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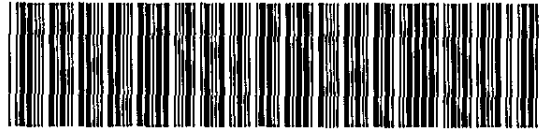
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CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 820367 9585A

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 78.75

ORDER DATE : July 26, 2004

ORDER TIME : 1:56 PM

ORDER NO. : 820367-005

CUSTOMER NO: 9585A

CUSTOMER: Ms. Robin Padgett
Potter Clement Lowry & Duncan

308 East Fifth Avenue

Mount Dora, FL 32757

DOMESTIC FILING

NAME: CIERRA OAKS HOMEOWNERS'
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF**

04 JUL 26 PM 1:07

CIERRA OAKS HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes, Chapters 617 and 720, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I
Name of Corporation**

The name of the corporation is Cierra Oaks Homeowners' Association, Inc. (hereinafter the "Association").

**ARTICLE II
Commencement of Corporate Existence**

This Corporation shall commence corporate existence as of the day and year that these Articles of Incorporation are signed and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
Principal Office of the Association**

The principal office of the Association is 2320 W. Montclair Rd., Leesburg, FL 34748.

**ARTICLE IV
Registered Office and Registered Agent**

The street address of the initial registered office of the Association is 2320 W. Montclair Rd., Leesburg, FL 34748, and the name of the initial registered agent at that address is Elijah Bailey, Jr.

**ARTICLE V
Purpose and Powers of the Association**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property described as:

See Exhibit "A"

(hereinafter the "Property") and to promote the health, safety and welfare of the business operating within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association including establishing rules and regulations for the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements (hereinafter the "Declaration"), applicable to the Property and recorded or to be recorded in the Public Records of the Clerk of Lake 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;
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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 levied or imposed against the Property of the Association and to enter into contracts for the rendering of services for the benefit of the Common Property and the Association;
- (c) Acquire (by gift, purchase 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 and specifically, the Common Property as defined in the Declaration, in connection with the affairs of the Association;
- (d) Borrow money and mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Sue or be sued on behalf of the affairs of the Association;
- (f) Dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;
- (g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of each class of members; and

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- (h) Have and to exercise any and all powers, rights and privileges under Chapters 617 and 720, Florida Statutes, the Nonprofit Corporation Law of the State of Florida by law may now or hereafter have or exercise.
 - (i) Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.
 - (j) Levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE VI

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or portion thereof that is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, or persons who are leasing a Lot within the Property. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Dwelling Unit that is subject to assessments by the Association.

ARTICLE VII

Voting Rights

The Association shall have two classes of voting membership:

Class A: Class A members shall be every person or entity who is an Owner of a fee simple or undivided fee simple interest in any Lot that is subject to Declaration of Restrictions recorded in the Public Records of Lake County, Florida, excluding the developer and excluding builders, contractors or others who purchase a lot for the purpose of construction improvements thereon for resale.

Class B: The Class B member shall be the Declarant as defined in the Declaration of Restrictions recorded in the Public Records of Lake County, Florida and shall be entitled to five votes for each lot owned. The Class B membership shall terminate and become converted to Class A membership, one vote per lot, upon the following event:

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- (a) Three months after 90% of the lots that will ultimately be operated by the Homeowners Association have been conveyed to members.

ARTICLE VIII
Board of Directors

The affairs of this Association shall be managed initially by a Board of three (3) Directors who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

	<u>Name</u>	<u>Address</u>
1.	Elijah Bailey, Jr.	2320 W. Montclair Rd. Leesburg, FL 34748
2.	Herb Young	206 N. Third St. Leesburg, FL 34748
3.	Wende Cook	2320 W. Montclair Rd. Leesburg, FL 34748

At the first annual meeting after control of the Association has passed to the class A membership, the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years, and one (1) director for a term of three (3) years; and at each annual meeting thereafter, the Members shall elect one (1) director for a term of three (3) years. Notwithstanding the above, so long as the Declarant, its successors or assigns, is a class B member of the Association with a majority of membership votes, the Declarant, its successors or assigns shall have the right to elect, appoint, reappoint, remove or replace the Members of the Board of Directors of the Association from time to time.

ARTICLE IX
Initial Officers

The affairs of the Association shall be managed by a President, Vice President, Secretary and Treasurer, and such other officers as permitted in the Bylaws. The names and addresses of those persons who are to act as the officers of the corporation until the election of their successors are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Elijah Bailey, Jr.	President	2320 W. Montclair Rd. Leesburg, FL 34748
Herb Young	Vice President	206 N. Third St. Leesburg, FL 34748
Wende Cook	Secretary/Treasurer	2320 W. Montclair Rd. Leesburg, FL 34748

The above-named officers shall serve until their successors have been duly elected at the first meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their election.

ARTICLE X **Dissolution**

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 except as set forth below.

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI **Amendments**

Amendments of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

Notwithstanding the above; (a) these Articles of Incorporation may be amended by a Board of Directors for a vote of the membership to correct any scrivener's errors or ambiguities to comply with any governmental requirement; or (b) these Articles of Incorporation may be unilaterally amended by the Board of Directors on a vote of the Board at any time prior to the transition of the homeowners' association control in the

the community and the directors to the non-developer members pursuant to Section 720.307, Florida Statutes.

ARTICLE XII
Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority vote of the Board of Directors.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this 20th day of July, 2004.

CIERRA OAKS, INC.

By: [Signature]
Elijah Bailey, Jr., President

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 20th day of July, 2004, by Elijah Bailey, Jr., as President of Cierra Oaks, Inc.,

(☒) who is personally known to me; or

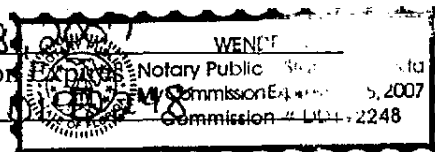
() who has produced _____ as identification.

[Signature]
Notary Public

Printed Name

My Commission Expires

Serial Number



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

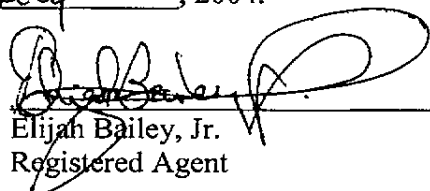
In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

Cierra Oaks Homeowners' Association, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Elijah Bailey, Jr. as its Registered Agent to accept service of process within the State of Florida with its registered office located at 2320 W. Montclair Rd., Leesburg, FL 34748.

ACKNOWLEDGEMENT

Elijah Bailey, Jr., having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; I am familiar with and accept the obligations of Section 607.325, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 20th day of July, 2004.



Elijah Bailey, Jr.
Registered Agent

client\bailey\cierra oaks\articles

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FILED

EXHIBIT "A"

The Northeast $\frac{1}{4}$ of the Northeast $\frac{1}{4}$ of the Southeast $\frac{1}{4}$ of Section 20, Township 18 South, Range 24 East, in the City of Lady Lake, Lake County, Florida.