration including, but not limited to, the Equestrian Easement Area, the Private Road, and the Entrance Area. The Directors shall give each member notification of the proposed Special Assessment, and the time and location for the meeting of the Directors and members for consideration of the special assessment (which shall be in Marion County, Florida) not less than fourteen (14) or greater than sixty (60) days prior to the scheduled special meeting of the members. At the special meeting the special assessment (or any revised special assessment provided that the total amount is not greater than the proposed special assessment sent with the notice of the meeting) may be adopted by an affirmative vote of a majority of the votes then entitled to be cast.

The Directors shall establish a separate account for the deposit of all funds collected pursuant to this Article, and shall not place any other funds, regardless of source, in said account. All funds so deposited shall be disbursed only for improvements to, and extensions or maintenance of, the properties for which the Association is responsible pursuant to the Declaration including, but not limited to, the Equestrian Easement Area, the Private Road, and the Entrance Area, costs and expenses of operating and maintaining the Association, or for purposes otherwise authorized by the Declaration, or the Board of Directors. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any Member of the Association requesting access to same.

ARTICLE 10.
Dissolution

In the event of the dissolution of the Association, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be used for such similar purposes. Notwithstanding any other provisions contained within this Article, the Association may be dissolved only as provided in the Declaration, the Bylaws of the Association, and the laws of the State of Florida.

ARTICLE 11.
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.

ARTICLES OF INCORPORATION
OF
GREY OAKS OF OCALA HOMEOWNERS' ASSOCIATION, INC.

ARTICLE 12.
Amendments

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

Section 12.1 Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.

Section 12.2 Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association entitled to vote thereon.

Section 12.3 Adoption of Amendment. Adoption of the amendment will require the affirmative vote of two-thirds of the votes entitled to be cast at that time.

ARTICLE 13.
Subscribers

The names and street addresses of the subscribers and incorporators to these Articles of Incorporation is the same as listed in Article 2 hereof.

ARTICLE 14.
Officers

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- **RALPH L. ROBERTS..... President**
- **CRAIG A. PERNA. Vice President**
- **DANIEL J. HIRSCHY Secretary**
- **DANIEL J. HIRSCHY..... Treasurer**

ARTICLE 15.
Bylaws

**ARTICLES OF INCORPORATION
OF
GREY OAKS OF OCALA HOMEOWNERS' ASSOCIATION, INC.**

Page 6 of 7

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the Members by a majority of the votes then entitled to be cast at a meeting at which a majority of the votes then entitled to be cast are present or represented. Any amendments to Bylaws shall be binding on all members of the Association.

**ARTICLE 16.
Indemnification of Officers and Directors**

The Association shall and does hereby indemnify and hold harmless Declarant and every Director and ever officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a part by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

**ARTICLE 17.
Transaction in Which Directors or Officers are Interested**

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation, the Declarant, or an affiliate of the Declarant, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers and incorporators of this Association, have executed these Articles of Incorporation this 14th day of January, 2008.



RALPH L. ROBERTS

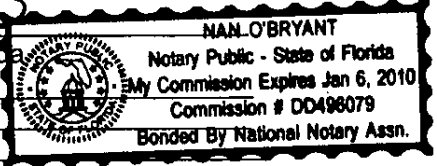
ARTICLES OF INCORPORATION
OF
GREY OAKS OF OCALA HOMEOWNERS' ASSOCIATION, INC.

Page 7 of 7

STATE OF FLORIDA
COUNTY OF ~~MARION~~ LEE

The foregoing instrument was sworn to and subscribed before me this 14th day of January, 2008, by RALPH L. ROBERTS, who is personally known to me.

Nan O'Bryant
Notary Public, State of Florida
Print Notary Name _____
My commission expires _____
Commission number _____



NAN O'BRYANT
Notary Public - State of Florida
My Commission Expires Jan 6, 2010
Commission # DD496079
Bonded By National Notary Assn.

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

DANIEL J. HIRSCHY, whose address is 4090 NW 84th Court, Ocala, FL 34482 is the initial registered agent named in the Articles of Incorporation to accept service of process of Grey Oaks of Ocala Homeowners' Association, Inc., organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 29 day of JANUARY, 2008.



DANIEL J. HIRSCHY

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