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TRANSMITTAL LETTER

Department of State
Divisions of Corporations
P O Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

Subject: Whispering Sands Property Owners Association, Inc.

Enclosed is an original and 1 copy of the articles of incorporation and a check for:

87.50
Filing Fee
Certified Copy
& Certificate

From:
Richard Black
5200 S. E. 31st St.
Ocala, FL 34471

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -8 AM 10:55

g 12/13/00

ARTICLES OF INCORPORATION

OF

WHISPERING SANDS PROPERTY OWNERS

ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC -8 AM 10: 55

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I

NAME

The name of this corporation shall be Whispering Sands Property Owners Association, Inc. (hereinafter referred to as the "Association.")

ARTICLE II.

PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

Whispering Sands Property Owners Association, Inc.
5200 S. E. 31st St.

Ocala, FL 34471

ARTICLE III.

PURPOSES

The purposes of the Association are to acquire title to and own, and whether owned or not, to operate, maintain, and preserve the common properties as such term is defined in the Declaration of Covenants and Restrictions for Whispering Sands Property Owners Association, Inc., which will be recorded among the Public Records of Marion County, Florida, (hereinafter called the 'Declaration'), in the development located in Marion County, Florida, known as Whispering Sands. The association is also formed to maintain the privately owned parts of the Whispering Sands area which are not maintained by their owners.

ARTICLE IV.

POWERS

The Association shall have all of the powers given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Declaration, together with all powers necessary to fulfill both such stated powers and the duties expressly given to it by such Declaration. These powers include, but are not limited to, the power to:

- (A) Maintain, repair, improve, and insure the landscaping, private roadways, parking spaces, or Common Properties,

recreational facilities, exterior street lighting, and other Common Areas which the Association owns or which it has assumed the obligation to maintain;

- (B) Make and collect assessments from its members;
- (C) Pay all association expenses;
- (D) Acquire title to and exercise all rights of ownership in and to any real or personal property;
- (E) Make, amend, and enforce reasonable rules and regulations for the use of the property it owns and maintains;
- (F) Enforce the terms of the Declaration, these Articles, and the By-Laws of the association.

ARTICLE V

MEMBERS

1. Every record owner of a fee interest in any residential lot (hereinafter called a "Lot") which is subject to assessment by the Declaration, including contract sellers, shall 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 shall be appurtenant to, and may not be separated from, ownership of a lot.
2. Change of membership in the Association shall be established by the recording in the Public Records of Marion County,

Florida, of a deed or other instrument establishing a record title to a lot and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior owner shall be terminated as of the date of delivery of such deed or other instrument.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except upon transfer of his residential lot.

ARTICLE VI

BOARD OF DIRECTORS

1. The affairs of the Association shall be initially managed by a Board of (4) Directors, Whose names are:

Thomas E. Howell, Jr.
5030 SE 30th St. Apt D
Ocala, FL 34471

Richard Black
5200 SE 31st St.
Ocala, FL 34471

Jarred Culver
5012 SE 7th Place
Ocala, FL 34471

Sam Green
3206 Lake Joanna Drive
Eustis, FL 32726

2. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association.

ARTICLE VII

OFFICERS

The officers of the Association shall be President, Vice-President, Secretary, and Treasurer, and such additional officers as the By-Laws specify. The officers shall be elected by the Directors at their annual meeting or at any special meeting called for that purpose.

The first officers who shall serve until the first election are:

Richard Black - president

Laura Pratt – Vice President

Jarred Culver - Treasurer

Sam Green - Secretary

ARTICLE VIII

By-Laws

The By-Laws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An amendment may be proposed by any member or any Director prior to a meeting at which it will be considered.
2. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.

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3. Except as otherwise provided in the By-Laws, the amendment must be approved, either in person or by proxy by at least (i) two-thirds (2/3) of the entire Board of Directors and two-thirds (2/3) of the entire membership of the Association; or by at least (ii) eighty (80%) percent of the entire membership of the association.
 4. No amendment may change the qualifications for membership in the association.
 5. A copy of the amendment shall be recorded in the Public Records of Marion County, Florida.

ARTICLE IX AMENDMENT TO ARTICLES

These Articles may be amended in the same manner provided above for amending the By-Laws except that each amendment must also be filed with the Secretary of State of Florida to be valid.

ARTICLE X DISSOLUTION OF THE ASSOCIATION

The term of the Association shall be perpetual; however, it may be dissolved as provided by Florida law.

Upon dissolution, the Association's assets (including any real property and improvements thereon) remaining after payments to creditors and the payment of all costs and expense relating to such dissolution shall be distributed in the following priority:

To the members in such proportions as they agree upon, or failing such agreement, in such proportions as are determined by a court having jurisdiction, or if the members prefer, to any municipal or governmental authority which is willing to accept such assets.

ARTICLE XI
INITIAL REGISTERED AGENT
AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Richard Black
5200 S.E. 31st St
Ocala, FL 34471

ARTICLE XII
INCORPORATOR

The name and address of the incorporator to these Articles are:

Richard Black
5020 S.E. 31st St.
Ocala, FL 34471



Signature/Incorporator

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.

R. L. Black
Signature/Registered Agent

9-20-88
Date