

NO5000003723

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

D. WHITE APR 12 2005



100049779961

FILED
2005 APR -7 P 3:27
CLERK OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 0721000000032

REFERENCE : 301583 9666A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 70.00

ORDER DATE : April 7, 2005

ORDER TIME : 1:13 PM

ORDER NO. : 301583-005

CUSTOMER NO: 9666A

CUSTOMER: Tim Haines, Esq
Gray, Ackerman & Haines, P.a.

Suite 1
125 Ne First Avenue
Ocala, FL 34470-6675

DOMESTIC FILING

NAME: THE MAGNOLIAS HOMEOWNERS'
ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 8, 2005

CSC

RESUBMIT
Please give original
submission date as file date.

SUBJECT: THE MAGNOLIAS HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W05000017869

We have received your document for THE MAGNOLIAS HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 805A00024160

RECEIVED
CORPORATION
APR 15 2005
TALLAHASSEE, FLORIDA

FILED

2005 APR -7 P 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

THE MAGNOLIAS OF OCALA HOMEOWNERS' 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:

ARTICLE 1.

Name

The name of the Corporation is The Magnolias of Ocala Homeowners' Association, Inc., hereinafter called the "Association" and whose address is 2631 SE 58th Avenue, Ocala, FL 34471.

ARTICLE 2.

Registered Agent

The name of the Registered Agent is John Fabian, Jr. and the Registered Office is 2631 SE 58th Avenue, Ocala, FL 34471.

ARTICLE 3.

Definitions

All definitions in The Magnolias Master Declaration of Covenants and Restrictions (the "Declaration") to which a copy of the Articles are attached as Exhibit "C", are incorporated herein by reference and made a part hereof.

ARTICLE 4.

Purpose and Definitions

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 The Magnolias 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 roadways and drainage facilities.

**ARTICLES OF INCORPORATION
OF
THE MAGNOLIAS OF OCALA HOMEOWNERS' ASSOCIATION, INC.**

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 Marion 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, repairs, and replacement of the Common Areas, roadways, and the storm water and surface water drainage facilities and/or systems located within The Magnolias, or located on any property owned by a third party for which the Association by rule, regulation, declaration or contract has a right or duty to provide maintenance, repair, or replacement.

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 The Magnolias or any 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 St. John's River Water Management District Permits 4-083-93223-2 and 4-083-93223-3 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.

**ARTICLE 6.
Membership**

Each Declarant and every Owner of a Lot as defined in the Declaration shall be a member of the Association. Except for Declarant membership shall be appurtenant to and may not be separated from ownership of any Lot. Declarant may assign its rights, duties and obligations as a Member of the Association to third parties, including voting rights set forth herein. All members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

**ARTICLE 7.
Voting Rights**

**ARTICLES OF INCORPORATION
OF
THE MAGNOLIAS OF OCALA HOMEOWNERS' ASSOCIATION, INC.**

The voting rights in the Association shall be as follows:

- Section 7.1** Each Declarant or his assignee, until ninety percent (90%) of the total Lots contemplated to be developed within the Subject Property have been sold, shall be entitled to nine (9) votes for each Lot owned by that Declarant. For purposes hereof (and all purposes of the Declaration and these Articles) Peek Properties, Inc. shall be deemed the owner of all Lots titled in the name of Albert B. Peek, Trustee. No conveyance of a Lot by a Declarant to a third party shall be deemed an assignment of the rights of the Declarant hereunder or under the Declaration without an express statement of such an assignment in writing signed by the Declarant.
- Section 7.2** Each other Owner of a Lot shall be entitled to one (1) vote for each Lot owned. When one or more persons holds an 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.
- Section 7.3** Three (3) months after ninety percent (90%) of all the Lots in all phases of The Magnolias have been conveyed to Owners other than a Declarant or Albert B. Peek, Trustee, (whether an original Declarant or a Declarant by virtue of assignment of the rights of the original Declarant) the number of votes to which the Declarants or their assignees are entitled shall be reduced to one (1) vote per Lot owned.

**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 eleven persons who need not be members of the Association. The first Board shall consist of three Directors. Upon the recording of a Plat for the second Neighborhood within The Magnolias the number of Directors shall be increased to five, and upon recording of each subsequent Plat for a Neighborhood within The Magnolias the number of Directors shall be increased by two for a maximum of eleven Directors.

The first election of Directors shall be held in the last 3 months of the year in which the Articles of Incorporation are filed with the Secretary of State. If at the time of the first election there are three Directors pursuant to the preceding sub-paragraph, one Director shall be elected for a term of one year, one for a term of two years, and one for a term of three years. If at the time of such election there are five Directors pursuant to the preceding sub-paragraph, one shall be elected for a term of one year, two for a term of two years, and two for a term of three years. If at the time of such election there are seven Directors pursuant to the preceding sub-paragraph, two shall be elected for a term of one year, two for a term of two years, and three for a term of three years. If at the time of such election there are nine Directors pursuant to the preceding sub-paragraph, three shall be elected for a term of one year, three for a term of two years, and three for a term of three years.

**ARTICLES OF INCORPORATION
OF**

THE MAGNOLIAS OF OCALA HOMEOWNERS' ASSOCIATION, INC.

If at the time of such election there are eleven Directors pursuant to the preceding sub-paragraph, three shall be elected for a term of one year, four for a term of two years, and four for a term of three years. At each annual meeting thereafter the number of Directors equal to that of those whose terms have expired shall be elected for a three year term. At the expiration of any term, any Director may be re-elected subject to the Neighborhood residence requirement as set forth in the following sub-paragraph. 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 are present.

Notwithstanding anything contained herein, beginning with the first election of Directors, and at all times thereafter, there must be one Member of the Board of Directors owning a Lot in each Neighborhood for which a Neighborhood Declaration has then been recorded. If at the time of any election there is a Neighborhood not represented on the Board of Directors, the first opening at that election shall be filled by the candidate for the Board of Directors owning a Lot in that Neighborhood obtaining the highest number of votes cast by Owners of Lots within that Neighborhood, whether or not said candidate obtains the highest number of votes of all candidates. The Board of Directors shall adopt such election procedures as necessary to assure that at all times at least one Member owning a Lot in each Neighborhood is on the Board of Directors, including requirements for separate voting within Neighborhoods.

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. 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:

<u>Name</u>	<u>Address</u>
JOHN FABIAN, JR.	2631 SE 58 th Avenue Ocala, FL 34471
HARVEY VANDEVEN	4801 SE 11 th Place Ocala, FL 34471
ALBERT B. PEEK	1111 NE 25 th Avenue, Suite 102 Ocala, FL 34470

At any time a Lot in the Subject Property is owned by a Declarant (or its specific assignee of the right granted herein) that Declarant shall be entitled to appoint one (1) member of the Board of Directors, the balance of the Board of Directors to be elected as noted above.

**ARTICLE 9.
Assessments**

The Directors are required to establish Assessments to be levied against each Lot sufficient to maintain, extend or improve the Common Areas and any other areas which are maintained or partially maintained by the Association, any surface water or 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 Assessments upon written request,

**ARTICLES OF INCORPORATION
OF
THE MAGNOLIAS OF OCALA HOMEOWNERS' ASSOCIATION, INC.**

along with an explanation for the determination of the Assessments in such detail as the Directors determine. The amount of the Assessments may vary from Neighborhood to Neighborhood to reflect differing costs of maintaining Limited Common Areas within each Neighborhood. The amount of the Assessments may be changed by the Directors as frequently as deemed necessary by them to assure that the amount of the Assessments 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 special assessment against the Lots for one time and/or extraordinary expenses associated with the maintenance, extension or improvement of the Common Areas of the Subject Property. The Directors shall give each member notification of the proposed Special Assessment, and the time and location for the meeting of the Directors and members for consideration of the Special Assessment (which shall be in Marion 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 may be adoption by the Board of Directors, except that in the case of a Special Assessment levied with regard to a Master Common Area which exceeds the Annual Master Common Areas Assessment for the prior year adopted of the Special Assessment shall required the vote of fifty-one percent (51%) of the Members in attendance, whether by person or proxy, at a meeting at which a quorum of the members are present, by person or proxy. A Special Assessment levied with regard to a Limited Common Area which exceeds the Annual Limited Common Areas Assessment for the prior year for the Neighborhood in which the Limited Common Area is located, shall require the affirmative vote of fifty-one percent (51%) of the Owners of Lots within that Neighborhood.

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 accounts, and shall make said records available, at reasonable hours and in a reasonable manner, to any Member of the Association requesting access to the same.

The Association shall include within the Assessments at the request of a Declarant, an amount determined by the Declarant for the provision of cable tv service, broadband or other internet access service and/or garbage and trash collection services to each Owner, which amount shall, upon collection by the Association be remitted to the Declarant or its assigns. 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

**ARTICLES OF INCORPORATION
OF
THE MAGNOLIAS OF OCALA HOMEOWNERS' ASSOCIATION, INC.**

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 the 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 The Magnolias must be transferred to and accepted by an entity which would comply with any requirements of the St. John 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**

Amendments to the 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 two-thirds 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 The Magnolias shall be effective without the written consent of the St. John River Water Management District.

**ARTICLE 13.
Subscribers**

The names and street addresses of the subscribers and incorporators to these Articles of Incorporation is the same as listed in Article 2 hereof.

**ARTICLE 14.
Officers**

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.

**ARTICLES OF INCORPORATION
OF**

THE MAGNOLIAS OF OCALA HOMEOWNERS' ASSOCIATION, INC.

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

- **JOHN FABIAN, JR. President**
- **HARVEY VANDEVEN Secretary**
- **ALBERT B. PEEK Treasurer**

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 meeting or special meeting of the Members by a majority of the votes then entitled to be cast. 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 each Declarant and every Director and every officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred 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

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, any Declarant, or an affiliate of any Declarant, 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.

**ARTICLES OF INCORPORATION
OF**

THE MAGNOLIAS OF OCALA HOMEOWNERS' ASSOCIATION, INC.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers and incorporators of this Association, have executed these Articles of Incorporation this 31st day of March, 2005.



JOHN FABIAN, JR.



HARVEY VANDEVEN



ALBERT B. PEEK, TRUSTEE

ARTICLES OF INCORPORATION
OF

THE MAGNOLIAS OF OCALA HOMEOWNERS' ASSOCIATION, INC.

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was sworn to and subscribed before me this 31st day of March, 2005, by JOHN FABIAN, JR., who is personally known to me.

Linda S. Fulford

Notary Public, State of Florida

Print Notary Name _____

My commission expires _____

Commission number _____



LINDA S. FULFORD

MY COMMISSION # DD 154625

EXPIRES: February 1, 2007

Bonded thru Budget Notary Services

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was sworn to and subscribed before me this 31 day of March, 2005, by HARVEY VANDEVEN, who is personally known to me.

Sherry M. Shaw

Notary Public, State of Florida

Print Notary Name _____

My commission expires _____

Commission number _____



Sherry M. Shaw

My Commission DD287798

Expires February 04, 2008

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was sworn to and subscribed before me this 31 day of March, 2005, by ALBERT B. PEEK, TRUSTEE, who is personally known to me.

Sherry M. Shaw

Notary Public, State of Florida

Print Notary Name _____

My commission expires _____

Commission number _____



Sherry M. Shaw

My Commission DD287798

Expires February 04, 2008

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

John Fabian, Jr., whose address is 2631 SE 58th Avenue, Ocala, FL 34471, the initial registered agent named in the Articles of Incorporation to accept service of process of The Magnolias of Ocala Homeowners' 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 31 day of March, 2005.



JOHN FABIAN, JR.

FILED
2005 APR -1 P 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA