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FLORIDA NON-PROFIT CORPORATION

The Villages of Oak Creek Master Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE VILLAGES OF OAK CREEK MASTER ASSOCIATION, INC.

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation not-for-profit under the "Florida Not-For-Profit Corporation Act."

ARTICLE 1
CORPORATE NAME

The name of the Corporation shall be THE VILLAGES OF OAK CREEK MASTER ASSOCIATION, INC., hereinafter called the "Association." The initial principal office and mailing address of the Association shall be c/o Grasser and Associates, 8875 Hidden River Parkway, Suite 300, Tampa, Florida 33637.

ARTICLE 2
DURATION

The duration of the Association shall be perpetual.

ARTICLE 3
DEFINITIONS

The terms used in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the Master Declaration of Covenants, Conditions and Restrictions of The Villages of Oak Creek (the "Declaration") to be recorded by Declarant in the Public Records of Hillsborough County, Florida, unless herein provided to the contrary or unless the context otherwise requires.

ARTICLE 4
COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence of the Association shall begin on March 1, 2001.

ARTICLE 5
PURPOSES AND POWERS

The Association is not organized for pecuniary profit or

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financial gain, and no part of the Association's income or profit is distributable to its Members, Directors, or Officers.

The purposes for which the Association is formed are:

- i. To own, operate, maintain, preserve or replace, and to provide architectural control over, the Lots located in the Property situate in Hillsborough County, Florida, known as The Villages of Oak Creek and described in the Declaration; and
- ii. To operate and maintain the surface water management system as permitted by the Southwest Florida Water Management District, including, but not limited to, all retention areas, culverts, and related appurtenances; and
- iii. To 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, as the same may be amended from time to time; and
- iv. Such other purposes as the Board of Directors of the Association may determine are appropriate to carry out the intent of the Declaration as it may be amended from time to time.

The powers of the Association that may be exercised by the Board of Directors are:

- (a) all powers which are necessary or convenient to carry out the above purposes;
- (b) all powers granted in the Declaration;
- (c) all powers enumerated in Section 617.0302 of the Florida Statutes in effect on the date of commencement of the corporate existence of the Association, and any other powers subsequently included in that section or any other section of the Florida Statutes which enumerates powers that a non-profit corporation may have, provided the powers shall be exercised in a manner consistent with the Declaration.

The foregoing enumeration of specific purposes and powers shall not

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be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

ARTICLE 6 BOARD OF DIRECTORS

6.1. NUMBER AND QUALIFICATIONS. The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Association, but in no event shall there be less than three (3) Directors. Directors need not be Members of the Association nor residents of the Lots.

6.2. DUTIES AND POWERS. All of the duties and powers of the Association existing under the Declaration, these Articles of Incorporation and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Owners only when such approval is specifically required.

6.3. ELECTION; REMOVAL. The initial Directors shall be elected or appointed by the incorporator. All Directors other than the initial Directors shall be elected or appointed in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE 7 TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or Officers or between the Association and any other corporation, partnership, association or other organization in which one or more of its Officers or Directors are officers or directors 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 that authorized the contract or transaction, or solely because such Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or officer may be interested in any such contract or transaction. Interested Directors may be

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counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

ARTICLE 8 OFFICERS

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected and removed and vacancies filled as provided in the By-Laws.

ARTICLE 9 MEMBERSHIP

Until the Declaration is recorded and a Lot is conveyed by Declarant to another Owner, the initial and sole Member shall be Declarant. Thereafter the Members shall be those parties identified in the Declaration as Members. The manner of termination and the transferability or nontransferability of membership is set forth in the Declaration.

ARTICLE 10 AMENDMENT

Amendments to these Articles of Incorporation shall be made in the following manner:

10.1. PROPOSAL. Notice of the subject matter for a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

10.2. ADOPTION. The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than one third (1/3) of the Members. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approval must be by not less than a majority of the votes of all the Members represented at a meeting at which a quorum of Members is present.

10.3. LIMITATION. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members, nor any changes in the Articles of

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Incorporation hereof entitled "PURPOSES AND POWERS" and "INDEMNIFICATION," respectively, without the approval in writing of all Members and the joinder of all record owners of mortgages on Lots. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, Declarant, or an affiliate of Declarant, unless Declarant shall join in the execution of the amendment.

10.4. DECLARANT'S AMENDMENT. The Declarant may amend these Articles of Incorporation consistent with the provisions of the Declaration allowing certain amendments to be effected solely by the Declarant.

10.5. RECORDING. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Hillsborough County, Florida.

ARTICLE 11 BYLAWS

The initial Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, rescinded in the manner provided in the Bylaws.

ARTICLE 12 INCORPORATOR

The name and address of the incorporator of the Association is: Jeffrey C. Shannon, 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602.

ARTICLE 13 INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of

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competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, or in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything herein to the contrary, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 14
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is: 501 East Kennedy Boulevard, Suite 1700 Tampa,

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Florida 33602, and the name of the initial registered agent of the Association at said address is: Jeffrey C. Shannon.

ARTICLE 15
DISSOLUTION

As long as Class B membership exists, dissolution of the Association and these Articles of Incorporation requires the prior approval of HUD/VA. Furthermore, if the Association is dissolved, the assets shall be dedicated to a public body or conveyed to a not-for-profit organization with similar purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 1st day of March, 2001.



Jeffrey C. Shannon, Incorporator

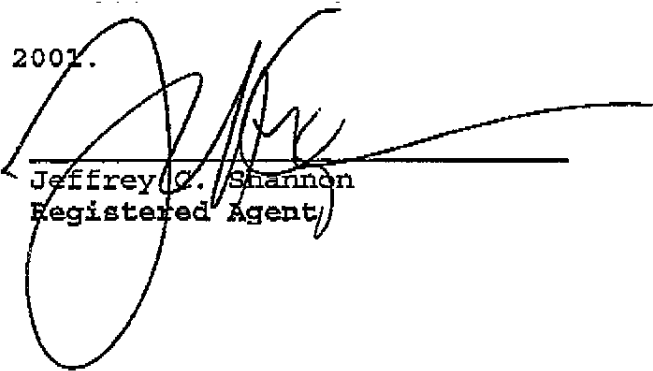
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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida, the corporation named in the foregoing Articles of Incorporation has named Jeffrey C. Shannon, whose address is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602, County of Hillsborough, State of Florida, as its statutory registered agent. This address is identical with the registered office identified in said Articles. Having been named registered agent of said corporation at the place designated in this certificate, I state that I am familiar with and hereby accept the obligations of that position and agree to act in that capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 1st day of March, 2001.



Jeffrey C. Shannon
Registered Agent

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