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Harvey R. Klein
H. Randolph Klein

KLEIN & KLEIN

Attorneys at Law

333 N.W. 3rd Avenue
Ocala, Florida 34475

98 JAN 20 AM 8:11 Phone (352) 732-7750
Fax (352) 732-7754

January 15, 1998
TALLAHASSEE, FLORIDA

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

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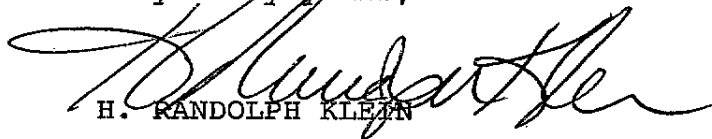
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Countryside Lakes Property Owners Association, Inc.

Gentlemen:

Please file the enclosed Articles of Incorporation and send the certified copy and your acknowledgement to me in care of this office. Enclosed is our check in the sum of \$122.50 representing your filing fees.

Very truly yours,



H. RANDOLPH KLEIN

HRK/kp
enc.

P. Hall JAN 21 1998

ARTICLES OF INCORPORATION

FILED

OF

98 JAN 20 AM 8:22

COUNTRYSIDE LAKES PROPERTY OWNERS ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby forms a corporation not for profit under Chapter 617, Florida Statutes, 1995, as amended, and does hereby certify:

ARTICLE I

Name

The name of the corporation is COUNTRYSIDE LAKES PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

Initial Principal Office

The street address of the corporation's initial principal office is 16435 SE 138 Avenue, Weirsdale, FL 32195 and its mailing address P. O. Box 498, Weirsdale, FL 32195.

ARTICLE III

Initial Registered Office and Registered Agent

The street address of the corporation's initial registered office is 16435 SE 138 Avenue, Weirsdale, FL 32195 and the name of its initial registered agent at that address is **R. Hugh Douglas**.

ARTICLE IV

Definitions

All definitions in the Declaration of Covenants and Restrictions of COUNTRYSIDE LAKES (the "Declaration") to which these Articles are attached as Exhibit "A", and recorded in Public Records of Marion County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE V

Purpose and Definitions

Section 1. **Purpose**. The primary purpose of this Association is to create an entity to organize the recreational, social and cultural activities desired by the Owners of Lots within COUNTRYSIDE LAKES development, and such additional property as may be subjected to the Declaration, of the Public Records of Marion County, Florida, to provide a forum for discussion and communication among the Owners of property in COUNTRYSIDE LAKES and to facilitate and assure the maintenance of the common areas, located within COUNTRYSIDE LAKES including but not limited to the roadways and drainage facilities.

Section 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.

Section 3. Definitions. "Declarants" shall mean R. HUGH DOUGLAS and LILLIAN D. HOGENBOOM, and their successors in interest or assigns of all or, at the election of the "Declarants", substantially all of their interest in the Subject Property.

ARTICLE VI

Powers

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

(a) To meet for the purposes of ascertaining the social, recreational and cultural activities in which its membership is interested in participating.

(b) To provide for the election of representatives, as provided in the Bylaws of the Association for the purpose of eliciting the desires of the membership for social, recreational and cultural activities and communicating those desires to the Directors.

(c) 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.

(d) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate all of the purposes for which the Association is organized.

(e) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

(f) To establish, collect, and disburse assessments to be used for the maintenance and upkeep of the Common Areas, roadways, and the drainage retention areas located with COUNTRYSIDE LAKES.

(g) To manage, operate, maintain, repair and improve the Common Areas and the drainage retention areas located within COUNTRYSIDE LAKES or any property owned by another third party for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services.

(h) To enforce covenants, conditions or restrictions affecting the Property to the extent the Association may be authorized to do so under any Declaration of Covenants, Conditions and Restrictions, or By-laws.

(i) To enter into, make, perform or enforce contracts of every kind and

description; and to all other acts necessary, appropriate or advisable in carrying out any purpose of the Association with or in association with any corporation or other entity or agency, public or private.

(j) To operate, maintain, and manage the surface water or storm water management systems located in COUNTRYSIDE LAKES in a manner consistent with the requirements of the St. Johns River Water Management District rules and regulations, and to assist in the enforcement of the restrictions and covenants contained therein.

(k) To levy and collect adequate assessments against members of the Association for the cost of maintenance and operation of the surface water or storm water management systems located with COUNTRYSIDE LAKES.

ARTICLE VII

Membership

Declarants and every Owner of a Lot as defined in the Declaration shall be a member of the Association. Except for the Declarants, membership shall be appurtenant to and may not be separated from ownership of any Lot. 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 VIII

Voting Rights

The voting rights in the Association shall be as follows:

All Owners of a Lot 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, but in no event shall more than one vote be cast with respect to any Lot. In the event all of the Owners of a Lot cannot agree on any vote, no vote shall be cast for such Lot, provided, however, that the Association may conclusively rely on the vote cast by any of the Owners of a Lot as being authorized by all Owners unless the Association has been notified in writing to the contrary by one of such Owners.

ARTICLE IX

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 nine 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 nine by a majority vote of the members.

The first election of Directors shall be held within thirty (30) days after January 1, 1998, at a meeting of the members called for that purpose. Three Directors shall be elected at this first election, one for a term of one year, one for a term of two years, and one for a term of three years. Said Board shall also determine the term for each new directorship so created. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be

electd for the term of three years. At the expiration of any term, any Director may be re-elected for one additional consecutive term. The Directors shall be elected by the vote of a majority of the Members entitled to vote thereon at a meeting at which a majority of the Members entitled to vote 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>
R. Hugh Douglas	P. O. Box 498 Weirsdale, FL 32195
Lillian D. Hogenboom	P. O. Box 498 Weirsdale, FL 32195
George J. Albright, Jr.	P. O. Box 498 Weirsdale, FL 32195

ARTICLE X **Assessments**

The Directors are shall establish a proposed annual assessment to be levied against each Lot sufficient to maintain, extend or improve, and for the express purpose of maintaining, extending, or improving the Common Areas, any other areas which are maintained or partially maintained by the Association, or any surface water or storm water management systems located within the Subject Property in accordance with the Declaration of Covenants and Restrictions for COUNTRYSIDE LAKES hereinafter recorded in the Public Records of Marion County, Florida.

The assessments collected by the Association in accordance with the provisions of this Article shall also be used, to the extent required, for the maintenance and repair of the surface water or storm water management systems, including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE XI **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 of Covenants, Conditions, and Restrictions for COUNTRYSIDE LAKES, the By-laws of the Association, and the laws of the State of Florida. In the event of the termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management systems located within COUNTRYSIDE LAKES must be transferred to and accepted by an entity which would comply with the provisions of Section 40C-42.027, Florida Administrative Code, and must be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XII

Duration

The corporation shall exist perpetually.

ARTICLE XIII

Amendments

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

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 amendments is considered.

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.

Adoption of Amendment. Adoption of the amendment will require the affirmative vote of three-fourths of the Members entitled to vote thereon.

ARTICLE XIV

Subscriber

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

ARTICLE XV

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:

R. Hugh Douglas	President
Lillian D. Hogenboom	Secretary/Treasurer
George J. Albright, Jr.	Vice President

ARTICLE XVI

Bylaws

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 the majority vote of the Members otherwise entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present. Any amendments to Bylaws shall be binding on all members of the Association.

ARTICLE XVII

Indemnification of Officers and Directors

The Association shall and does hereby indemnify and hold harmless the Declarant and every Director and every 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 for, all other rights to which such Director or Officer may be entitled.

ARTICLE XVIII

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 8th day of January, 1998.

R. Hugh Douglas
R. HUGH DOUGLAS

Lillian D. Hogenboom
LILLIAN D. HOGENBOOM

George J. Albright, Jr.
GEORGE J. ALBRIGHT, JR.

FILED
98 JAN 20 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COUNTY OF MARION
STATE OF FLORIDA

Subscribed and acknowledged before me by R. HUGH DOUGLAS and LILLIAN D. HOGENBOOM, and GEORGE J. ALBRIGHT, JR., (X) who ~~is~~ are personally known to me or produced _____ as identification, this 8th day of January, 1998.

Lauretta Kay Campbell
Notary Public, State of Florida
at Large
My commission expires:
10-30-01



Having been named Registered Agent of COUNTRYSIDE LAKES PROPERTY OWNERS ASSOCIATION, INC., I hereby accept said office and agree to comply with the provisions of Chapter 607, Florida Statutes as same pertain to the office of Registered Agent.

R. Hugh Douglas
Registered Agent