

# N020000004238

## CAPITAL CONNECTION, INC.

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02 JUN -4 PM 12:18

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Woodsedge Estate

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☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

Signature

Requested by

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION

OF

WOODSEGE ESTATE VILLAS CONDOMINIUM ASSOCIATION, INCORPORATED

FILED

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, hereby associate themselves for the purpose of forming a corporation-not-for-profit under and pursuant to Chapter 617, Florida Statutes, Part 1, Corporations Not For Profit, generally, and do certify as follows:

ARTICLE I

Name

The name of this corporation shall be Woodsedge Estate Villas Condominium Association, Inc. For convenience, the corporation shall be herein referred to as the "Association" whose present address is 1640 SE 91st Place, Ocala, Florida 34480.

ARTICLE II

Purpose

The purpose for which this corporation is organized is the operation and management of a condominium property which may be established in accordance with Chapter 718, Florida Statutes, the Condominium Act, (the "Act") upon the real property lying in Marion County, Florida, described as:

See Attached Exhibit A.

And, further, to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and management of the Condominium in accordance with the a terms, provisions, conditions and authorization contained in these Articles of Incorporation and which may be contained in the Declaration of Condominium (the "Declaration") which will be

recorded in the public records of Marion County, Florida, at the time the described real property, and the improvements thereon, are submitted to a plan of condominium ownership by All Par Development, Inc, ("Developer"); and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the condominium.

### ARTICLE III

#### Powers

The powers of the Association shall include and be governed by the following provisions:

1. The Association shall have all of the common law and statutory powers of a corporation-not-for-profit which are not in conflict with the terms of these Articles, the Declaration, the bylaws and the Act.
2. The Association shall have all of the powers of Condominium Associations under and pursuant to the Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association, including but not limited to the following:
  - A. to make, establish and enforce reasonable rules and regulations governing the use of condominium units, common elements, limited common elements and condominium property as said terms may be defined in the Declaration to be recorded.
  - B. to make, levy and collect assessments against unit owners of the Condominium to provide the funds to pay for common expenses of each Condominium as is provided in the Declaration, the By-Laws and the Act, and to use and expend the proceeds of assessments in the exercise of the power and duties of the Associations.
  - C. to maintain, repair, replace and operate the condominium property, specifically including all portions of the condominium property to which the Association has the right and

power to maintain, repair, replace and operated in accordance with the Declaration, the By-Laws and the Act.

D. to reconstruct improvements in the condominium property in the event of casualty or other loss.

E. to enforce by legal means the provision of the Declaration, the By-Laws, the Rules and Regulations and all documents referred to in Declaration and these Articles of incorporation.

F. to contract for the management of the condominium property and to delegate to such contractors all powers and duties of the Association, except those which may be required by the Declaration to have approval of the Board of Directors or the unit owners of this Association.

#### ARTICLE IV

##### Members

The qualification of members and the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

1. The owners of all units in said condominium shall be members of the Association, and no other persons or entities shall be entitled to membership.
2. Membership shall be established by the acquisition of ownership of fee title to or fee interest in a condominium parcel (an office unit as defined in the Declaration) of said Condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation in the public records of Marion County, Florida, of the deed or other instrument establishing the acquisition and designating the unit or units acquired thereby and by the delivery to the Association of a true copy of such deed or other instrument. The new owner designated in such deed or other instrument shall thereupon become a member of the Association and the membership of the prior owner as to the unit designated shall be terminated.

3. The share of a member in the funds and assets of the Association, and its common surplus, and membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance of his unit.

4. On all matters as to which the membership shall be entitled to vote, as herein provided, each unit owner shall have votes in the same proportion as its share of common elements as set forth in the Declaration of Condominium; to wit: each unit owner shall be entitled to one vote for each one percent of ownership of the common elements and any major fraction of one percent. Votes shall be exercised in the manner provided by the Declaration and the By-Laws. Voting by multiple owners and by corporate owners shall be as provided in the bylaws.

Notwithstanding the foregoing, so long as the Developer owns a Unit of the condominium for resale in the ordinary course, said Developer shall have a number of votes equal to 75% of all votes of the membership.

5. Until such time as the real property described in Article II is submitted to condominium ownership by the recordation of Declaration, the membership of this Association shall be comprised of the subscribers to these Articles, and in the event of the resignation or termination of membership by voluntary agreement by any such subscriber, then the remaining subscribers may nominate and designate a successor subscriber. Each of these original subscribers and their successors shall be entitled to cast one vote on all matters which the membership shall be entitled to vote.

## ARTICLE V

### Term

The term for which this corporation is to exist shall be perpetual.

## ARTICLE VI

### Subscribers

The names and street addresses of the subscribers of these Articles of Incorporation are as follows:

Donna Boyd                      1640 SE 91st Place, Ocala, Florida 34480.

## ARTICLE VII

### OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President, Secretary and Treasurer, and if any, by the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board of Directors. The Board of Directors, may employ a Managing Agent and/of other managerial and supervisory personnel or entities to administer or assist in the administration of the operation or management of this Association, and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association, or a Director or Officer of the Association, as the case may be.

The Board of Directors shall elect the President, Secretary and Treasurer and as many Vice President, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall, from time to time determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided however, the office of President and Vice

President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Notwithstanding any provision herein to the contrary, so long as the Developer, or its successors or assigns, owns any Unit in the Condominium, Developer, or said successors or assigns shall have the right to appoint all Directors and Officers of the Association.

## ARTICLE VIII

### Officers

The names of the officers who are to serve until the first election of officers by the Board of Directors are as follows: President: Donna Boyd

Vice President: Tommy Smith

Secretary/Treasurer: Donna Boyd

## ARTICLE IX

### Board of Directors

1. The number of members of the first Board shall be three (3) Thereafter, the Board of Directors may be increased in the manner hereinafter provided in Section 3. After parties other than the Developer has a right to elect the entire Board, the Board of Directors shall include owners of not fewer than three separate condominium units.
2. The names and street addresses of the persons who are to serve as the first Board of Directors are as follows:

NAME	ADDRESS
Donna Boyd	1640 SE 91st Place, Ocala, FL 34480
Tommy Smith	1640 SE 91st Place, Ocala, FL 34480
Cynthia Stone Oliver	1701 SE 91st Place, Ocala, FL 34480

3. Membership of all Board of Directors elected subsequent to the first Board of Directors shall be composed of the following: The Board of Directors shall be elected at large from the unit owners who are members in good standing of the Association. The Board of Directors shall consist of three ( 3 ) directors, but the number of Directors may be increased by an amendment to these Articles.

4. The first election of Directors shall not be held until after the Developer has relinquished control of the Association as described in Section 5. Thereafter, the election of Directors shall take place annually on the first Monday in the month of May of each year.

5. So long as Developer, or its successors or assigns, owns any unit in the Condominium managed by this Association, it shall have the right to appoint, designate and elect the members of the Board of Directors, subject to the terms and conditions set forth in the Bylaws. After this period of time, the term "owns any unit in the condominium" shall not be deemed to include the reacquisition by the Developer of a unit after it has sold a unit. The Developer may, at any time, relinquish its right to appoint Directors.

## 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 reasonable incurred by or imposed upon him in connection with the 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 any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of gross negligence or willful misconduct, or if he has breached his fiduciary duty to members of the



Association; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such 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 such Directors or officer may be entitled.

## 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 for by the By-Laws.

## ARTICLE XII

### Amendments

Amendments to these Articles of incorporation shall be as proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which such proposed amendment is considered.
2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the membership of the Association, and after being approved by either of said bodies, it must be submitted for approval and thereupon receive such approval by the other. Such approval must be by 3/4 of the voting interest of the members of the Association; and such approval must be 3/4 of the members of the Board of Directors.
3. No amendment may be made to the Articles of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Declaration. So long as Developer or its successors and assigns, owns any unit in the

Condominium managed by this Association, no amendment to these Article shall be valid without approval of said Developer, or its successors or assigns.

4. A copy of each amendment shall be sent to the office of the Secretary of State of the State of Florida for filing and certification and then recorded among the public records of Marion County, Florida.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this

31 day of May, 2002.

Donna Boyd  
Donna Boyd

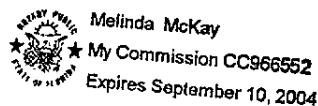
Cynthia Stone Oliver  
Cynthia Stone Oliver

Tommy Smith  
Tommy Smith

STATE OF FLORIDA  
COUNTY OF MARION

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Donna Boyd and Tommy Smith who produced FLDL as identification and did not take an oath, and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein expressed. WITNESS my hand and official seal in the State and County aforesaid this 31 day of May, 2002.

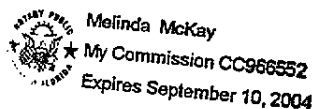
Melinda McKay  
Notary Public



STATE OF FLORIDA  
COUNTY OF MARION

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Cynthia Stone Oliver who produced FLDL as identification and did not take an oath, and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein expressed. WITNESS my hand and official seal in the State and County aforesaid this 31 day of May, 2002.

Melinda McKay  
Notary Public



### **Exhibit A**

Lots 2, 3, 4, 5 and Tracts A, B, and C of WOODSEGE as per plat thereof rerecorded in Plat Book "1", Page 167 of the public records of Marion County, Florida, and Lots 9 and 10 of replat of Tract number one of FOREST VILLA as per plat thereof recorded in Plat Book "Z", page 34 of the public records of Marion County, Florida. Also known as

Commencing at the Northeast corner of Section 36, Township 14 South, Range 20 East Marion County, Florida, thence S 00 deg 01'40" W along the East line of said Section 36 a distance of 119.92 feet to the point of beginning, thence continue S 00 deg 01'40" W a distance of 544.62 feet, thence N 89 deg 52'38" W a distance of 130.00 feet, thence N 00 deg 01'40" E a distance of 325.00 feet, thence S 76 deg 37'39" W a distance of 93.26 feet to a point on the arc of a curve concave westerly having a radius of 325.00 feet and a central angle of 20 deg 02'30", thence Northwesterly along and with the arc of said curve an arc distance of 113.68 feet, thence N 75 deg 16'48" E a distance of 103.36 feet, thence N 00 deg 01'40" E a distance of 101.98 feet, thence S 89 deg 58'20" E a distance of 130.00 feet to the point of beginning.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED

In pursuance of Sections 48.091 and 617.023, Florida Statutes, the following is submitted, in  
compliance with said Act:

FIRST: That desiring to organize under the laws of the State of Florida with its principal office,  
as indicated in the Articles of Incorporation at City of Ocala, County of Marion, State of Florida,  
has named Donna Boyd, located at 1640 SE 91st Place, Ocala, Florida 34480 as its agent to  
accept services of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.



Donna Boyd  
Registered Agent

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