

NO2000002666

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310 SW OCEAN BOULEVARD  
STUART, FLORIDA 34994-2007

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FREDERICK G. SUNDHEIM, JR.  
WALTER G. WOODS\*

\*BOARD CERTIFIED REAL ESTATE LAWYER

SANDRA L. SUNDHEIM - STRAUSBAUGH

April 2, 2002

100005193131--8

-04/04/02--01072--013

\*\*\*\*\*78.75 \*\*\*\*\*78.75

via Federal Express

Division of Corporations  
New Filings  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: WILLOUGHBY CROSSROADS PROPERTY OWNERS ASSOCIATION, INC.  
a Not For Profit Corporation

To Whom It May Concern:

Please find enclosed the original and one copy of the proposed Articles of Incorporation for the above-referenced Corporation.

Also enclosed is my check payable to your order in the amount of \$78.75 to cover the cost of filing for a Corporation and the cost of a certified copy of the documents. If there are any additional charges, please advise.

If everything is in order, I would appreciate your filing this Corporation and sending me a duly certified copy. If this name is not available, please call me at (561) 287-0660, collect.

Sincerely,



Walter G. Woods

WGW/kc  
Enclosures  
W-365A

OB 4/11

ARTICLES OF INCORPORATION  
OF  
WILLOUGHBY CROSSROADS PROPERTY OWNERS ASSOCIATION, INC.  
A NOT FOR PROFIT FLORIDA CORPORATION

FILED  
02 APR -4 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation shall be:  
**WILLOUGHBY CROSSROADS PROPERTY OWNERS ASSOCIATION, INC.**  
(For convenience the corporation shall be referred to in this instrument as the Association)  
815 Colorado Avenue, Suite 101, Stuart, Florida 34994.

ARTICLE II

The association is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual. However, in the event the corporation shall ever be dissolved, the property consisting of the surface water management system including any easement and drainage rights shall be conveyed to an appropriate agency of local government, and if not accepted by such agency, the surface water management system must be dedicated to a similar nonprofit corporation.

ARTICLE IV

The specific primary purposes for which the association is formed are to provide for maintenance, preservation, and architectural control of the proposed lots and common area within a certain proposed subdivided tract and proposed plat of real property to be known as WILLOUGHBY CROSSROADS, located in Martin County, Florida, and to promote the general appearance and orderly development of the property within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose. The WILLOUGHBY CROSSROADS real property is described on Exhibit "A" attached hereto.

In furtherance of such purposes, the association shall have power to:

(a) Perform all of the duties and obligations of the association as set forth in a certain proposed Declaration of Covenants and Restrictions (the Declaration) which shall be applicable to the subdivision and to be recorded in the public records of Martin County, Florida;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the declaration, and enforce payment thereof by any lawful means; 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 on the property of the association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of 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 areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of members;

(g) Manage, control, repair, improve, operate and maintain common property, specifically including without limitation, the surface water management system as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances. The Association shall have the power to contract for services to provide services for such operation and maintenance if the Corporation deems it appropriate.

(h) Establish rules and regulations for the operation and maintenance of the common property and observance of the Declaration of Covenants and Restrictions.

(i) Sue and be sued

(j) All other powers necessary for the purposes for which the corporation is organized.

(k) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the association shall be financed by assessments on members as provided in the declaration, and no part of any net earnings shall inure to the benefit of any member.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article IV are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article IV.

#### ARTICLE V

The street address of the initial registered office of the association is: 815 Colorado Avenue, Suite 101, Stuart, Florida 34994, and the name of its initial registered agent at such address is:

JAMES C. MORGAN

#### ARTICLE VI

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or unit which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the association. Membership shall be appurtenant to and may not be separated from ownership of a lot or unit which is subject to assessment by the association. The owner of a lot or unit shall be entitled to vote in accordance with the formula and pursuant to the provisions set forth in the Declaration. The number of votes and manner of exercising voting rights shall be as set forth in the Declaration and By-Laws of the Association.

Change of membership in the Association shall be established by recording in the public records of Martin County, Florida, a deed or other instrument establishing record title to a lot or unit subject to the Declaration. Written notice shall be given to the Association of such change in title.

Upon such recordation, the owner designated by such instrument shall become a member of the Association and the membership of the prior owner shall be terminated.

#### ARTICLE VII

The association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners with the exception of the declarant as such term is defined in the declaration, and shall be entitled to one vote for each lot or unit owned. When more than one person holds an interest in any lot or unit, all such persons shall be members. The vote for such lot or unit shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any lot or unit owned by Class A members.

Class B. The Class B member shall be the declarant, as such term is defined in the declaration, who shall be entitled to vote as provided in the Declaration and/or Bylaws. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

#### ARTICLE VIII

The affairs of the Association shall be conducted, managed and controlled by a Board of Directors. The members of the initial Board of Directors shall hold office until their successors are elected and have qualified, or until removed. The method of election, term of office, removal and filling of vacancies shall be as set forth in the By-Laws. The number of directors constituting the initial board of directors of the association is three (3), and the names and addresses of the persons who are to serve as the initial directors and incorporators are:

#### ARTICLE IX

The name and street address of each incorporator is:

##### Name and Address

James C. Morgan  
815 Colorado Avenue, Suite 101  
Stuart, Florida 34994

Michael Schachter  
1025 Martin Downs Blvd.  
Palm City, Florida 349909

John Cohen  
3145 Miro Drive, North  
Palm Beach Gardens, Florida 33410

#### ARTICLE X

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 XI

Amendments to the Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes.

Executed at Stunt, Martin City on April 2, 2002.

[Signature]  
JAMES C. MORGAN

[Signature]  
MICHAEL SCHACHTER

[Signature]  
JOHN COHEN

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of MARCH, 2002,  
by JAMES C. MORGAN, [ ☒ ] who is/are personally known to me, or [ ☐ ] who has/have produced  
\_\_\_\_\_ as identification.

[Signature]  
Notary Public  
My Commission Expires:



Bobbie G. Grandall  
Commission # GG 843621  
Expires July 24, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 2nd day of April, 2002,  
by MICHAEL SCHACHTER, [ ☒ ] who is/are personally known to me, or [ ☐ ] who has/have produced  
\_\_\_\_\_ as identification.

[Signature]  
Notary Public  
My Commission Expires:

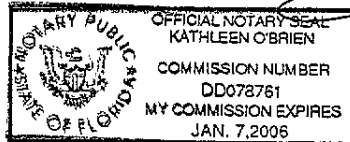


Bobbie G. Grandall  
Commission # GG 843621  
Expires July 24, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

STATE OF FLORIDA

COUNTY OF ~~MARTIN~~ *PAZ M BENAVID*

The foregoing instrument was acknowledged before me this *29* day of *March* 2002  
by JOHN COHEN, [ ] who is/are personally known to me, or [ ] who has/have produced  
\_\_\_\_\_ as identification.



*[Signature]*  
Notary Public

My Commission Expires: \_\_\_\_\_

ACCEPTANCE

I, JAMES C. MORGAN, state that I am a permanent resident of Martin County, Florida, residing at 815 Colorado Avenue, Suite 101, Stuart, Florida 34994. Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the foregoing designation as Registered Agent, and I am familiar with and accept the duties and responsibilities for the said corporation.

*[Signature]*  
JAMES C. MORGAN

**FILED**  
02 APR -4 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT A

LEGAL DESCRIPTION

BEING A PARCEL OF LAND LYING IN THE HANSON GRANT, SAID PARCEL ALSO BEING A PORTION OF STUART FARMS, ACCORDING TO THE PLAT THEREOF RECORDED IN PLAT BOOK 1, PAGE 63, PUBLIC RECORDS OF MARTIN COUNTY, FLORIDA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWESTERLY CORNER OF FISHERMAN'S COVE, SECTION 2, PHASE 2A, AS RECORDED IN PLAT BOOK 8, PAGE 20, OF THE PUBLIC RECORDS OF MARTIN COUNTY, FLORIDA; THENCE NORTH 23°14'20" WEST, ALONG A LINE THAT IS PARALLEL WITH AND 75.00 FEET EASTERLY OF, AS MEASURED AT RIGHT ANGLES TO THE EASTERLY LINE FISHERMAN'S COVE, AS RECORDED IN PLAT BOOK 7, PAGE 8, OF THE PUBLIC RECORDS OF MARTIN COUNTY, FLORIDA, A DISTANCE OF 2098.60 FEET; THENCE DEPARTING SAID LINE NORTH 66°40'45" EAST, A DISTANCE OF 799.95 FEET; THENCE NORTH 23°15'32" WEST, A DISTANCE OF 88.48 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE NORTH 23°15'32" WEST, A DISTANCE OF 525.01 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF S.E. INDIAN STREET (BEING A 100 FEET WIDE RIGHT-OF-WAY); THENCE NORTH 66°44'27" EAST, ALONG SAID LINE, A DISTANCE OF 840.02 FEET TO THE BEGINNING OF A CURVE, CONCAVE TO THE SOUTH, HAVING A RADIUS OF 50.00 FEET; THENCE SOUTHEASTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 90°00'00", A DISTANCE OF 78.54 FEET TO A POINT ON THE WESTERLY RIGHT-OF-WAY LINE OF S.E. WILLOUGHBY BOULEVARD (BEING A 120 FEET WIDE RIGHT-OF-WAY), AS RECORDED IN PLAT BOOK 11, PAGE 57, OF THE PUBLIC RECORDS OF MARTIN COUNTY, FLORIDA; THENCE SOUTH 23°15'32" EAST, ALONG SAID LINE, A DISTANCE OF 440.00 FEET; THENCE DEPARTING SAID LINE, SOUTH 66°44'28" WEST, A DISTANCE OF 205.02 FEET; THENCE SOUTH 24°33'43" WEST, A DISTANCE OF 288.54 FEET; THENCE SOUTH 52°35'53" WEST, A DISTANCE OF 56.04 FEET; THENCE SOUTH 73°08'32" WEST, A DISTANCE OF 179.78 FEET; THENCE NORTH 59°40'38" WEST, A DISTANCE OF 189.38 FEET; THENCE SOUTH 66°44'28" WEST, A DISTANCE OF 125.74 FEET TO THE POINT OF BEGINNING.

CONTAINING 11.92 ACRES, MORE OR LESS.  
(519,235.2 SQUARE FEET, MORE OR LESS)