

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

THE OAKS II HOMEOWNERS ASSOCIATION, INC.

Certificate of Status	1
Certified Copy	0
Page Count	064
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE

Ken DeFzner
Secretary of State

January 31, 2003

BURKE AND BLUE, P.A.

SUBJECT: THE OAKS II HOMEOWNERS ASSOCIATION, INC.
REF: W03000002899

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ARTICLES OF INCORPORATION

OF

OAKS II PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I - NAME AND PURPOSE

Section 1. The name of this corporation shall be OAKS II PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be 926 Lee Court, Callaway, Florida, 32404.

Section 2. The purpose for which the Association is organized is to do any and all things necessary and proper for the Association to carry out its duties and responsibilities as set forth in the Declaration of Covenants and Restrictions (the "Declaration") for The Oaks II, a residential subdivision ("The Oaks II") for the benefit of an on behalf of the members of this corporation and other lawful occupants. The capitalized terms used herein shall have the same meanings as ascribed to them in the Declaration.

Section 3. The corporation shall have such powers as are provided in these Articles and the Declaration, as well as those powers provided under Florida law, including those set out in Chapters 720, 617 and 607, Florida Statutes. The powers of the Association shall include and be governed by the following provisions:

(A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration.

(B) The Association shall have all of the powers and duties set forth in these Articles and the Declaration, as they may be amended from time to time, and all of the powers and duties reasonably necessary to operate The Oaks II that may not be specifically set forth either in these Articles or in said Declarations, including but not limited to the following:

(1) To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever

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situated and to lease, mortgage and convey same.

(2) To make and collect assessments against the owners of lots and to impose liens on lots included in The Oaks II to defray the costs, expenses and losses of The Oaks II and to defray the costs, expenses and losses of any other business, enterprise, venture or property interest of the Association, including but not limited to, any portions of the Stormwater Management System serving the development as exempted or permitted by applicable regulatory authority.

(3) To use the proceeds of the assessments in the exercise of these powers and duties.

(4) To maintain, repair, replace and operate the property of The Oaks II or any other property of the Association, including but not limited to, any portions of the Stormwater Management System that may be serving the development as exempted or permitted by applicable regulatory authority, including stormwater utilities, as well as water, sewer and roadways within the property.

(5) To purchase insurance upon the property operated by the Association and insurance for the protection of the Association and its members.

(6) To reconstruct improvements after casualty and to further improve the property operated by the Association or any other property of the Association.

(7) To make and amend reasonable regulations respecting the use of the property operated by the Association or any other property of the Association, including but not limited to, any portions of the Stormwater Management System that may be serving the development as exempted or permitted by applicable regulatory authority.

(8) To enforce by legal means the provisions of the Declaration and regulations for the use of the property of the Association.

(9) To contract for the management of the Association and to delegate to such contractor all powers and duties of the Association except such as are specifically required

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by the Declaration to have approval of the Board of Directors or the membership of the Association.

(10) To contract with the Developer, its successors and assigns, their officers, directors or shareholders.

(11) To acquire fee simple title to, to lease, acquire memberships or acquire other possessory or use interests in and to operate lands and facilities whether or not contiguous to the lands included with The Oaks II, intended to provide for the enjoyment, recreation or other use or benefit of the members or a substantial number of the members of the Association.

(12) To employ personnel to perform the services required for the proper operation, management, maintenance or control of the Association, or any property of the Association, including, but not limited to, any portions of the Stormwater Management System that may be serving the development as exempted or permitted by applicable regulatory authority.

(13) To hire attorneys or other professionals for the purposes of bringing legal action or enforcing rights in the name of and on behalf of any members of the Association; and to bring such action in the name of and on behalf of the members.

(C) All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the constituent documents of the Association and the By-Laws of the Association.

(D) The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declarations and the By-Laws.

ARTICLE II - MEMBERSHIP

The members of the corporation shall consist of the subscribers to these Articles of Incorporation and all of the record owners of lots in The Oaks II (the "Members").

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ARTICLE III - TERM

Section 1. This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The method of election of directors shall be stated in the By-Laws of this non-profit corporation.

Section 2. The first Board of Directors shall consist of the individuals whose names and addresses appears below and shall serve until the first election of Directors:

Richard Rigby	926 Lee Court Callaway, Florida 32404
Tiffiney Rigby	926 Lee Court Callaway, Florida 32404
Rufus Newton	630 Mills Lane Callaway, Florida 32404

Section 3. The officers of this corporation shall be elected by Board of Directors from its number. The officers shall include a President and such other officers as may be provided in the By-Laws. Officers shall be elected at the annual meeting of the corporation and shall serve for a term of one (1) year. Any officer, upon re-election, may serve any number of additional and successive one (1) year terms.

Section 4. The names of the officers who will serve until the first election of officers can be held are as follows:

President/Treasurer	Richard Rigby
Vice President/Secretary	Tiffiney Rigby

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ARTICLE IV - INCORPORATOR

The name and address of the person signing as Incorporator of this corporation is:

M. Todd Burke, Esq. 215 Grand Boulevard
Destin, FL 32550

ARTICLE V - REGISTERED AGENT

The registered agent and the street address of the initial registered office of this corporation is:

M. Todd Burke 215 Grand Boulevard
Destin, FL 32550

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify the officers or directors or any former officer or director, to the full extent permitted by law.

ARTICLE VII - BY-LAWS

The By-Laws of the corporation are to be made, altered or rescinded by the Board of Directors by majority vote.

ARTICLE VIII - AMENDMENTS TO ARTICLES

Notwithstanding anything to the contrary in these Articles of Incorporation, these Articles of Incorporation may be amended from time to time in the furtherance of the development of The Oaks II by T & R Enterprises Inc. of North Florida (the "Developer"), during the Development Period which shall mean and refer to the period beginning with the filing of these Articles of Incorporation and terminating ten (10) years thereafter or the date the Developer turns over control of the Association to the Members, whichever is earlier, and such Developer amendment shall not require the approval of the Association, Owners or lien holders of lots in the

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development know as The Oaks II. Otherwise, Amendments to the Articles of Incorporation shall be made upon majority vote of the Board of Directors at any duly called regular meeting or special meeting of the Board, providing not less than fourteen (14) days prior notice has been given of the proposed amendment; no amendment to these Articles of Incorporation shall be effective until same has been filed with the Department of State and approved by the Department.

IN TESTIMONY WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation the 31 day of January 2003.



M. Todd Burke, Esq.

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared M. Todd Burke, Esq. of OAKS II PROPERTY OWNERS ASSOCIATION, INC., acknowledged the execution hereof on behalf of the corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said county and state this 31st day of January, 2003.

(Seal)


Notary Public



Deborah Cockrell Featherston
Commission # OC 921608
Expires Nov. 19, 2004
Bonded Through
Atlantic Bonding Co., Inc.

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ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


M. Todd Burke

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