

N0500000D6437

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

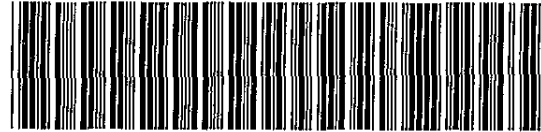
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500056091725

06/20/05--01011--006 **87.50

RECEIVED
JUN 20 11 50 AM '05
TALLAHASSEE, FLORIDA
FILED
2005 JUN 20 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 22 2005

Sonstate Research

Requester's Name

Address

City/State/Zip

Phone #

686-5484

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Frywood Homeowners Association,
(Corporation Name) (Document #)

2. Inc
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☒ Certificate of Status

NEW FILINGS

- ☒ Profit
- ☒ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 21, 2005

SUNSTATE RESEARCH

SUBJECT: IVYWOOD HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W05000030380

*Corrected
Please have
dated
6/20/05*

We have received your document for IVYWOOD HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 005A00042426

RECEIVED
06 JUN 21 PM 3:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

2005 JUN 20 PM 2: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
IVYWOOD HOMEOWNERS ASSOCIATION, INC.
(a Florida Corporation Not for Profit)

We, the undersigned, acting as incorporators of a nonprofit corporation under Chapter 617, and a homeowners association under Chapter 720, all of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation is IVYWOOD HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

ARTICLE II
ADDRESS

The street address of the initial principal office and the mailing address are the same as follows:

301 North US Highway 27, Suite G
Clermont, Florida 34711

ARTICLE III
DEFINITIONS

Unless otherwise provided herein to the contrary, all capitalized terms and words utilized herein shall be as defined in the Bylaws of the Association and that certain Declaration of Covenants, Conditions and Restrictions for Ivywood, recorded or to be recorded in the Public Records of Lake County, Florida, as may be amended or supplemented from time to time (the "Declaration").

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit. The Association shall not pay dividends, and no part of any income of the Association shall be distributed to its Members, Directors, or Officers. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required, or permitted to be done by the Declaration, the Bylaws, or these Articles of Incorporation, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the improvement, operation, maintenance, repair, and replacement of the Property, Common Areas, and Surface Water Management System.

The purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots, Residences, Common Area, and Stormwater Management System, within that certain tract of property described as:

*IVYWOOD, according to the plat thereof, to be recorded in the
Public Records of Lake County, Florida (the "Property").*

and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be annexed to the jurisdiction of the Declaration and Association for this purpose to:

- A. 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 the same may be amended or supplemented from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- B. Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property of the Association;
- C. 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 the affairs of the Association, subject to that certain requirement detailed further in the Declaration regarding prior written approval of the St. Johns River Water Management District for conveyances affecting the Master Surface Water Management System as defined therein;
- D. Borrow money, and with the assent of two-thirds (2/3) of the Voting Interests, mortgage, pledge, grant a deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, subject to that certain requirement detailed further in the Declaration regarding prior written approval of the St. Johns River Water Management District for conveyances affecting the Master Surface Water

Management System as defined therein;

- E. Dedicate, sell or transfer all of any part of the Common Area 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 for same has been signed by two-thirds (2/3) of the Voting Interests;
- F. Participate in mergers and consolidations with other not for profit corporations organized for the same purposes, or annex additional property to the jurisdiction of the Association and Declaration, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of the Voting Interests;
- G. Make, establish, and enforce rules and regulations regarding the use of property owned, operated, or managed by it;
- H. Contract for goods, services, and professional management and delegate to such manager the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members;
- I. To sue and be sued, and appear and defend in all actions and proceedings in its corporate name;
- J. The Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with applicable St. Johns River Water Management District permit requirements and Lake County, Florida, and applicable District rules, and shall assist in the enforcement of the Declaration that relate to the surface water or storm water management system;
- K. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the surface water or storm water management system; and
- L. Have and to exercise any and all powers, rights and privileges which a corporation not for profit or a homeowners association organized under the laws of the State of Florida may now or hereafter have or exercise, limited only as expressly provided in the Articles of Incorporation, Bylaws, and Declaration.

ARTICLE V

MEMBERSHIP, VOTING RIGHTS AND CLASS ASSESSMENTS

Each Owner (including Declarant and Developers) shall be a Member of the Association. The Association membership shall be appurtenant to and inseparable from the Lot giving rise to such membership, and any transfer of fee simple title to a Lot shall operate automatically to transfer to the new Member the membership in the Association appurtenant to that Lot. The interest, if any, of a

Member in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Member's Lot.

The Association shall have two (2) classes of voting membership as follows:

CLASS A. The CLASS "A" MEMBERS shall be all Owners, except for the Declarant and Developers until Class Conversion (defined in Article VI below). Class "A" Members shall be entitled to one (1) vote for each Lot owned. Class "A" members may first exercise voting rights at the Annual Meeting at which the total number of Voting Interests held by all Class "A" Members exceeds the number of Voting Interests held by all Class "B" Members, and their agents or associates (this event shall be called "Class 'A' Voting"). When more than one person holds a property interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as the multiple Owners may determine, but in no event shall more than one (1) vote be cast with respect to any one Lot (this is the "Voting Interest" for the Lot). If any Owner casts a vote on behalf of its Lot, it shall be conclusively presumed that Owner was acting with the authority and consent of all other Owners of that Lot. A person or entity with only a mortgage, easement, or leasehold interest in the Lot shall not be deemed an Owner or Class "A" Member and shall not be entitled to vote. Within ninety (90) days of the occurrence of Class "A" Voting, the Declarant shall transition and turn over control of the Association to the homeowners, in accordance with section 720.307, Florida Statutes, and as more detailed in the Declaration, and from that time, Declarant shall not use its remaining Voting Interests to reacquire or attempt to reacquire control of the Association. A Special Meeting of the Members may be held for this purpose.

CLASS B. The CLASS "B" MEMBERS shall be the Declarant and Developers. The Class "B" Members shall be entitled to three (3) votes for each platted Lot owned by them and shall exercise total and exclusive voting control until the time of Class "A" Voting. Any voting that is required by the Articles of Incorporation, Bylaws, or Declaration to be conducted by Class "A" Members shall be conducted by the Class "A" Members only after the occurrence of Class "A" Voting, and until such time shall be conducted by the Class "B" Members.

SUFFICIENT VOTES TO CARRY A MOTION OR PROPOSAL. Whenever the Articles of Incorporation, Bylaws, or Declaration requires the assent of a stated percentage or amount of Voting Interests in order to carry a motion, proposal, or assessment, the percentage shall be of those Voting Interests present at the respective meeting where the motion, proposal, or assessment to be voted on. Presence may be established either in person, by representative or proxy, or as otherwise provided in the Articles of Incorporation, Bylaws, or Declaration.

CLASS ASSESSMENTS. Except as subject to Declarant's option under the Declaration, no Lot owned by a Class B Member shall be subject to any Assessment until the Annual Meeting following the earlier of: (i) purchase of the Lot by a Class A Member, or (ii) Class Conversion, according to Article VI below.

ARTICLE VI
TRANSFER AND TERMINATION OF MEMBERSHIP

A. Class "A" membership is automatic with Lot ownership (except for Declarant and Developers) and may be transferred or terminated only by sale of the Lot.

B. Class "B" membership is automatic in the Declarant and Developers and may be transferred only by sale of a Lot(s) owned by Declarant or a Developer to a Class "A" Member. Class "B" membership shall terminate at the Annual Meeting following when 95% of the Lots have been sold to Class "A" Members, or such earlier time as Declarant may in its sole discretion record a Notice of Termination of Class "B" Membership in the Public Records of Lake County, Florida. Upon termination of Class "B" Membership, Declarant's and Developers' memberships in their remaining Lots shall convert to Class "A" memberships entitled to one (1) vote per Lot owned by them ("Class Conversion").

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association will be managed by a Board consisting of not less than three (3) and not more than five (5) Directors. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and address of the persons who are to act in the capacity of Directors until the selection of their successors are:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| F. M. Gammon, Jr. | 301 North US Highway 27, Suite G Clermont, FL 34711 |
| F. Beaty | 301 North US Highway 27, Suite G Clermont, FL 34711 |
| S. Northcutt | 301 North US Highway 27, Suite G Clermont, FL 34711 |

At the first Annual Meeting, and each meeting thereafter, unless changed by amendment of the Bylaws, the Members eligible to vote shall elect three (3) Directors for a term of one (1) year each.

ARTICLE VIII
**ADDRESS OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT**

The address of this Association's initial registered office in the State of Florida is 301 North US Highway 27, Suite G, Clermont, Florida 34711. The name of this Association's initial Registered Agent at the above address is Frank M. Gammon, Jr.

ARTICLE IX
OFFICERS

The initial officers of the Association shall be a president, vice president and secretary/treasurer. Such officers shall be elected or appointed at the first meeting of the Board of Directors following each Annual Meeting of Members.

The names of the officers who are to serve until the first election or appointment are:

F. M. Gammon, Jr., President
F. Beaty, Vice President
S. Northcutt, Secretary/Treasurer

ARTICLE X
INCORPORATORS

The names and addresses if the incorporators of these Articles of Incorporation are as follows:

F. M. Gammon, Jr.
301 North US Highway 27, Suite G
Clermont, Florida 34711

ARTICLE XI
BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at any Annual Meeting of the Association, or at any Special Meeting duly called for such purpose, by a vote of a majority of a quorum of voting members present in person or by proxy, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE XII
EXISTENCE AND 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 XIII
AMENDMENTS

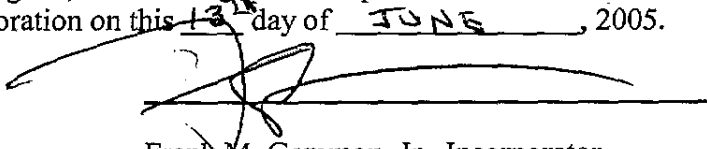
Amendments to the Articles of Incorporation may be proposed by any Member of the Association at any Annual Meeting of the Association or at any Special Meeting duly called and held for such purpose, on the affirmative vote of at least three-fourths (3/4) of the Voting Interests.

ARTICLE XIV
DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each then-existing Class of Members, or as otherwise required by law. Upon dissolution of the Association (other than incidental to a merger or consolidation, administrative, or judicial dissolution), 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 such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this 13th day of JUNE, 2005.

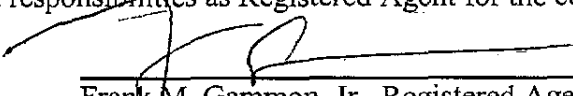

Frank M. Gammon, Jr., Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT

The Association, with its registered office at 301 North US Highway 27, Suite G, Clermont, Florida 34711, hereby names and appoints Frank M. Gammon, Jr., as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent, I hereby accept such appointment and I hereby am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.



Frank M. Gammon, Jr., Registered Agent

Date 6/13/01