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CORPORATION

FLORIDA NON-PROFIT CORPORATION

The Equestrian at Winding Creek Homeowners' Associat

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FILED
2005 APR 13 A 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE EQUESTRIAN AT WINDING CREEK
HOMEOWNERS' ASSOCIATION, INC.,
A Florida Not For Profit Corporation**

I, the undersigned, do hereby join and associate ourselves together for the purpose of creating and becoming a Corporation, non-profit in nature and purpose, in accordance with the laws of the State of Florida, and do jointly and severally subscribe to these Articles of Incorporation.

ARTICLE I

NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE

The name of this Corporation shall be The Equestrian at Winding Creek Homeowners' Association, Inc. The address of the Corporation's principal place of business is c/o Brian Herron, All Florida Realty & Auction Co., 3401 Wilderness Boulevard West, Parrish, Florida 34219, and its mailing address is c/o Brian Herron, All Florida Realty & Auction Co., 3401 Wilderness Boulevard West, Parrish, Florida 34219. The initial registered agent is Garret T. Barnes, Esquire and the street address of its initial registered office is Barnes Walker & Lakin, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE II

OBJECTIVES AND PURPOSES

The general objectives and purposes of this Corporation shall be:

1. To serve as a membership organization to own and maintain common areas, streets, and sidewalks and to enforce covenants to preserve the appearance of the real estate development called "The Equestrian at Winding Creek Subdivision", for the benefit of all the residents of the community. The association shall have the power to operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
2. To do all acts and things necessary, convenient or expedient to carry on the above-mentioned purposes.
3. To engage in all other activities not prohibited by the Laws of Florida and to have all other powers given not-for-profit corporations under the Laws of Florida.

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ARTICLE III
QUALIFICATIONS OF MEMBERS

The qualification of members and manner of admission to membership of the Corporation shall be as regulated by the Bylaws.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Organization shall have perpetual existence; however, if the association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, than the surface water management system facilities shall be conveyed to a non-profit corporation similar to the association.

ARTICLE V
NAMES AND ADDRESS OF INCORPORATORS

Garret T. Barnes, c/o Barnes Walker & Lakin, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE VI
DIRECTORS OF THE ORGANIZATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of at least three (3) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws.

ARTICLE VII
NAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORS

1. Brian Herron
All Florida Realty & Auction Co.
3401 Wilderness Boulevard West
Parrish, Florida 34219
2. Lise Blanton
5025 241st Street East
Myakka City, Florida 34251
3. Garret T. Barnes
Barnes Walker & Lakin, Chartered
3119 Manatee Avenue West
Bradenton, Florida 34205

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ARTICLE VII INDEMNITY

To the fullest extent permitted by Chapters 607 and 617 of the Florida Statutes (hereinafter referred to as the "statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the Corporation shall indemnify, hold harmless, and advance expenses to, as defined in the statutes, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the statutes, by reason of the fact that he or she is or was a director or officer of the Corporation, against liability as defined in the statutes, expenses as defined in the statutes and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. This indemnification article shall specifically not apply to persons or entities who are or were employees or agents of the Corporation, but who are not or were not directors or officers of the Corporation.

ARTICLE IX INCOME DISTRIBUTION AND DEDICATION OF ASSETS

The Corporation is a not-for-profit corporation. No part of the income of this Corporation shall be distributed to its members, except as compensation for services rendered, as provided in the Bylaws.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed equally among the not-for-profit organizations located in Manatee County, Florida, or the one closest to the Corporation if none are located in the County, having the same or similar purposes.

ARTICLE X AMENDMENT OF THE ARTICLES

These Articles may be altered, amended or repealed in whole or in part by a two-thirds vote of all of the Directors, provided that any such changes shall be consistent with the laws of Florida which define, limit or regulate the powers of the Corporation or the Directors of the Corporation. An Amendment, upon its approval by the Secretary of State of Florida, filing in the office of the said Secretary of State, and payment of all required filing fees, shall be complete and be taken as part of these Articles of Incorporation.


Brian J. Jordon, Incorporator

I hereby accept the designation as Registered Agent of the above-named Corporation, and I am familiar with and accept the obligations of the position.


Garret T. Barnes

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