

NO3000009310

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03/27/14--01018--005 **43.75

FILED

14 MAY 15 PM 4:53

Special Instructions to Filing Officer:

per Charles Wallace, Sec. of corp.
Exhibit "A" is the Articles
of Incorporation which are
attached to Declaration of
Covenants which remain

Office Use Only

in the office of the Corporation
and Not with the Sec.
of State office.

05/16/14
Dr

Handwritten signature
5/15/14
Dr



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 1, 2014

SANDY BURGESS
BURGESS MANAGEMENT SERVICES LLC
13709 PROGRESS BLVD., BOX 35
ALACHUA, FL 32615

SUBJECT: HERITAGE OAKS PROPERTY OWNERS' ASSOCIATION, INC.
Ref. Number: N03000009310

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

PLEASE VERIFY INFORMATION SHOWN IN ARTICLE 2 OF THE FIRST AMENDED ARTICLES OF INCORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

Letter Number: 714A00006847

Heritage Oaks Property Owners Association, Inc.

C/O Burgess Management Services, LLC.

burgessmanagementservices@gmail.com

May 13, 2014

Ms. Darlene Connell
Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Dear Ms. Connell,

Enclosed you will find the corrected document for the Heritage Oaks Property Owner's Association Inc.

After your telephone conversation with our Association Secretary Mr. Charlie Wallace we made the modifications as you instructed.

Respectfully,

A handwritten signature in black ink that reads "Sandy Burgess". The signature is written in a cursive, flowing style.

Sandy Burgess

Heritage Oaks Property Owners Association Inc.- Manager

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Heritage Oaks Property Owners Association Inc

DOCUMENT NUMBER: N03000009310

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SANDY BURGESS

(Name of Contact Person)

BURGESS MANAGEMENT SERVICES LLC

(Firm/ Company)

13709 PROGRESS BLVD, Box 35

(Address)

ALACHUA, FL 32615

(City/ State and Zip Code)

burgessmanagementservices@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sandy Burgess

(Name of Contact Person)

at (

386) 418-1001

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**FIRST AMENDED ARTICLES OF INCORPORATION
OF
HERITAGE OAKS PROPERTY OWNERS' ASSOCIATION, INC.**

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, 1991, as amended, and do hereby certify that the following First Amended Articles of Incorporation of Heritage Oaks Property Owners' Association, Inc. fully replace the Articles of Incorporation filed by the Developer, John M. Curtis, Jr., on October 27, 2003, which are hereby rendered null and void, and provide as follows:

ARTICLE 1

Name

The name of the corporation is Heritage Oaks Property Owners' Association, Inc., hereinafter called the "Association", and whose address is HOPOA Registered Agent, 13709 Progress Blvd., Box 35, Alachua, FL 32615.

ARTICLE 2

Registered Agent

The name of the Registered Agent is Sandy Burgess, whose address is 13709 Progress Blvd., Box 35 Alachua, FL 32615.

ARTICLE 3

Definitions

All definitions in the First Amended Declaration of Covenants and Restrictions of Heritage Oaks (the "Declaration") to which a copy of the Articles are attached as Exhibit "A", are incorporated herein by reference and made a part hereof.

ARTICLE 4

Purpose and Definitions

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**FIRST AMENDED ARTICLES OF INCORPORATION
OF
HERITAGE OAKS PROPERTY OWNERS' ASSOCIATION, INC.**

Section 4.1 **Purpose:** The primary purpose of this Association is to create an entity to provide a forum for discussion and communication among the Owners of property in Heritage Oaks and to facilitate and assure the maintenance and operation of such Property as may be subjected to the terms of the Declaration pursuant to its terms, including but not limited to the Common Areas. Without limiting the foregoing, the Association shall act as a member of the Alachua Gateway Center Surfacewater Management Association for the purpose of satisfying all obligations of the Property with regard to the Alachua Gateway Center Surfacewater Management Association.

Section 4.2 **Nonprofit Character of Association:** The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

ARTICLE 5

Powers

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

Section 5.1 To exercise all 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 Alachua County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

Section 5.2 To establish, collect, and disburse assessments to be used for the maintenance and upkeep of the Common Areas, roadways, and the storm water and surface water drainage facilities located within

Section 5.3 To manage, operate, maintain, repair and improve the Common Areas and any storm water or surface water management facility areas located within Heritage Oaks or any

**FIRST AMENDED ARTICLES OF INCORPORATION
OF
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property owned by another third party for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services. The Association shall operate, maintain, and manage the surface water or storm water management systems in a manner consistent with the Suwannee River Water Management District requirements and applicable district rules, and shall assist in the enforcement of the Declaration which relate to the surface water or storm water management system.

Section 5.4 To act as the sole Member of the Alachua Gateway Center Surfacewater Management Association with regard to the Property, and to satisfy all obligations of or related to the Property with regard to the Alachua Gateway Center Surfacewater Management Association.

Section 5.5 To operate, maintain, and manage the Surface Water or Storm Water Management System(s) in a manner consistent with the Suwannee River Water Management District Permit No. ERP01-0042M requirements and applicable District rules, and to assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the Surface Water or Storm Water Management System.

ARTICLE 6

Membership

Every Owner of a Lot as defined in the First Amended Declaration shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. All Members agree to be bound by the terms and provisions of these First Amended Articles of Incorporation and such First Amended Bylaws and operating procedures as may be promulgated by the Association from time to time.

ARTICLE 7

Voting Rights

The voting rights in the Association shall be as follows:

**FIRST AMENDED ARTICLES OF INCORPORATION
OF
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Each Owner of a Lot shall be entitled to one (1) vote for each Lot owned. When one or more persons hold an ownership interest in any Lot, all such persons shall be Members of the Association, but in no event shall more than one vote be cast with respect to any single Lot. In the event all of the Owners of a Lot cannot agree on any vote, no vote shall be cast for such Lot; provided, however, that the Association may conclusively rely on the vote cast by any of the Owners of a Lot as being authorized by all such Owners, unless the Association has been notified in writing to the contrary by one or more such Owners.

ARTICLE 8

Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three nor more than five persons who must be Members of the Association. The maximum number of Directors may be increased by a majority vote of the Members at a meeting of the Members. At each annual meeting number of Directors equal to that of those whose terms have expired shall be elected for a one year term. At the expiration of any term, any Director may be re-elected. The Directors shall be elected by the vote of a majority of the Members entitled to vote thereon at a meeting at which a quorum of the Members is present.

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.

ARTICLE 9

Assessments

The Directors are required to establish a Common Assessment to be levied against each Lot sufficient to maintain, extend or improve, and for the express purpose of operating, maintaining, and extending or improving, the Common Areas, including the Surface Water or Storm Water Management System, and to comply with all obligations of the Alachua Gateway Center Surfacewater Management Association, and any other areas which are maintained or partially maintained by the Association, any surface water or

**FIRST AMENDED ARTICLES OF INCORPORATION
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storm water management systems located within the Subject Property, or otherwise necessary to pay Common Expenses. The Directors shall notify any Owner of the amount of the then Common Assessment upon written request, along with an explanation for the determination of the Common Assessment in such detail as the Directors determine. The amount of the Common Assessment may be changed by the Directors as frequently as deemed necessary by them to assure that the amount of the Common Assessment is sufficient to pay all Common Expenses or otherwise satisfy all obligations of the Association. The Assessment so established may be levied and collected annually, quarterly or monthly, either in arrears or in advance, at the sole discretion of the Directors.

The Directors may, in their complete and sole discretion, propose a Capital Improvement Assessment against the Lots for one time and/or extraordinary expenses associated with the maintenance, extension or improvement of the Common Areas of the Property. The Directors shall give each Member notification of the proposed Capital Improvement Assessment, and the time and location for the meeting of the Directors and Members for consideration of the special assessment (which shall be in Alachua County, Florida) not less than fourteen (14) or greater than sixty (60) days prior to the scheduled special meeting of the Members. At the special meeting the special assessment (or any revised special assessment provided that the total amount is not greater than the proposed special assessment sent with the notice of the meeting) may be adopted by an affirmative vote of at least fifty percent (50%) of the votes then entitled to be cast. Notwithstanding the foregoing, the Board of Directors may levy a Capital Improvement Assessment or Special Assessment without a vote of the Members, if necessary to assure compliance with any permit issued by the Suwannee River Water Management District.

The Directors shall establish a separate account for the deposit of all funds collected pursuant to this Article, and shall not place any other funds, regardless of source, in said account. All funds so deposited shall be disbursed only for improvements to, and extensions or maintenance of, the Common Areas, roadways, and drainage retention areas within Heritage Oaks costs and expenses of operating and maintaining the Association, or for purposes otherwise authorized by the Declaration, or the Board of Directors. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any Member of the Association requesting access to same.

**FIRST AMENDED ARTICLES OF INCORPORATION
OF
HERITAGE OAKS PROPERTY OWNERS' ASSOCIATION, INC.**

The assessments collected by the Association in accordance with the provisions of this Article shall also be used, to the extent required, for the maintenance and repair of the surface water or storm water management systems, including but not limited to work within retention areas, drainage structures, and drainage easements.

ARTICLE 10

Dissolution

In the event of the dissolution of the Association, 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 acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be used for such similar purposes. Notwithstanding any other provisions contained within this Article, the Association may be dissolved only as provided in the Declaration, the Bylaws of the Association, and the laws of the State of Florida. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Storm Water Management Systems located within Heritage Oaks must be transferred to and accepted by an entity which would comply with the requirements of the Suwannee River Water Management District, and be approved by the Suwannee River Water Management District, prior to such termination, dissolution or liquidation.

ARTICLE 11

Duration

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE 12

Amendments

**FIRST AMENDED ARTICLES OF INCORPORATION
OF
HERITAGE OAKS PROPERTY OWNERS' ASSOCIATION, INC.**

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

- Section 12.1 Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.
- Section 12.2 Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association entitled to vote thereon.
- Section 12.3 Adoption of Amendment. Adoption of the amendment will require the affirmative vote of three-fourths of the votes entitled to be cast at that time.
- Section 12.4 Restrictions on Amendment. No amendment to these Articles of Incorporation affecting in any way the ownership, maintenance or operation of any surface water or storm water management system in Heritage Oaks, or any permit with regard thereto, shall be effective without the written consent of the Suwannee River Water Management District.

ARTICLE 13

Subscribers

The name and street address of the subscriber and incorporator to these Articles of Incorporation is the same as listed in Article 2 hereof.

ARTICLE 14

Officers

**FIRST AMENDED ARTICLES OF INCORPORATION
OF
HERITAGE OAKS PROPERTY OWNERS' ASSOCIATION, INC.**

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine, subject to the limitation in Article 8.

ARTICLE 15

Bylaws

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the Members by a majority of the votes then entitled to be cast at a meeting at which a majority of the votes then entitled to be cast are present or represented. Any amendments to Bylaws shall be binding on all Members of the Association.

ARTICLE 16

Indemnification of Officers and Directors

The Association 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 included in connection with any action, suit or proceeding to which he may be made a part by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters 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 other rights to which such Director or Officer may be entitled.

ARTICLE 17

Transaction in Which Directors or Officers are Interested

**FIRST AMENDED ARTICLES OF INCORPORATION
OF
HERITAGE OAKS PROPERTY OWNERS' ASSOCIATION, INC.**

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this Association 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 the Association 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 of the Board of Directors or of a committee which authorized the contract or transaction.

**FIRST AMENDED ARTICLES OF INCORPORATION
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Effective February 28, 2014, the Association Membership voted to adopt these First Amended Articles of Incorporation for Heritage Oaks, which were approved by a vote of 40 to none, which is the number required to amend the Articles.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, constituting the subscriber of this Association, have executed these First Amended Articles of Incorporation this 8th day of May, 2014.



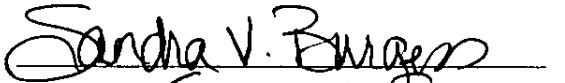
David Fromholt

Its President

STATE OF FLORIDA

COUNTY OF ALACHUA

The foregoing instrument was sworn to and subscribed before me this 8th day of May 2014, by David Fromholt.


Print Name: Sandra V. Burgess

Notary Public, State of Florida

Commission Number: EE 010362

Commission Expires: 8-7-14



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

SANDY BURGESS, whose address is 13709 Progress Blvd., Box 35 Alachua, FL 32615, the registered agent named in the Articles of Incorporation to accept service of process of Heritage Oaks Property Owners' Association, Inc., organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 8th day of May, 2014


Sandy Burgess