

No 1000007913

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November 6, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6427
Tallahassee, FL 32301

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-11/07/01--01022--004
*****78.75 *****78.75

RE: MEADOWS OF KANAPAHA PHASE II OWNERSHIP ASSN, INC.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation. Please return a certified copy of the Articles of Incorporation to this office.

Also enclosed please find our firm's check in the amount of \$78.75 for the following:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy of Articles	8.75
	<u>\$78.75</u>

We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,
SALTER, FEIBER, YENSER,
MURPHY & HUTSON, P.A.

M. Susan Fulford
M. Susan Fulford
Legal Assistant to Ms. Murphy

/msf
Enclosures

FILED
01 NOV -7 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN NOV - 7 2001

FILED
01 NOV -7 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MEADOWS OF KANAPAH PHASE II OWNERSHIP ASSOCIATION, INC.**

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles");

ARTICLE I

NAME

The name of the corporation shall be **MEADOWS OF KANAPAH PHASE II OWNERSHIP ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II

DURATION

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

ARTICLE III

DEFINITIONS

"Declarant" shall mean and refer to Kanapaha Meadows, Inc., a Florida Corporation, and its successors and assigns. No successor or assignee of the Declarant shall have any rights or obligations of the Declarant hereunder unless such rights and obligations are specifically set forth in the instrument of succession or assignment, or unless such rights pass by operation of law.

"Owner" shall mean and refer to the record holder, whether one or more persons or entities, of fee simple title to each Homesite in Meadows of Kanapaha Phase II; but notwithstanding any applicable theory of the law of mortgages, Owner shall not mean or refer to any mortgagee unless and until such mortgagee has acquired title pursuant to a foreclosure proceeding or a conveyance in lieu of foreclosure.

ARTICLE IV

PRINCIPAL OFFICE

The principal office of the Association is located at 5517 S. W. 69th Terrace, Gainesville, FL 32608.

ARTICLE V

REGISTERED OFFICE AND AGENT

David M. Miller, whose address is 5517 S.W. 69th Terrace, Suite A, Gainesville, Florida 32608, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed to carry out the duties and responsibilities imposed upon it by the Declaration of Restrictions and Maintenance Covenants for Meadows of Kanapaha Phase II (the Declaration) to be filed in the Public Records of Alachua County, Florida. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the By-laws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the By-laws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Property and Common Property within its jurisdiction.

The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. _____ requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system. The assessments shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easement.

ARTICLE VII

MEMBERSHIP

Each Owner, including the Declarant, shall be a Member of the Association. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each Owner shall be appurtenant to the Homesite giving rise to such membership, and shall not be transferred except upon the transfer of title to said Homesite and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

Members shall have one(1) vote for every Homesite owned.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board, elected as provided for in the by-laws of the Corporation, of not less than three (3), nor more than five (5) directors who need not be Members. The initial Board shall be comprised of three (3) people. Anything in these Articles to the contrary notwithstanding, until such time as the Declarant has conveyed to purchasers not affiliated with the Declarant all Homesites, or at such earlier date as may be selected by the Declarant, the Declarant shall be entitled to designate the Board of Directors of the Association. The names and address of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are:

<u>Name</u>	<u>Address</u>
David M. Miller	5517 S.W. 69 th Terrace Gainesville, FL 32608
Alison Cox	5517 S. W. 69 th Terrace Gainesville, FL 32608
Beverly Buckley	5517 S. W. 69 th Terrace Gainesville, FL 32608

Once the Declarant relinquishes its right to appoint the Board of Directors, the Members shall elect the directors for staggered terms of two (2) years each. In the event that the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.

ARTICLE IX

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	David M. Miller	5517 S. W. 69 th Terrace Gainesville, FL 32608
Vice President	Alison Cox	5517 S. W. 69 th Terrace Gainesville, FL 32608
Sec/Treas	Beverly Buckley	5517 S.W. 69 th Terrace Gainesville, FL 32608

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 whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. 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.

Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these articles of Incorporation.

The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, 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 these Articles.

ARTICLE XI

BY-LAWS

The By-laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-laws.

ARTICLE XII

AMENDMENTS

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

11.1 Resolution. The Board of Directors may adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

11.2 Notice. Within the time and in the manner provided in the By-laws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of Members entitled to vote thereon.

11.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.5 Action Without Directors. The Members may amend these Articles without an act of the Directors at a meeting for which notice of the changes to be made is given.

11.6 Limitations. No amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration. So long as the Declarant shall own any lands within Meadows of Kanapaha Phase II, no Declarant related amendment shall

be made to the Declaration, or to the Articles or By-laws of the Association unless such amendment is first approved in writing by the Declarant. Any amendment shall be deemed to be Declarant related if it does any of the following:

- a. Directly or indirectly by its provisions or in practical application relates to the Declarant in a manner different from the manner in which it relates to other Owners;
- b. Modifies the definitions provided for in the Declaration in a manner which alters the Declarant's rights or status;
- c. Alters the character and rights or membership as provided for in the Declaration or affects or modifies in any manner whatsoever the rights of Declarant as a Member of the Association;
- d. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;
- e. Denies the right of the Declarant to convey to the Association Common Property;
- f. Modifies the basis or manner of assessment as applicable to the Declarant or any lands owned by the Declarant;
- g. Alters or repeals any of the Declarant's rights or any provision applicable to the Declarant's right as provided for by any such provision of the Declaration.

11.7 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Alachua County, Florida.

ARTICLE XIII

SUBSCRIBERS

The name and address of the Subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
David M. Miller	5517 S.W. 69 th Terrace Gainesville, FL 32608

ARTICLE XIV

NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit. In addition, the Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers.

ARTICLE XV

DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XVI

MERGER

The Board of Directors may adopt a plan of merger pursuant to applicable florida law. Members are not entitled to vote on a plan of merger.

IN WITNESS WHEREOF, the Subscriber hereto has set his hand and seal this 6th day of November, 2001.

Signed, sealed and delivered in
our presence as witnesses:

Martha S. Kloeppel
Printed Name: MARTHA S. KLOEPPPEL

M. Susan Fulford
Printed Name: M. SUSAN FULLFORD

David M. Miller
DAVID M. MILLER

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 16th day of November, 2001
by DAVID M. MILLER as Subscriber to the Articles of Incorporation. Such person(s):

- ☐ is/are personally known to me.
- ☒ produced a current Florida Driver's license as identification.
- ☐ produced _____ as identification.



M. Susan Fulford
MY COMMISSION # CC923022 EXPIRES
June 12, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

M. Susan Fulford
Print Name: _____
Notary Public, State of Florida
My Commission Expires: _____

Serial Number, if any: _____

FILED
01 NOV -7 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

David M. Miller
David M. Miller

11/6/01
Date