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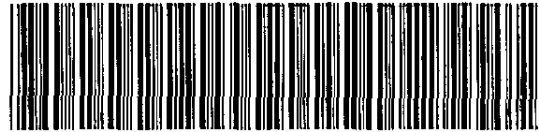
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Willoughby Commons Property Owners Association, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: William A. Stetson
Name (Printed or typed)

P.O. Drawer 6
Address

Stuart, FL 34995
City, State & Zip

(772) 287-4444
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
WILLOUGHBY COMMONS PROPERTY OWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

ARTICLE I-NAME

The name of the corporation shall be: WILLOUGHBY COMMONS PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II-PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

710 E. OCEAN BOULEVARD
STUART, FLORIDA 34994

The mailing address of this corporation shall be:

P.O. BOX 2654
STUART, FLORIDA 34995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III-PURPOSE

The purpose for which the Association is organized is to provide for the administration and enforcement of the Declaration of Restrictions for Willoughby Commons Property Owner's Association, Inc. ("Declaration") and maintenance of the Common Spaces within the Project. The Project consists of six (6) Buildings, Building One (1), approximately 12,900 square feet, Building Two (2), approximately 9,500 square feet, Building Three (3), approximately 8,100 square feet, Building Four (4), approximately 20,500 square feet, Building Five (5), approximately 6,700 square feet and Building Six (6), approximately 6,100 square feet (each building herein referred to as "Building") and the common area thereto ("Common Spaces") as described in the Declaration.

ARTICLE IV- EXISTENCE

This corporation shall have a perpetual existence; however, if this corporation is ever dissolved, ownership of the Common Spaces, including but not limited to the streets, roadways, walkways, drainage easements, retention areas and surface water management system, shall vest in the Building owners as tenants in common.

ARTICLE V-POWERS

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

5.1 General: The Association shall have all of the common-law and statutory powers of a corporation not-for-profit under the Laws of the Florida that are not in conflict with the terms of these Articles.

5.2 Enumeration: The Association shall have all of the powers and duties set forth in the Declaration and all of the powers and duties reasonably necessary to administer and enforce the provisions thereof, as they may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against Members, as Building owners, for the purpose of defraying the costs, expenses and losses of the Association, and to assess reasonable late charges against Members delinquent in the payment of assessments and maintenance payments.

b. To use the proceeds of assessments and charges in the exercise of its powers and duties.

c. To buy or lease both real and personal property for the use of the Association, and to sell or otherwise dispose of property so acquired.

d. To maintain, repair, replace and operate the Common Spaces and any other property acquired or leased by the Association for the benefit of the Members, including but not limited to the surface water management system as permitted by South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.

e. To purchase insurance upon the Common Spaces and insurance for the protection of the Association and the Members, as Building owners.

f. To reconstruct and repair improvements within the Common Spaces after casualty, and to construct additional improvements of the Common Spaces.

g. To make and amend reasonable regulations respecting the use and appearance of the Buildings; provided, however, that all those regulations and their amendments shall be approved by not less than one-hundred percent (100%) of the votes of the entire membership of the Association before they shall become effective.

h. To enforce by any legal or equitable means the provisions of the Declaration, these Articles and Bylaws of the Association and the Regulations for the use of the Buildings.

l. To employ personnel to perform the services required for proper administration and enforcement of the Declaration and maintenance of the Common Spaces.

5.3 Purchase of Buildings: The Association shall not have the power to purchase a Building except at sales in foreclosure of liens for assessments, at which sales the Association shall bid no more than the amount secured by its lien, including fees and costs. This provision shall not be changed without unanimous approval of the Members and the joinder of all record owners of mortgages upon the Buildings.

5.4 Association Property: 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 Declaration, these Articles of Incorporation and the Bylaws.

5.5 Distribution of Income: The Association shall make no distribution of income to its members, directors or officers.

5.6 Limitation: The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

ARTICLE VI-MEMBERS

6.1 Membership: The Members of the Association shall consist of the record owners of the Buildings.

6.2 Evidence: The change of membership in the Association shall be established by recording in the public records of Martin County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership. The owner receiving title of the Building by those instruments will be a Member of the Association and the membership of the prior owner will be terminated.

6.3 Assignment: The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Building for which that share is held.

6.4 Voting: Each Member of the Association shall be entitled to one (1) vote for each Building owned by such Member. In the event that more than one person or entity owns a particular Building, or if any Building is hereafter subdivided or converted to condominium ownership or some other form of collective ownership, the owners thereof shall be considered collectively to constitute a single Member, and they shall file a written designation in the records of the Association appointing a single representative to exercise the membership prerogatives and cast the vote appurtenant to that Building.

6.5 Cumulative Voting: At each election for directors every Member entitled to vote in the election shall have the right to cumulate such Member's votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of such Member's Buildings, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE VII-DIRECTORS

7.1 Number and Qualification: The affairs of the Association shall be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than two (2) directors. Directors need not be Members of the Association.

7.2 Duties and Powers: All of the duties and powers of the Association existing under the Declaration, these Articles and Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Members when that is specifically required.

7.3 Election/Removal: Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

7.4 Term of First Directors: The Directors named in these Articles shall serve until their successors are elected by the Members at the first annual meeting; and any vacancies in their number occurring before the time for the election of their successors shall be filled by the remaining first Directors.

7.5 First Directors: The names and addresses of the Members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Ralph H. Parks	710 E. Ocean Blvd., Stuart, FL 34994
Jeffrey C. Bruner	875 S.E. Monterey Commons Blvd., Stuart, FL 34996
Connie Jantzen	2854 S.E. Monroe St., Stuart, FL 34997
Peter Engle	5534 S. Kanner Highway, Stuart, FL 34997

ARTICLE VIII-OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the

Board. The names and addresses of the Officers who shall serve until their successors are designated by the Board are as follows:

President: Ralph H. Parks

Vice President: Jeffrey C. Bruner

Treasurer: Peter Engle

Secretary: Connie Jantzen

ARTICLE IX-INDEMNIFICATION

Every director and officers of the Association, any every Member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses, liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may want to 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 by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred, provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance of malfeasance in the performance of his duties, the indemnification shall apply only when the Board approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X-BYLAWS

The first Bylaws of the Association shall be adopted by the Board, executed by the Secretary, and approved by the President. The Bylaws may be altered, amended or rescinded by the Directors and Members in the manner provided by the Bylaws.

ARTICLE XI-AMENDMENTS

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

11.1 Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

11.2 Adoption: A resolution for the adoption of a proposed amendment shall be proposed by the Board, Directors, and Members present, in person or by proxy, at the

meeting considering the amendment may express their approval, in writing, provided the approval is delivered to the Secretary at or prior to the meeting. The amendment shall be adopted by not less than one-hundred percent(100%) of the entire Membership of the Board and by not less than one-hundred percent (100%) of the entire Membership of the Association.

11.03 Limitation: Provided, however, that no amendment shall make any changes in the qualifications for Membership nor in the voting rights or property rights of Members, nor any change in Article V, entitled "Powers", without approval in writing by all members and the joinder of all record owners of mortgages upon Buildings. No amendment shall be made that is in conflict with the Declaration.

11.04 Recording: A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in the Martin County, Florida, public records.

ARTICLE XII-TERM

The term of the Association shall be perpetual.

ARTICLE XIII-INITIAL REGISTERED AGENT AND STREET ADDRESS

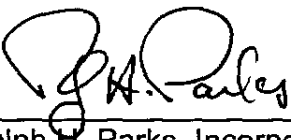
The name and Florida street address of the initial registered agent is:

Richard J. Dungey
1100 S. Federal Highway
Stuart, FL 34994

ARTICLE XIV-INCORPORATOR

The name and addresses of the incorporator to these Articles of Incorporation is:

Ralph Parks
710 E. Ocean Boulevard
Stuart, FL 34995-2654



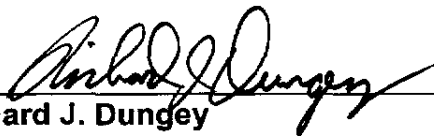
Ralph H. Parks, Incorporator

Date: 1/27/05

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for WILLOUGHBY COMMONS PROPERTY OWNERS ASSOCIATION, INC., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 31st day of January, 2005.


Richard J. Dungey
Registered Agent