

Division of Corporations

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N0100005453**Florida Department of State**

Division of Corporations

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From:

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FLORIDA NON-PROFIT CORPORATION**OAKS & MEADOWS - SOUTH OWNERS ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION

OF

OAKS & MEADOWS - SOUTH OWNERS ASSOCIATION, INC.

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associated themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, 1991, as amended, and do hereby certify:

ARTICLE I

Name and Address

The name of the Corporation is OAKS & MEADOWS - SOUTH OWNERS ASSOCIATION, INC., and the principal address is 3960 W. Silver Springs Blvd., Ocala, FL 34474 hereinafter called the "Association".

ARTICLE II

Registered Agent

The name of the Registered Agent is Greg Lord and the Registered Office is 3960 W. Silver Springs Blvd., Ocala, FL 34474.

ARTICLE III

Existence and Duration

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE IV

Purpose

Section 1. Purpose. The primary purpose of this Association is to create an entity to provide a forum for discussion and communication among the Owners of property in Oaks & Meadows - SOUTH, and to facilitate and assure the maintenance and operation of the Roadway.

Prepared by:
DANIEL HICKS, P.A.
Daniel Hicks, Esquire
421 S. Pine Avenue
Ocala, FL 34472
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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.

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 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.

(b) 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.

(c) To establish, collect, and disburse assessments to be used for the maintenance and upkeep of the Roadway.

ARTICLE VII Membership

The Declarant and every Owner of a parcel that is part of the real property described in Exhibit Y of the Declaration knows as a Parcel Owner (a/k/a "Lot") shall be a member of the Association. Except for the Declarant, 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

Section 1. Membership in Association. Every Parcel Owner of a Lot in the Property shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

Section 2. Voting Rights in Association. The Association shall have one (1) class of Voting Membership and the Owner of each Lot shall have a vote equal to one (1) vote per Lot.

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 three 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 Board of Directors.

The first election of Directors shall be held within sixty (60) days after December 31, 2001, 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

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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 elected 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 member of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

ARTICLE X INCORPORATORS

The name and address of the Incorporator is as follows:
Greg Lord, c/o 3960 W. Silver Springs Blvd., Ocala, Florida 34474.

ARTICLE XI Assessments

The Directors shall establish a proposed annual assessment to be levied against each Lot sufficient to maintain, and for the express purpose of maintaining, the Roadway.

The Directors shall establish a separate interest bearing account for the deposit of all funds collected pursuant to this Article, and shall not place any other funds, regardless of source, in said account. All funds so deposited shall be disbursed only for improvements to, and extensions or maintenance of, the Common Areas, roadways, and drainage retention areas within Whispering Knoll. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any Member of the Association requesting access to same.

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 Roadway.

ARTICLE XII 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, the Bylaws of the Association, and the laws of the State of Florida.

ARTICLE XIII Amendments

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

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Section 1. 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 amendment is considered.

Section 2. 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.

Section 3. Adoption of Amendment. Adoption of the amendment will require the affirmative vote of three-fourths of the Members entitled to vote thereon.

ARTICLE XIV

Subscribers

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

ARTICLE XV

Officers

The Board of Directors shall elect the President and Secretary, and such other officers 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:

Greg Lord, as President and Secretary

3960 W. Silver Springs Blvd.

Ocala, FL 34474

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 Developer 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 of, all other rights to which such Director or Officer may be entitled.

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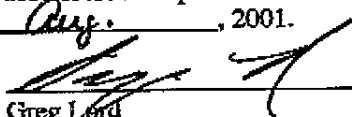
ARTICLE XVIII

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, Developer, association, or other organization including without limitation, the Developer, or an affiliate of the Developer, 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 incorporator of this Association, have executed these Articles of Incorporation this 1 day of Aug., 2001.

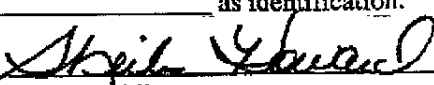
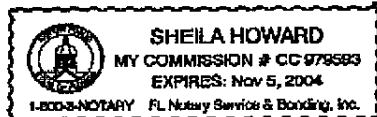

Greg Lord

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me, this 1 day of Aug., 2001 by Greg Lord, who is

(a) ☒ personally known to me OR

(b) ☐ produced _____ as identification.


Notary Public

My Commission Expires: _____

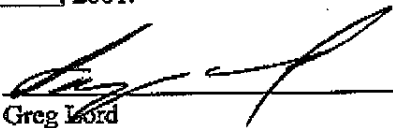
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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Greg Lord, whose address is c/o 3960 W. Silver Springs Blvd., Ocala, FL 34474 is the registered agent named in the Articles of Incorporation to accept service of process for OAKS & MEADOWS - SOUTH OWNERS ASSOCIATION, INC., organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 12th day of Aug., 2001.


Greg Lord

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