

Division of Corporations

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From:

Account Name : JOHN K. MCCLURE, P.A.
Account Number : I20000000201
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FLORIDA NON-PROFIT CORPORATION
WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 NOV 14 PM 3:00

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B. McKnight NOV 14 2001

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**ARTICLES OF INCORPORATION
OF
WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC.
(a Florida Not For Profit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Compliance with the requirements of the Laws of the State of Florida, the undersigned hereby, for the purpose of forming a corporation not for profit, certifies:

**ARTICLE I
NAME**

The name of the corporation is WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC., a Florida Not For Profit Corporation.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC. is located at 739 Glenwood Avenue, Sebring, Florida 33870.

**ARTICLE III
REGISTERED AGENT**

The street address of the Registered Office of WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC. is 230 South Commerce Avenue, Sebring, Florida 33870 and the name of the Registered Agent is John K. McClure.

**ARTICLE IV
DEFINITIONS**

All definitions in the Declaration of Restrictions to which these Articles are attached as Exhibit "B" and recorded in the Public Records of Highlands County, Florida, are incorporated herein by reference and made a part hereof. The following definition of the term "Real Property" shall also apply: Real Property: Lots 69 thru 92, Block 342, Unit 16 and Lots 25 thru 49, Block 358, Unit 16, Sun 'n Lake Estates of Sebring Subdivision, per Plat Book 10, Page 4, of the Public Records of Highlands County, Florida.

**ARTICLE V
PURPOSE OF WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC.**

The WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC. does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to administer and enforce the Declaration of Restrictions for the Real Property and such other

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property as may in the future be added, to collect and administer the assessments for such operation, and to promote the health, safety and welfare of the members of the Association.

ARTICLE VI POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Real Property, including but not limited to, the following:

- (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 recorded in the Public Records of Highlands County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporate herein as if set forth at length;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to 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 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 each class of members at a duly called meeting of the Association, 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 the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3) of each class of members to such dedication, sale, or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Lot;
- (f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the consent and approval of the class B member, or subsequent to termination

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of class B membership, the assent and approval of two-thirds (2/3) of the class A membership, at a duly called meeting of the Association, except as otherwise provided in the Declaration.

- (g) To promulgate or enforce rules, regulation, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;
- (h) 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;
- (i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners including, but not limited to, maintenance, utilities and master antenna or cable television and/or radio system.

ARTICLE VII MEMBERSHIP

Any owner of any Lot within the Real Property shall automatically be a member of the Association. Membership is mandatory and shall be evidenced by acceptance of the Warranty Deed to the respective member's Lot. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VIII VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Property Owners with the exception of Ridgewood Development, LLC (Declarant), or its successors, and shall be entitled to one (1) vote for each Lot owned within the Real Property. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall the votes cast with respect to any Lot be split.

Class B. The Class B member shall be Ridgewood Development, LLC or its successor, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease on the happening of any of the following events, whichever occurs earliest:

- (a) Upon the conveyance by Ridgewood Development, LLC, or its successor, of the last Lot owned by Ridgewood Development, LLC (Declarant), or its successor, which is located within a portion of the Real Property; or
- (b) On December 31, 2011; or
- (c) At such earlier date as Ridgewood Development, LLC, or its successor may determine.

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**ARTICLE IX
BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased to a maximum of five (5) by a majority vote of the Board of Directors.

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

John A. Braswell

739 Glenwood Avenue
Sebring, Florida 33870

Rafael Rivero

1701 Sunrise Drive
Sebring, Florida 33872

Wallace E. Evans

3758 Creekside Drive
Sebring, Florida 33875

**ARTICLE X
DISSOLUTION**

In the event of the dissolution of WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC., 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 purposes.

**ARTICLE XI
DURATION**

The corporation shall exist perpetually.

**ARTICLE XII
AMENDMENTS**

Amendment of these Articles shall require the assent of a majority of the votes of the entire majority.

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ARTICLE XIII SUBSCRIBER

The name and street address of the Incorporator of these Articles of Incorporation is John A. Braswell, whose address is 739 Glenwood Avenue, Sebring, Florida 33870.

ARTICLE XIV BYLAWS

The original By-Laws of WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC. shall be adopted by a majority vote of the Directors. Thereafter, the By-Laws of WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC. may be amended, altered or rescinded at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XV INDEMNIFICATION OF OFFICERS AND DIRECTORS

THE WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC. shall and does hereby indemnify and hold harmless 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 party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matter 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 rights to which such Director or Officer may be entitled.

ARTICLE XVI TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC. and one (1) or more of its Directors or Officers, or between WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION INC. and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC. 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 WOODS 'N IRONS PHASE II OWNERS' ASSOCIATION, INC. 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

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of the Board of Directors or of a Committee which authorized the contract or transaction.

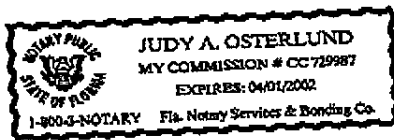
IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association have executed these Articles of Incorporation this 14 day of November, 2001.

John A. Braswell
John A. Braswell

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared John A. Braswell to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of November, 2001.



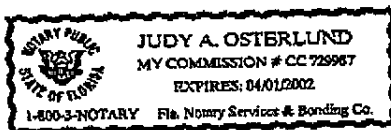
Judy A. Osterlund
Printed Name: _____
Commission No. _____
Commission Expires: _____
Notary Public, State of Florida at Large

(affix notarial seal)

I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT.

John K. McClure
John K. McClure

SWORN TO AND SUBSCRIBED before me this 14th day of November, 2001, by John K. McClure who is personally known to me.



Judy A. Osterlund
Printed Name: _____
Commission No. _____
Commission Expires: _____
Notary Public, State of Florida at Large

(affix notarial seal)

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