

N00000002325



ACCOUNT NO. : 072100000032

REFERENCE : 632083 82466A

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : March 21, 2000

ORDER TIME : 10:35 AM

ORDER NO. : 632083-005

600003192486--7

CUSTOMER NO: 82466A

CUSTOMER: Ms. Kimberly Martin  
MCGEE & MASON, P.A.  
MCGEE & MASON, P.A.  
101 South Main Street

Brooksville, FL 34601

DOMESTIC FILING

NAME: PEACH ORCHARD ESTATES  
PROPERTY OWNERS'  
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

6246-2295

600-8843

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 31 PM 12:32

RECEIVED  
00 MAR 31 PM 2:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 3, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: PEACH ORCHARD ESTATES PROPERTY OWNERS'  
ASSOCIATION, INC.  
Ref. Number: W00000008843

We have received your document for PEACH ORCHARD ESTATES PROPERTY OWNERS' ASSOCIATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the 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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 800A00018178

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR 31 PM 12: 32

**RESUBMIT**

Please give original  
submission date as file date.

RECEIVED  
00 APR -6 AM 11: 32  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF  
INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR 31 PM 12:32

OF

PEACH ORCHARD ESTATES  
PROPERTY OWNERS' ASSOCIATION, INC.

Pursuant to the provisions of Chapter 617, *Florida Statutes*, the *Florida Not For Profit Corporation Act*, the undersigned does hereby make, subscribe, acknowledge, and publish the following ARTICLES OF INCORPORATION (hereinafter referred to as the "**Articles**") for the corporation and purposes hereinafter provided.

ARTICLE I

1

**CORPORATE NAME AND PRINCIPAL ADDRESS**

1.1 **Name.** The name of the corporation is PEACH ORCHARD ESTATES PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter referred to as the "**Association**"), and the street and mailing addresses of the initial principal office thereof are 101 South Main Street, Brooksville, Florida 34601-3336, and Post Office Box 1900, Brooksville, Florida, 34605-1900, respectively.

ARTICLE II

2

**REGISTERED OFFICE AND AGENT**

2.1 **Name and Address.** The initial street address of the Registered Office of the Association is 101 South Main Street, Brooksville, Florida 34601-3336, and the name of the initial Registered Agent, at the Registered Office, is Joseph M. Mason, Jr., who shall serve in said capacity until relieved pursuant to law.

ARTICLE III  
**DEFINITIONS**

3

3.1 **Definitions of Declaration Adopted.** All definitions contained in the *Declaration of Covenants, Conditions, and Restrictions For Peach Orchard Estates, an Approved Unplatted Class I Subdivision in Section 11, Township 22 South, Range 18 East, Hernando County, Florida* (hereinafter referred to as the "**Declaration**"), to which a conformed copy of these Articles will be attached as **Exhibit "G"** and incorporated therein, and which will be recorded, with its Exhibits (including, but not limited to, these Articles), in the public records of Hernando County, Florida, are incorporated herein by reference and made a part hereof as fully as if set forth in full text.

**ARTICLE IV**  
**PURPOSE OF THE ASSOCIATION**

4.1 **Purpose.** The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for and undertake the operation, maintenance, preservation, and architectural control of the Lots, the Access and Utility Tracts, the Community Service Plot, and all other Common Elements, and improvements thereon, together with the Swales, the Vegetative Buffer Easements, and the Surface Water Management System, all within that certain real property (and any future additions thereto) described in the Declaration (the **Property**), and to promote the health, safety, and welfare of the members of the Association.

**ARTICLE V**  
**POWERS OF THE ASSOCIATION**

5.1 **Operate and Maintain.** The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, the Common Elements, the Vegetative Buffer Easements, and the Surface Water Management System, including, but not limited to, the powers and duties to:

5.1.1 **Exercise All Powers Under Declaration.** Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration to be recorded in the public records of Hernando County, Florida, and as said Declaration may be amended from time to time as therein provided, and said Declaration is incorporated herein by reference as fully as if set forth in full text;

5.1.2 **Levy and Collect Assessments.** Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments, pursuant to the terms of either the Declaration or the Bylaws, against the Owners and/or the Parcels;

5.1.3 **Pay Expenses.** Pay all expenses incident to the conduct of the business or the accomplishment of the purpose of the Association, including all license fees, taxes, or governmental charges levied or imposed against the property of the Association;

5.1.4 **Own and Deal in Property.** Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Association;

5.1.5 **Borrow Money and Pledge Assets.** Borrow money, and, with the affirmative vote (in person or by proxy) of each class of members at a duly called meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all

of its real or personal property as security for money borrowed or debts incurred by the Association;

5.1.6 **Dedicate Common Elements.** Dedicate, sell or transfer all or any part of the Common Elements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. The Association shall have the right to dedicate or transfer all or any part of the Common Elements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. The agreement of the members may be reflected in provisions of the Declaration, including, but not limited to, a Power of Attorney Regarding Common Elements, subject to which the members take title to the Lots, together with title to an undivided interest in the Common Elements, as Owners, and to which these Articles are attached as an Exhibit.

5.1.7 **Merge and Consolidate.** Participate in mergers and consolidations with other not for profit corporations organized for the same or similar purposes or annex additional residential property and Common Areas; provided that any property so merged, consolidated, or annexed shall be contiguous to property then covered by these Articles and the Declaration.

5.1.8 **Promulgate and Enforce Rules.** Promulgate or enforce rules, regulations, Bylaws, covenants, restrictions, or agreements to effectuate all of the purposes for which the Association is organized;

5.1.9 **Exercise All Powers Under Law.** Have and exercise any and all powers, rights, and privileges which a not for profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

5.1.10 **Contract for Management.** Contract for management of the Association, delegate in such contract all or any part of the powers and duties of the Association, and contract for services to be provided the Owners, including, but not limited to, garbage pick-up, other utilities, and a master antenna and/or cable television and/or radio system.

5.1.11 **Litigation.** Sue and be sued in any court of appropriate jurisdiction, or submit issues to binding arbitration, for the purpose of enforcing, protecting, and defending its rights, privileges, immunities, and property.

5.2 **Voting.** The voting rights of the members and the percentage of members required to vote for action by the Association shall be as provided either in the Declaration or in Bylaws adopted pursuant to Article XIV, below.

5.3 **Listing Not Exclusive.** The above listing shall be illustrative only, and shall not limit or restrictively define in any way the power or authority of the Association, which shall have all power and authority to take whatever action is legal, appropriate, or necessary to promote, serve, advance, or protect the purpose for which the Association is organized.

6

## ARTICLE VI MEMBERSHIP

6.1 **Lot Owners are Members.** Every Owner of a Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

7

## ARTICLE VII RULES AND REGULATIONS

7.1 Rules and regulations regarding members, memberships, voting, and other matters may be promulgated in either the Bylaws of the Association, the Declaration, or by the Board of Directors or a combination thereof.

8

## ARTICLE VIII BOARD OF DIRECTORS

8.1 **Number.** The affairs of this Association shall be managed by a Board of Directors, elected as provided in the Bylaws, consisting of not less than three (3) nor more than nine (9) natural persons, who need not be members of the Association. The first Board shall consist of three (3) members, and may be from time-to-time set at any greater number, up to a maximum of nine (9), by a majority vote of the Board of Directors.

8.2 **Initial Directors.** The Directors named in these Articles shall serve until the first election of Directors or until replaced by the Developer, and any vacancies in their number occurring before the first election shall be filled by the remaining Director or 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>STREET ADDRESS</u>	<u>MAILING ADDRESS</u>
Joseph M. Mason, Jr.	101 South Main Street Brooksville, FL 34601-3336	Post Office Box 1900 Brooksville, FL 34605-1900
Robert A. Buckner	11 North Main Street Brooksville, FL 34601-2808	Same as Street Address
Ruby H. Exum	101 South Main Street Brooksville, FL 34601-3336	Post Office Box 1900 Brooksville, FL 34605-1900

8.3 **Initial Term of Office.** The first election of Directors shall be held within thirty (30) days after the Developer has conveyed fifty percent (50%) of the Lots to Owners, at a meeting of the

members called for that purpose, and in accordance with procedures to be established by the Association's Bylaws.

## ARTICLE IX DURATION

9

9.1 **Perpetual Existence.** The Association, as a body corporate, shall exist perpetually, unless dissolved pursuant to law.

## ARTICLE X DISSOLUTION

10

10.1 **Voluntary and Involuntary Dissolution.** Notwithstanding the provisions of Article IX, above, the Association may be voluntarily or involuntarily dissolved in the manner provided by law.

10.2 **Disposition of Assets.** In the event of the dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate local government or other public agency, to be used for purposes similar to those for which this Association was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any not for profit corporation, association, trust, or other organization (the **Successor Entity**), to be devoted to similar purposes.

## ARTICLE XI AMENDMENTS

11

11.1 **Consent of Membership Required.** Any amendment of these Articles shall require the consent of a majority of the Initial Board of Directors prior to the first election of Directors, and, thereafter, the consent of a majority of the entire Membership of the Association.

## ARTICLE XII SUBSCRIBER

12

12.1 **Names and Addresses.** The name and street address of the Subscriber and/or Incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>MAILING ADDRESS</u>
Joseph M. Mason, Jr.	101 South Main Street Brooksville, FL 34601-3336	Post Office Box 1900 Brooksville, FL 34605-1900

### ARTICLE XIII OFFICERS

13.1 **Elected by Board of Directors.** The Board of Directors shall elect a President, a Secretary, a Treasurer, and as many Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and other officers as the Board of Directors shall from time to time determine.

13.2 **Initial Officers.** The names and addresses of the initial Officers, who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>MAILING ADDRESS</u>
Joseph M. Mason, Jr. President and Treasurer	101 South Main Street Brooksville, FL 34601-3336	Post Office Box 1900 Brooksville, FL 34605-1900
Robert A. Buckner Vice-President and Secretary	11 North Main Street Brooksville, FL 34601-2808	Same as Street Address

### ARTICLE XIV BYLAWS

14.1 **Adoption.** The original Bylaws of the Association (hereinafter referred to as the **Bylaws**) may be adopted by the Subscriber and/or Incorporator, and may be amended by a majority vote of the Initial Directors.

14.2 **Amendment.** After the first election of Directors, the Bylaws may be amended, altered or rescinded only after notice of the proposed change to, and at a regular or special meeting of, the members, by a vote of a majority of a quorum (as defined, or as otherwise provided, in either the Bylaws or the Declaration) of members present in person or by proxy.

### ARTICLE XV INDEMNIFICATION OF OFFICERS AND DIRECTORS

15.1 **Indemnification.** The Association shall and does hereby indemnify, defend, and hold harmless every Director and every Officer, their heirs, executors, assigns, and administrators, against all loss, costs, and expenses, including attorneys fees, reasonably incurred in connection with any action, suit, or proceeding to which such Officer or Director may be made a party by reason of having been, and/or taken action as, a Director or Officer of the Association, except as to matters wherein such Officer or Director 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 all similar rights to which such Director or Officer may be entitled, including, but not limited to, any such right provided either by the Declaration and/or the Bylaws, or otherwise by law.



## 16

16.1 **Conflicts Not Prohibited.** No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization of which one (1) or more of its officers or directors are Officers or Directors of this Association, shall be invalid, void, or voidable solely for that reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committees thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. 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 thereof, at which the contract or transaction was recommended, approved, and/or authorized.

## 17

17.1 **Number and Gender.** Any use of the plural or singular form shall include the other, and any use of any gender form shall include the male, the female, and the neuter, all as the context of said use may require.

17.2 **Headings and Captions.** The headings and captions used at the beginning of the Articles, Sections, and Subsections of these Articles are for convenience of reference only, and shall not be deemed or construed to be a part of or to modify the content of said Articles, Sections, and Subsections in any manner whatsoever.

17.3 **Internal References.** The reference to any Article, Section, or Subsection of these Articles in any other Article, Section, or Subsection hereof shall be construed to refer to such of the subdivisions, if any, of the referenced Article, Section, or Subsection, as the context of said reference may require.

17.4 **Conflict between Documents.** In the case of any conflict between any one or more of the Declaration and the Articles, and the Bylaws, the Declaration shall control over the Articles and the Bylaws, and the Articles shall control over the Bylaws.

IN WITNESS WHEREOF, for the purposes of forming this Corporation under the Laws of the State of Florida, the undersigned, as the Subscriber and Incorporator of Peach Orchard Estates, Inc., has executed these Articles of Incorporation, on April 6, 2000.

April 6, 2000.

JOSEPH M. MASON, JR., Subscriber  
and/or Incorporator

STATE OF FLORIDA  
COUNTY OF HERNANDO

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR 31 PM 12:32

**BEFORE ME**, the undersigned authority, on April 6, 2000, in the County and State  
aforementioned, personally appeared **JOSEPH M. MASON, JR.**, the person who, first being by me  
duly sworn, deposed and said upon said person's oath that said person is the person described in and  
who executed the foregoing *Articles of Incorporation*, that said person executed same for the  
purposes therein stated, and with the intent to be thereby bound. Said person is either personally  
known to me or produced identification satisfactory to me (if said person produced identification,  
same is described as follows: Personally Known).



Ruby H Exum  
My Commission CC855499  
Expires July 15, 2003

Ruby H. Exum  
Ruby H. Exum  
Notary Public, State of Florida

**RESIDENT AGENT'S ACCEPTANCE**

Having been named to accept service of process for the above stated corporation at the place  
designated in Article II of the Articles of Incorporation, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes relative to the proper and complete  
performance of the duties of a resident agent.

JOSEPH M. MASON, JR.

JOSEPH M. MASON, JR.  
Date Signed: April 6, 2000

JMM/re/km\BUC03150.B-2  
R:03200/km/re\BUC03200.P-4  
R:03210/re/km\BUC03210.P-2  
R:03220/re\BUC03220.P-3  
R:04050/re\BUC04050.P-4