

Division of Corporations

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N01000005103**Florida Department of State**

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION**Woodtrace of Hernando Homeowners' Association, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKnight JUL 19 2001

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**ARTICLES OF INCORPORATION
OF
WOODTRACE OF HERNANDO HOMEOWNERS' ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is **WOODTRACE OF HERNANDO HOMEOWNERS' ASSOCIATION, INC.** (the "Association").

**ARTICLE II
ADDRESS**

The principal office of the Association is located at 34550 Mission Bell Lane, Dade City, Florida 33525, and the mailing address is 34550 Mission Bell Lane, Dade City, Florida 33525.

**ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit of its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within the property known as "WOODTRACE" in Hernando County, Florida, herein called the "Properties". The purposes of this Association shall include, without limitation of the foregoing, the maintenance of any Common Area and certain other land within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to that certain Declaration of Covenants and Restrictions for WOODTRACE, to be recorded among the Public Records of Hernando County, Florida, and any amendments or modifications thereof, hereinafter referred to as the "Declaration". The Association is empowered to:

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- (a) 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 as therein provided, said Declaration being incorporated herein as if set forth in its entirety;
- (b) Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;
- (c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) Borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell, or transfer all or any part of any Common Area, including roadways, to any public agency, authority, or utility; provided, however, that no such dedication or transfer shall be effective unless an instrument has been signed by a majority of the board of directors agreeing to such dedication, sale, or transfer;
- (f) Grant easements as to any Common Area to public and private utility companies, including cable television, and to public bodies or governmental agencies or other entities or persons, with or without cost or charge, at the sole discretion of the board of directors, where convenient, desirable, or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

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- (g) Participate in mergers and consolidations with other non-profit corporations organized for purposes substantially similar to those of the Association, or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall require the assent of two-thirds of the members;
- (h) Annex additional real property in accordance with the provisions of the Declaration, with such annexations, when completed in accordance with the provisions of the Declaration, extending the jurisdiction, function, duties, and membership of the Association to the real property thereby annexed;
- (i) From time to time adopt, alter, amend, and rescind reasonable rules and regulations governing the use of any Common Area, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;
- (j) Contract for the maintenance and management of any Common Area, and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;
- (k) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise.

This Association is not a condominium association and is not subject to the Florida Condominium Law (F.S. 718).

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ARTICLE IV
OPERATION AND MAINTENANCE OF THE
SURFACE WATER MANAGEMENT SYSTEM

A. Definitions.

1. The "surface water management system" shall mean those water management areas defined by Rule 40D-4.021(5), Florida Administrative Code. Examples of components of the surface water management system include, but are not limited to, the following: streets, roads, rights-of-way, inlets, ditches, culverts, structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetland mitigation areas and conversation/preservation areas.

2. "Association" shall mean and refer to WOODTRACE OF HERNANDO HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit, which corporation is formed to promote the health, safety, and general welfare of the residents within the property known as "WOODTRACE" in Hernando County, Florida, which purpose includes, *inter alia*, owning, operating, and maintaining any Common Areas (including the surface water management system).

B. Association to Operate and Maintain the Surface Water Management System.

In accordance with the Environmental Resource Permit issued by the Southwest Florida Water Management District, the Association has the responsibility to operate and maintain the surface water management system, as shown within the easements on the site plan of WOODTRACE recorded in the public records of Hernando County, Florida.

ARTICLE V
MEMBERSHIP

Every natural person or entity who is a record owner of a fee or undivided fee interest in any Lot subject to the provisions of the Declaration, including contract sellers, shall be a member of the

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Association. When any Lot is owned of record by two (2) or more natural persons or other legal entities, all such persons or entities shall be members. An owner of more than one (1) such Lot shall be entitled to one (1) membership unit for each Lot owned by him. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to the provisions of the Declaration, and shall be automatically transferred with no further action by the members or the board of directors upon the conveyance of the Lot to which it is appurtenant.

ARTICLE VI **VOTING RIGHTS**

The Association shall have one (1) class of voting membership. Members shall be entitled to one (1) vote for each Lot owned, and all votes shall be cast in the manner provided in the bylaws. In the event that more than one natural person or entity owns an interest in any single Lot, the vote for such Lot shall be exercised as such persons or entities determine; provided, however, that in no event shall more than one (1) vote be cast with respect to any such Lot, and provided further that no split votes shall be permitted with respect to any such Lot.

ARTICLE VII **OFFICERS AND DIRECTORS**

The affairs of the Association shall be managed by a board of directors who shall be elected as provided in the bylaws of the Association and by officers who shall be appointed by the board of directors. The officers thus to be elected shall be a president, a secretary, a treasurer, and such other officers as may be provided for in the bylaws of the Association. The duties of the respective officers and the manner of filling vacancies in the offices of the Association shall be as provided in the bylaws. Neither the officers nor the directors need be members of the Association.

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The number of directors and the manner of filling vacancies in the board of directors shall be provided in the bylaws of the Association. The number shall not be less than three (3) nor more than five (5).

ARTICLE VIII **INITIAL DIRECTORS**

The names and addresses of the persons who are to serve as the initial members of the board of directors, who shall serve in such capacity until their successors have been qualified and duly elected, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| JAMES K. TABB, JR. | 34550 Mission Bell Lane Dade City, Florida 33525 |
| JANICE T. TABB | 34550 Mission Bell Lane Dade City, Florida 33525 |
| BRUCE V. CAVALL | 34041 Madison Avenue Ridge Manor, Florida 33525 |

ARTICLE IX **BYLAWS**

The first bylaws of the Association shall be adopted by the board of directors, and may be altered, amended, or rescinded in the manner provided therein.

ARTICLE X **INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part, or to which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred.

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The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XI
DISSOLUTION

The Association may be dissolved upon the written consent of not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE XII
DURATION

The Corporation shall exist perpetually.

ARTICLE XIII
REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be located at 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525, and the initial registered agent of the Association shall be Jonathan L. Auvil. The Association shall have the right to change such registered office and agent from time to time, as provided by law.

ARTICLE XIV
INCORPORATOR

The incorporator filing these Articles of Incorporation is Jonathan L. Auvil, 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525.

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ARTICLE XV
AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the total votes cast of each class at any regular or special meeting of the membership duly called and conveyed.

ARTICLE XVI
INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions and rules of interpretation contained in the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. In filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles of Incorporation and of the Declaration be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes stated herein as of the 10th day of July, 2001.


Jonathan L. Auvil

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WOODTRACE OF HERNANDO HOMEOWNERS' ASSOCIATION, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Jonathan L. Auvil, having been named as registered agent to accept service of process for the corporation named above at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

DATED this 10th day of July, 2001.


JONATHAN L. AUVIL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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