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☐ MAIL

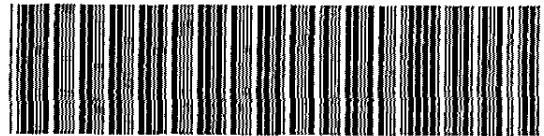
(Business Entity Name)

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05 APR 13 PM 2:25

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CL 4-14

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Phase II + III Madera
Community Association, Inc.

Signature _____

Requested by: WLC

Name _____

Date 4/13

Time 11:00

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

Courier _____

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APR 13 PM 2:25
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF ALACHUA, FLORIDA

ARTICLES OF INCORPORATION
OF
PHASE II AND III MADERA COMMUNITY ASSOCIATION, INC.
a not-for-profit Corporation

The undersigned subscriber(s) to these Articles of Incorporation, being natural person(s) competent to contract, hereby, for the purpose of forming a Corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be **PHASE II AND III MADERA COMMUNITY ASSOCIATION, INC.** (hereinafter referred to as "Association").

ARTICLE II: STATEMENT OF CORPORATE NATURE

This is a non-profit Corporation organized solely for general non-profit purposes pursuant to the Florida Not-For-Profit Corporation Act.

ARTICLE III: PURPOSE

The specific and primary purposes for which this Corporation is formed are to receive and maintain certain real property located in Alachua County, Florida which will comprise an entranceway and a road right-of-way on paved or unpaved roadways, which are to comprise the common area of **PHASE II AND III MADERA**, a platted subdivision, in accordance with the applicable ordinances of The City of Gainesville, Florida. The corporation is to provide insurance to those persons passing along said road right-of-ways for liability protection should there be negligent improvements and/or maintenance thereof and is also formed for management, maintenance, operation and care of real and personal property, including but not limited to any streams, ditches, canals, retention or detention areas, drainage or surface water management works and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the Association or the owners in common in any manner consistent with a permit issued by the St. Johns River Water Management District and the operation and management plan attached thereto. The foregoing specific duties and responsibilities are not construed in any way as limiting the powers of the Association. Rather, the Association will have and exercise all the powers conferred upon associations or corporations not-for profit.

In order to accomplish the purposes set forth above the Association shall have the right and authority to do the following: to wit:

- (a) To fix and make assessments and collect the assessments by any lawful means.
- (b) To borrow money, if necessary in order to provide for the accomplishment of the specific and primary purpose set forth above.
- (c) To use and expand the proceeds of assessments and borrowings in a manner consistent with the specific and primary purposes for which this Association is formed.
- (d) To provide a procedure whereby plans and specifications of proposed improvements are submitted to an architectural control committee to determine whether they comply with the Declaration of Covenants and Restrictions for **PHASE II AND III MADERA** subdivision.
- (e) To maintain, repair, replace, operate and care for real and personal property including without limitation all lakes, ditches, canals, retention or detention, drainage, other surface water management works and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the Association or the owner's in common in any manner consistent with the permit issued by the St. Johns River Water Management District and the operation and management plan attached thereto.
- (f) Purchase and maintain insurance.
- (g) To make, amend, impose, and enforce by any lawful means, reasonable rules and regulations use of the common areas and association property.
- (h) To contract for services with others.
- (i) To do and perform anything required by these articles, the by-laws, or the declaration to be done by the owner, but if not done by the owner in a timely manner, at the expense of owner.
- (j) To do and perform any obligations imposed upon the association by the declaration or by any permit or authorization from any unit of local, regional, state, or federal government and to enforce by any legal means the provisions of these articles, the by-laws and the declaration.

ARTICLE IV: DEDICATION OF ASSETS

The assets of this corporation are irrevocably dedicated to the purposes set forth in Article III, and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof, or to the benefit of any private individual whatsoever.

ARTICLE V: MEMBERSHIP AND ASSESSMENTS

- (a) The corporation shall have a membership distinct from the board of directors. Any person, sui juris, owning an interest in the real property situate in Alachua County, Florida and generally referred to as **PHASE II AND III of MADERA**, a platted subdivision, shall be eligible for membership in the corporation.

Ownership of a lot contained in the subdivision known as **PHASE II AND III of MADERA** shall entitle the owner to one vote in matters coming before the Association for vote. When one or more than one person or entity is the owner of one of the above referenced lots, all such person or entities shall be members, but they shall be entitled collectively to only one vote in the affairs of the corporation, which shall be exercised as they shall determine.

(b) Assessments to each member for such member's proportionate share of the Common Expenses shall be computed, assessed and due as provided in the Declaration. Annual assessments, installments thereon or special assessments not paid by the due date, as established by the Declaration, shall bear interest from the due date until paid at the rate of eighteen (18%) percent per annum or such lower rate as the Board of Directors shall determine, shall be subject to a late charge as may be set and uniformly applied by the Board of Directors and shall entitle the Association to reimbursement of attorneys' fees incurred by the Association incident to the collection of any such delinquent assessment. The Association shall have a lien on each lot and Unit for any unpaid assessment, including special assessments, together with interest thereon, and for reasonable attorneys' fees.

ARTICLE VI: REGISTERED OFFICE AND REGISTERED AGENT

The principal office of the corporation is 3909 Newberry Road , Suite A, Gainesville, Florida 32609. The name of the registered agent is Frank P. Saier and the registered office address is 4041-B NW 37th Place, Gainesville, Florida, 32606.

ARTICLE VII: DIRECTORS

There shall be not less than three (3) nor more than nine (9) directors comprising the Board of Directors. Initially the Board of Directors shall be comprised of three (3) members and the names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Suzanne Kenneady	3909 Newberry Road, Suite A Gainesville, FL 32609
Errol Cowan	3909 Newberry Road, Suite A Gainesville, FL 32609
Wendy L. Bratzel	3909 Newberry Road, Suite A Gainesville, FL 32609

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Wendy L. Bratzel
3909 Newberry Road, Suite A
Gainesville, FL 32609

ARTICLE IX: MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. Each Director shall be entitled to one vote on all issues upon which a vote is taken and unless stated otherwise in these Articles or in the By-Laws each issue shall be decided by a majority vote. The number of directors of the corporation shall be not less than three (3) nor more than nine (9). The manner in which members of the Board of Directors are elected or appointed shall be as set forth in the By-Laws.

(b) The directors named in Article VII above shall hold office until the annual meeting of members to be held on the 2nd Saturday of December 2002, at which time an election of directors shall be held who shall then serve until the time of the next annual meeting.

The annual meeting shall be held on the 2nd Saturday in September of each year at the principal office of the corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.

(c) Corporate Officers: The Board of Directors may annually elect a President, Vice-President, Secretary and Treasurer, and such other officers as the By-laws of the corporation may authorize the directors to elect from time to time. At the discretion of the directors, the corporation may operate by election of only a President. With the exception of the President and Secretary, one person may hold more than one office. Until the election to be held in December 2002, the following individuals shall serve as sole corporate officers, to wit: Pierce Jones, President.

(d) "Control By Developers": Notwithstanding the other provisions contained in these Articles to the contrary, Greentrust, LLC, a Florida limited liability company, or their successors and assigns in interest (Developers), shall control the affairs and operations of the Association as they relate to **PHASE II AND III MADERA** until such time as said Developers relinquishes that right or ceases to be the owner of 30% of the

lots within the Development. The Developers, prior to relinquishing control of the Association or otherwise allowing control to transfer to the directors of the Association shall provide at least 30 days written notice to the Suwannee River Water Management District that all terms and conditions placed upon the developer by permits or authorizations from the Suwannee River Water Management District have been satisfied in full and that transfer is proposed to occur on a specific date.

ARTICLE X: TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE XI: BY-LAWS AND AMENDMENT OF ARTICLES

The By-laws will be adopted and may be amended by the directors or members consistent with these Articles and the Declaration by resolution of the Board of Directors or the members in accordance with the procedure which shall be set forth in the By-laws. Amendments which directly or indirectly impact operations and maintenance of the surfacewater management system, including without limitation, all lakes, ditches, canals, retention or detention areas, drainage or other surfacewater management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the Association or the owners in common, may be made after approval of the Suwannee River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the Suwannee River Water Management District under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification. Amendment to the Articles or the By-Laws which does not impact operations or maintenance of the system may be made without authorization of the Suwannee River Water Management District; however copies of any such amendments shall be forwarded to the District within 30 days of approval.

ARTICLE XII: INDEMNIFICATION OF OFFICERS AND DIRECTORS

(a) The Association hereby indemnifies any director or officer which is made a party of any suit or proceeding pending in any court of competent jurisdiction whether such action is civil, criminal, administrative or investigative, so long as said action is brought to impose a liability or penalty on such persons for an act alleged to have been committed by such person in his capacity as director or officer of the Association. This indemnification shall extend against judgments, fines, amounts paid in settlement, reasonable expenses, reasonable attorney's fees or costs of an appeal thereof, if and only if such person acted

in good faith in the reasonable belief that such action was in the best interest of the Association, and in the event of criminal action or proceedings, without reasonable grounds for belief that such action was unlawful.

(b) The persons referred to above shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence, misconduct, of malfeasance in the court, administrative agency or investigative body before which such action is held unless, after consideration of all of the circumstances of the individual case, a majority of the members of the Association vote that the individual is entitled to indemnification for such expenses as are incurred.

(c) The Board of Directors shall assume responsibility for determining whether amounts claimed by a director or officer are proper expenses and whether such director or officer acted in good faith and in a manner which he or she believed to be in the best interest of the Association, and whether he or she had reasonable grounds for belief that such action was unlawful. Such determination shall be made by a majority vote of a quorum of the members of the Board of Directors, none of whom shall be parties to the action, suit or proceeding.

(d) The abovementioned rights of indemnification shall not be deemed to limit the powers of the Association to indemnify in accordance with applicable statutory case or common law.

ARTICLE XIII: DISSOLUTION OF ASSOCIATION

(a) Upon the dissolution or winding up of the corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of the corporation, shall be distributed to Alachua County, Florida, or to any public authority, utility, municipal corporation, or political subdivision of the State of Florida, or to any other entity which has established its tax exempt status under the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) **SURFACEWATER WATER MANAGEMENT SYSTEM:** Prior to dissolution of this Association, all property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to the surfacewater management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands, and wetland mitigation areas which are owned by the Association or the owners in common, will be dedicated to and accepted for maintenance by the appropriate unit of government or otherwise transferred to and accepted for maintenance by an approved entity. Dedication or approval must

be authorized by the St. Johns River Water Management District through modification of any and all permits or authorizations issued by the St. Johns River Water Management District. Such modification shall be made under the lawfully adopted rules of the St. Johns River Water Management District in effect at the time of application for such modification.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 11 day of April, 2005 .

Signed, sealed and delivered
in our presence as witnesses:

[Signature]
Witness

[Signature]
Witness

[Signature]
Wendy L. Bratzel

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 11 day of April, 2005, by Wendy L. Bratzel, who is personally known to me or who produced _____ as identification.

[Signature]
Notary Public, State of Florida



Printed Name of Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Phase II and III Madera Community Association, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Gainesville, County of Alachua, State of Florida, has named Frank P. Saier, 4041-B NW 37th Place, Gainesville, Florida 32606 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Frank P. Saier, Registered Agent

FILED
05 APR 13 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FL 32304