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J. Shivers MAR 25 2005

105-14757

**ARTICLES OF INCORPORATION
OF
NICHOLS FARM ROAD ASSOCIATION, INC.
A Florida Corporation Not for Profit**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned, have this day formed a corporation not for profit, as required by the Declaration of Covenants and Restrictions (Covenants) for Nichols Farm, an unrecorded subdivision (Subdivision), which Covenants were first recorded at Official Records Book 1018, Page 652, and are to be revived pursuant to chapter 720, part III, Florida Statutes (2004) and re-recorded upon filing of these Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is Nichols Farm Road Association, Inc. For convenience, the corporation shall be referred to this instrument as the "Association," these articles of incorporation as the "Articles" and the by-laws of the association as the "By-Laws."

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the Association is located at 156 Big Buck Drive, Tallahassee, Florida 32312.

**ARTICLE III
PURPOSE AND POWERS**

A. Purpose. This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are: (1) to provide for maintenance and preservation of the common areas and of the roadways described in the Covenants; (2) to provide for maintenance of utility, drainage and other easements and of the storm water drainage system. (3) to enforce restrictive covenants and

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restrictions; (4) all in connection with the Subdivision located in Leon County, Florida as more particularly described in attached Exhibit A and (5) to promote the health, safety, welfare and common interests of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

B. Powers. To carry out its purposes, the Association shall have the power to:

(1) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Covenants, these Articles and the Bylaws (Association Documents) as the same may be amended from time to time as therein provided, said Covenants being incorporated herein as if set forth in full;

(2) Fix, levy, collect and enforce payment by any lawful means, including by imposing a lien on a Member's property, all charges or assessments pursuant to the terms of the Association Documents; to pay all 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;

(3) 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 in connection with affairs of the Association;

(4) Borrow money, and with the consent of two-thirds (2/3) of the members in good standing, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) Dedicate, sell, or transfer all or any part of the roadways, common areas, common utilities or easements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed two thirds (2/3) of the members in good standing, agreeing to such dedication, sale or transfer.

(6) Participate in mergers and consolidations 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 two-thirds (2/3) of the members in good standing; and

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

ARTICLE IV

MEMBERSHIP AND NONSTOCK BASIS

A. **Membership.** Every person or entity who is a record owner of a fee or undivided fee interest in any lot within the property described in Article III 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 performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Each owner designated in a deed or another instrument establishing title duly recorded in the Public Records of Leon County, Florida, shall automatically become a member. Membership in this Association may be transferred only as an incident to the transfer of the transferor's interest in any lot. Transfers of membership shall be made only on the books of the Association, and notice of each transfer shall be given in writing as set forth above.

B. **Nonstock Basis.** The Association is organized upon a nonstock basis and shall not issue shares of stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The Street address of the initial registered office of the corporation is 121 Big Buck, Tallahassee, Florida 32312, and the name of the initial registered agent of this corporation at that address is Karol Preston.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of directors. Each director shall be elected to the board by majority vote of members. The Initial Board of

Directors shall be five (5) and they shall be: Sandy Larson, Timothy Larson, Joyce Masterson, Lou Logan, and Jack Preston.

Each person elected as a member of the Board shall hold office until a successor shall have been elected and qualified or until the director's resignation, removal from office or death. The number of directors may be increased or diminished from time to time by amendment to the By-Laws, but shall never be less than three (3) nor more than seven (7). At the initial organizational meeting the members, subject to the provisions of Covenants, shall elect two (2) directors for a term of one (1) year, two (2) directors for a term of two (2), and one (1) director for a term of three (3) years. At each annual meeting thereafter the members shall elect at least one (1) director for a term of three (3) years.

The Board of Directors shall be subject to the terms and provisions of the Covenants and said Board of Directors shall have and exercise all authority set forth in said Covenants

ARTICLE VII

OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be appointed by the Board of Directors from time to time. The officers shall be appointed by the Board or as provided in the By-Laws, and each shall serve until a successor is chosen and qualified, or until the officer's earlier resignation, disqualification, removal from office or death. The officers shall have such duties, responsibilities, and powers as provided in the By-Laws and the Florida Statutes.

ARTICLE VIII

BY-LAWS

The initial Board shall adopt By-Laws for the Association at their organizational meeting, after the approval and filing of these Articles of Incorporation by the Secretary of State. Any amendments to the By-Laws shall be proposed by the Board to the members in writing at least fourteen (14) days prior to a regular or special meeting of the membership at which they will be voted upon. Any amendment shall require the approval of a majority of the members in good standing present in person or by proxy.

ARTICLE IX AMENDMENTS

Amendment of these Articles shall require the approval of a majority of the total number of members in good standing. Amendments to the Articles shall be proposed by the Board to the membership at a regular or a special meeting called for that purpose. Proposed amendments shall be submitted in writing to the members at least fourteen (14) days prior to the meeting at which they shall be voted on.

ARTICLE X VOTING RIGHTS

The Association shall apportion voting shares as follows: two (2) vote shares for owner(s) of five (5) acres lots or less and three (3) vote shares for owner(s) of more than five (5) acres. The Association shall have the voting membership consisting of all the owners of lots within the property described in Article III above and any additional property that comes within the jurisdiction of the Association. Because Nichols Farm subdivision is an unrecorded subdivision, the future subdividing of the lots described in attached Exhibit A to less than five (5) acres shall be prohibited and common ownership of more than one lot shall be entitled to the aforementioned vote shares so long as the owner is a member in good standing with the Association at the time of such vote. When more than one (1) 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 the allocated vote shares be cast with respect to any lot or the common ownership of more than one lot.

Voting rights shall be suspended for any lot owner who is delinquent in the payment of any regular or special lot assessment imposed by the Association or who is in violation of any of the terms, conditions, or covenants of the Declaration or is in violation of any of the rules promulgated by the Board.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator for these Articles is:

Karol Preston

121 Big Buck Drive, Tallahassee, FL 32312

ARTICLE XII
DISSOLUTION

On dissolution the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

IN WITNESS WHEREOF, We, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 24 day of March, 2005.

INCORPORATOR:

Karol Preston
KAROL PRESTON

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation were acknowledged before me, this 24th day of March 2005, by Karol Preston and _____

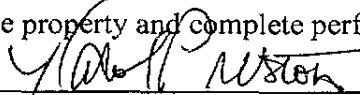
Edward D Mathews, Jr.
NOTARY PUBLIC

My commission expires

NOTARY PUBLIC-STATE OF FLORIDA
Edward Dean Mathews, Jr.
Commission # DD392373
Expires: MAR. 17, 2009
Bonded Thru Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Nichols Farm Road Association, Inc., a Florida corporation not for profit, at the place designated in these Articles, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.



KAROL PRESTON

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