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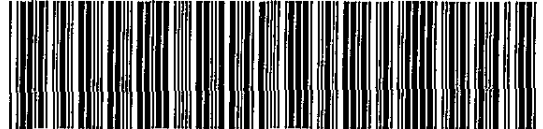
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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

March 17, 2004

SUBJECT: THE WOODLANDS OF WHISPERING PINES HOMEOWNERS
ASSOCIATION, INCORPORATED

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75, Filing Fee and Certificate of Status

FROM: Anna M. Freed

3123 Susan Drive

Crestview, FL 32536

410.984.9311

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE WOODLANDS OF WHISPERING PINES HOMEOWNERS ASSOCIATION, INC.
(A corporation not for profit)

The undersigned, individual, ANNA M. FREED, subscriber of the Articles of Incorporation, hereby executes these Articles of Incorporation to form a non-stock corporation not for profit under the law of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation is THE WOODLANDS OF WHISPERING PINES HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association". The principal office of the Association and the street address of the initial registered office shall be 3123 Susan Drive, Crestview, Florida 32536; but may be changed to another place in Florida as designated from time to time by the Board of Directors. The name and address of the Incorporator is ANNA M. FREED, 3123 Susan Drive, Crestview, Florida 32536.

ARTICLE II. PURPOSE AND POWERS

The Association is not organized for pecuniary gain or profit to the members thereof, and it shall be prohibited from any distribution of income to its members, directors, and officers. The specific purpose for which it is formed is to provide for maintenance, preservation, and upkeep of the streets and other facilities or common areas of the Association as may later be acquired; and pertain to property owned by subscriber on March 15, 2004 as described in the CERTIFICATE OF TITLE, BK 2102 PG 375, begin at the SW corner of the SW 1/4 of SE 1/4 of Section 34, Township 4 North, Range 23 West, go East 276 feet; thence North 427 feet to a point of beginning; thence North 427 feet; thence East 768 feet; thence South 427 feet; thence West 768 feet to Point of Beginning.

IT IS THE INTENT OF THIS DOCUMENT TO DESCRIBE ONLY THAT PROPERTY OWNED BY SUBSCRIBER.

And to promote the health, safety, and welfare of the residents that use the above described property as the primary means of ingress and egress to their properties. Plus any additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation, as provided by Article X herein, and for this purpose to:

- a. Exercise all of the powers and privileges and to perform all of the duties and obligation that the Association has herein set forth.
- b. Fix, levy, collect and enforce payment by any lawful means, any charges or assessments pursuant to the terms of the "By-Laws": to 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, if any, leveled or imposed against the property of the Association.
- c. Acquire (by gift 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.
- d. Borrow money with the assent of two-thirds of the voting members, mortgage, pledge, deed and trust, or hypothecate any and all of its real or personal property, but none of the individually owned parcels, as security

for money borrowed or debts incurred, and

- e. Have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Florida may now or hereafter have or exercise.

ARTICLE III. MEMBERSHIP

Every person or entity who is an owner of record of a fee or an undivided fee interest in any lot which is adjacent to or fronts on any of the property as described above, including contract sellers, shall be members of the Association. Ownership of any parcel, lot or tract fronting or abutting said property may not be separated from membership in the Association. In other words, membership in the Association shall be mandatory for all owners who acquire and interest on or after March 15, 2004 in the property described above. Once an owner signs this agreement and consents to his/her property to be included in the Association, membership shall thenceforth be appurtenant to and may not be separated from ownership of any lot even if sold to a subsequent owner. Such lot shall thence become subject to assessment by the Association.

The Association may set reasonable fees for use of streets by anyone who routinely uses the streets for ingress or egress but does not belong to the Association. Since streets on the property described above are private streets, use may be limited to members only if the Association wishes to do so.

ARTICLE V. VOTING RIGHTS

The Association shall have only one class of voting membership. This shall consist of all owners of record of any lot or parcel in the property described above, and any other owners who voluntarily subscribe to the Articles of Incorporation. An owner shall be entitled to one vote for each lot owned. Size of lot, or amount of acreage shall not be considered.. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast by the owners.

ARTICLE V. BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of three directors, who are members of the Association. The initial Board of Directors shall serve until the election of Directors at the first annual meeting. The number of directors who manage the affairs of the corporation subsequent to the first annual meeting shall be set forth in the By-Laws of this corporation, but shall never be less than three. The names and addresses of those who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>Address</u>
Anna M. Freed	3123 Susan Drive, Crestview, FL 32536
John W. Freed	870 Windriver Dr, Sykesville, MD 21784
Jason A. Freed	13830 Cooley Dr, Princess Anne, MD 212853

ARTICLE VI. OFFICERS

Section I. The officers of this corporation shall be a President, (a) Vice- President, a Secretary/Treasurer, and such other officers as may be provided in the By-Laws.

Section II. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
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President	Anna M. Freed
Vice-President	Jason A. Freed
Secretary/Treasurer	John W. Freed

Section III. The officers shall be elected at the annual meeting of the (Members) or as provided by the By-Laws.

ARTICLE VII. DURATION

The corporation shall exist perpetually.

ARTICLE VIII. BY-LAWS

The By-Laws of the Association shall initially be adopted by the Board of Directors. Thereafter, the By-Laws may be amended, altered or rescinded by 60 percent vote of the entire membership.

ARTICLE IX. AMENDMENT OF ARTICLES

Amendment of these articles shall require the assent of sixty percent of the entire membership.

ARTICLE X. ANNEXATION

The corporation may, at any time, annex additional residential or recreational properties and common areas to the property described in the Article II and so add to its membership under provisions in Article III. Any such annexation shall then become subject to the By-Laws of the Association. Such annexation shall require the approval of 60 percent of the members.

ARTICLE XI. MERGERS AND CONSOLIDATION

To the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that such mergers or consolidations will have the assent of 60 percent of the entire voting membership of the Association.

ARTICLE XII. AUTHORITY TO DEDICATE

The corporation shall have the power to dedicate, sell or transfer all or any part of the common area to any public agency or authority for such purposes and subject to such condition as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast 60 percent of the votes of the Association, agreeing to such dedication, sale or transfer. (The corporation may grant easement for utility companies to install public utilities without a vote of the general membership.)

ARTICLE XIII. DISSOLUTION

The corporation may be dissolved with the assent given in writing by no less than sixty percent of the entire voting membership of the Association. Upon dissolution of the corporation, the assets, the real and personal property of the corporation, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable to the same as those to which they were required to be dedicated by the corporation. In the event that such dedication or acceptance is refused, such assets shall be granted, conveyed, assigned to any non-profit corporation, association, trust, or other organization qualified for exemption under 501 (c) of the Internal Revenue code to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be dedicated by the corporation.

ARTICLE XIV. SUBSCRIBERS

The name and residence of the subscriber to these articles is:

<u>NAME</u>	<u>ADDRESS</u>
Anna M. Freed	3123 Susan Dr, Crestview, FL 32536

ARTICLE XV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3123 Susan Drive, Crestview, Florida 32536, and the name of the initial registered agent of this corporation at that address is Anna M., Freed

IN WITNESS WHEREOF for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 17 day of March 2004.

WITNESSES:

<u>Michael Ward / Michael Ward</u>	<u>Anna M. Freed</u> Anna M. Freed
<u>Bessie M Thompson / Bessie Thompson</u>	

STATE OF: FLORIDA
COUNTY OF: OKALOOSA

Before me, the undersigned authority, an officer in and for the State of Florida, appeared Anna M. Freed, who said that she has read the foregoing and that she has executed the same for the purpose stated therein.

Sworn to and subscribed before me this 17 day of March, 2004

Bessie M. Thompson
NOTARY PUBLIC

My Commission Expires: _____

