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DIVISION OF CORPORATIONS**FLORIDA NON-PROFIT CORPORATION****Meadowood Oaks Homeowners' Association, Inc.**

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**ARTICLES OF INCORPORATION OF
MEADOWOOD OAKS HOMEOWNERS' ASSOCIATION, INC.
A NOT-FOR-PROFIT FLORIDA CORPORATION**

In compliance with the requirements of the Florida Statutes, the undersigned has executed these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is: MEADOWOOD OAKS HOMEOWNERS' ASSOCIATION, INC. ("Association").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation is located at 7806 113th Avenue, Temple Terrace, Florida, 33617.

**ARTICLE III
PURPOSE**

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Common Areas and Lots of MEADOWOOD OAKS (as defined in the Declaration of Easements, Covenants, Conditions and Restrictions for Meadowood Oaks, referred to hereinafter as the "Declaration") and to provide, according to the provisions of the Declaration, and within that certain property as shown and described in that subdivision plat to be recorded among the public records of Hillsborough County, Florida, to wit:

MEADOWOOD OAKS, according to the plat thereof
to be recorded among the Public Records of
Hillsborough County, Florida

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and such other property lying and being situate in Hillsborough County, Florida, being more specifically described in Exhibit "A" attached hereto which may, from time to time, be subject to the provisions of the Declaration, for the promotion of the health, safety, and welfare of the residents within the above-described subdivision, and any additions thereto as may hereafter be subject to the terms and conditions of the Declaration, and in furtherance of these purposes, to:

- 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 same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as though set forth in its entirety herein;
- B. To make, establish and enforce rules and regulations governing the use of the Common Areas;
- C. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of said Declaration; to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against any property of the Association, and to use and expend the proceeds of regular and special assessments in the exercise of its powers and duties hereunder;
- D. 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;
- E. Borrow money, and with the assent of seventy-five percent (75%) of those voting in each Class of 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;
- F. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility for such purposes and subject to such conditions as may be provided in the Declaration;
- G. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided, however, that any such merger or consolidation shall have the assent of seventy-five percent (75%) of those voting in each Class of Members.
- H. Enforce by legal means the obligations of the Members of the Association and the provisions of the Declaration.
- I. Have and exercise any and all lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida.

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J. The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by regular and special assessments against Members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any Member.

K. To impose fines against Owners, tenants and other persons, up to the maximum amount allowed by Florida law as amended from time to time, for violations of the restrictions or rules and regulations contained in the governing documents of the Association. Before any fine becomes final, the person(s) proposed to be fined will be entitled to notice and an opportunity for a hearing, in accordance with any requirements of Florida law, and such additional policies and procedures as may be adopted by the Association. The Association shall also be entitled to recover all costs and attorney's fees incurred in connection with the adoption and enforcement of the fine.

L. In the event of any "emergency" as defined below, the Board of Directors may exercise the emergency powers described in this Section, and any other emergency powers authorized by Sections 617.0207, and 617.0303, Florida Statutes, as amended from time to time.

(1) The Board may name as assistant officers persons who are not Directors, which assistant officers shall have the same authority as the executive officers to whom they are assistant during the period of the emergency, to accommodate the incapacity of any officer of the Association.

(2) The Board may relocate the principal office or designate alternative principal offices or authorize the officers to do so.

(3) During any emergency the Board may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or Directors in attendance at such a meeting shall constitute a quorum.

(4) Corporate action taken in good faith during an emergency under this Section to further the ordinary affairs of the Association shall bind the Association; and shall have the rebuttable presumption of being reasonable and necessary.

(5) Any officer, Director, or employee of the Association acting with a reasonable belief that his actions are lawful in accordance with these emergency By-Laws shall incur no liability for doing so, except in the case of the willful misconduct.

(6) These emergency By-Laws shall supersede any inconsistent or contrary provisions of the By-Laws during the period of the emergency.

(7) For purposes of this section only, an "emergency" exists only during a period of time that the Subdivision, or the immediate geographic area in which the Subdivision is located, is subjected to:

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- (a) a state of emergency declared by local civil or law enforcement authorities;
- (b) a hurricane warning;
- (c) a partial or complete evacuation order;
- (d) federal or state "disaster area" status; or
- (e) a catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the Lots within the Subdivision, such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest, or act of terrorism.

An "emergency" also exists for purposes of this Section during the time when a quorum of the Board cannot readily be assembled because of the occurrence of a catastrophic event, such as a hurricane, earthquake, act of terrorism, or other similar event. A determination by any two (2) Directors, or by the President, that an emergency exists shall have presumptive quality.

M. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

ARTICLE IV MEMBERS

Every person or entity, who is a record Owner of a fee or undivided fee interest in any Residential Lot which is subject to the terms and conditions of the Declaration, as amended from time to time, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

Transfers of membership in the Association shall be made on the books of the corporation, and shall be established by recording among the Public Records of Hillsborough County, Florida, a deed or other instrument establishing or transferring fee simple title to a Lot subject to the terms and conditions of the Declaration, as amended from time to time. Thereupon, the transferor's membership in the Association shall automatically terminate.

ARTICLE V DURATION

The period of duration of this Association shall be perpetual.

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ARTICLE VI
INCORPORATOR

The name and address of the incorporator is:

Doug Johnston
J & S Tampa Development Corporation
7806 113th Avenue
Temple Terrace, Florida 33617

ARTICLE VII
DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) persons who shall be Members of the Association except as provided below. The first Board of Directors shall have three (3) members, and in the future that number will be determined from time to time in accordance with the provisions of the By-Laws.

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Doug Johnston	Jim Schmit	Glorie Anna Johnston
7806 113 th Avenue	7806 113 th Avenue	7806 113 th Avenue
Temple Terrace, FL 33617	Temple Terrace, FL 33617	Temple Terrace, FL 33617

The first members of the Board, who shall be appointed by the Developer and need not be Members of the Association, shall be the Board of Directors of the Association until the possible addition of a member by the appointment of a Lot Owner, and the turnover date more particularly described in the Declaration. Thereafter, the Association Members shall elect Board members in accordance with the provisions of the By-Laws.

ARTICLE VIII
OFFICERS

The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution determine. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of the Members. The names of the officers who are to serve until the first election or appointments are:

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Doug Johnston
Jim Schmit

President - Treasurer
Vice President - Secretary

ARTICLE IX
LIABILITY

No officer, Director or Member of the Association shall be or become personally liable for any debt or other obligation of this corporation, except as provided in the Declaration, these Articles of Incorporation, and the By-Laws of the Association.

ARTICLE X
INDEMNIFICATION

Every Director and officer of the Association, and every Member of the Association serving the Association at its request, 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 party or in which he may become involved by reason of his being or having been a Director or officer of the Association, or by reason of his serving or having served the Association at its request, whether or not he is a Director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE XI
BY-LAWS

The By-Laws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of seventy-five (75%) of the voting members of each Class of Members existing at the time of such meeting, except that the initial By-Laws of the Association shall be made and adopted by the Board of Directors.

ARTICLE XII
VOTING RIGHTS

SECTION 1. Voting Classes. The Association shall have two (2) classes of voting membership. When more than one person holds an interest in any Lot, all such persons shall be Members, and shall enjoy full membership rights, privileges and obligations. The vote for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one (1) vote be cast with respect to any one Lot, and the vote may not be divided among the Owners of any Lot.

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CLASS A: Class A Members shall be all Owners of Lots located within the Subdivision (except the Developer) who shall be entitled to one (1) vote for each Residential Lot owned.

CLASS B: Class B Members shall be the Developer (as defined in the Declaration), and shall be entitled to four (4) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs first (the "Turnover Date"):

1. Three (3) months after seventy five percent (75%) of the total number of Lots or Dwellings located on the property described in Exhibit "A", and which are intended by the Developer to be subject to the jurisdiction of this Association, are deeded to Owners; or

2. On January 1, 2006 or

3. At any time the Developer shall elect, in its sole discretion, to convert the Class B memberships held by it to Class A memberships.

SECTION 2. Developer Voting Rights. Notwithstanding the provisions contained herein with regard to the conversion of Class B membership to Class A membership:

A. Until the Turnover Date described above, the Class B membership shall have the right of veto on all questions coming before the membership which affect the interests of the Developer; and

B. Upon the Turnover Date, the Developer shall become a Class A member with regard to each Lot owned by the Developer, and shall be entitled to one (1) vote for each such Lot on all questions coming before the membership for a vote thereon.

ARTICLE XIII TERMINATION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than seventy-five percent (75%) of the total number of votes outstanding in each Class of membership, and the necessary consent of the lenders. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, including property consisting of the surface water management system, shall be dedicated and/or conveyed to an appropriate public or private agency to be used for the purposes similar to those for which this Association was created. In the event 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, or distributed to the Members as appurtenances (if real property or any interest therein) to the Members' Lots, subject to any and all applicable liens and encumbrances and restrictions of record.

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ARTICLE XIV
AMENDMENT

Proposals for the alteration or amendment of these Articles of Incorporation may be made by any of the following methods:

A. The following process:

1. The Board shall 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.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected hereby shall be given to each Member within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members.

3. At such meeting, a vote of the Members shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of a quorum of Members present, in person or by proxy. Any number of amendments may be submitted to the Members and voted upon by them at one meeting; or

B. The Members may amend these Articles by an affirmative vote of seventy-five percent (75%) of the persons voting in each Class of membership, at a meeting for which the required notice of the meeting and the proposed amendment has been given pursuant to a petition of ten (10%) percent of the members, without action by the Board; or

C. An amendment may be adopted by a written statement signed by all Directors and all Members setting forth their intention that an amendment to the Articles be adopted.

No amendment may be made to the Articles which is inconsistent with the terms, conditions, provisions, rights and obligations set forth in the Declaration.

A copy of each amendment shall be filed with the Secretary of State of the State of Florida.

Notwithstanding the foregoing provisions of this Article XIV, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of Developer, including but not limited to the right to designate and select the Directors as provided in Article VII hereof, without the prior written consent thereof by Developer, nor shall there be any amendment to these Articles which shall abridge, alter or modify the rights of any institutional mortgagees.

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ARTICLE XV
NON-STOCK CORPORATION

This corporation is organized under a non-stock basis.

ARTICLE XVI
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be: 7806 113th Avenue, Temple Terrace, Florida, 33617, and the name of the initial registered agent at such address is Doug Johnston.

IN WITNESS WHEREOF, we, the undersigned incorporator for these Articles of Incorporation, has executed these Articles of the date indicated below.


DOUG JOHNSTON

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 24 day of January, 2002, by Doug Johnston, who is personally known to me, and who did not take an oath.


Notary Public, State of ~~Florida~~ Illinois
 MY COMMISSION # CC715575 EXPIRES
February 18, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

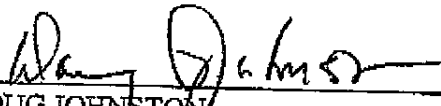
My Commission Expires:

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for MEADOWOOD OAKS HOMEOWNERS' ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


DOUG JOHNSTON

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