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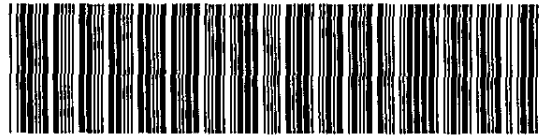
(Business Entity Name)

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68-1-13-06

CAPITAL CONNECTION, INC.

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

*Red Oak Estates Homeowners
Association, Inc.*

*Keep Overpayment
if any*

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

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- ☒ 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 _____

ARTICLES OF INCORPORATION
OF
RED OAK ESTATES HOMEOWNERS ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA
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A Florida corporation not-for-profit

The undersigned subscriber(s) to these Articles of Incorporation, being a natural person(s) competent to contract, hereby, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of this corporation shall be RED OAK ESTATES HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as "Association," "Corporation" and/or "RED OAK ESTATES HOA ").

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

This 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 a paved or unpaved roadway, which are to comprise the common area of RED OAK ESTATES, a platted subdivision, in accordance with the applicable ordinances of Alachua County, 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 Suwannee River Water Management District (hereinafter the

"SRWMD") 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 RED OAK ESTATES subdivision.
- (e) To maintain, repair, 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 SRWMD 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 relating to the 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.

(k) To have and exercise any and all powers, rights and privileges that a corporation organized under the laws of Florida applicable to corporations not for profit may now or hereafter have or exercise.

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 RED OAK ESTATES, a platted subdivision, or RED OAK ESTATES, an unplatted subdivision created in accordance with the rural subdivision ordinance of the County of Alachua, Florida, shall be eligible for membership in the Corporation. Each of the lots contained in the subdivision known as RED OAK ESTATES shall exercise one (1) vote in the management of the affairs of the Corporation. When one (1) or more than one (1) person or entity is the owner of one (1) of the above-referenced lots, all such person or entities shall be members, but they shall be entitled collectively to only one (1) vote in the management of 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 15105 NW 94th Ave, Alachua, Florida 32615. The name of the registered agent is Robert D. Wallace and the registered office address is 15105 NW 94th Ave, Alachua, Florida 32615.

ARTICLE VII: DIRECTORS

There shall be no 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 address of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Robert D. Wallace	15105 NW 94 th Ave Alachua, FL 32615
Deborah A. Gaw	15105 NW 94 th Ave Alachua, FL 32615
Carl W. Sherman	15105 NW 94 th Ave Alachua, FL 32615

ARTICLE VIII: INCORPORATORS

The name and address of the Incorporator of this Corporation are as follows:

Robert D. Wallace
15105 NW 94th Ave
Alachua, FL 32615

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 (1) vote on all issues upon which a vote is take 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 not be 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 15th day of November 2005, 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 15th day of January 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-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 (1) person may hold more than one (1) office. Until the election to be held in January, the following individual shall serve as the sole corporate officer, to wit: Robert D. Wallace.

(d) *Control By Developer:* Notwithstanding the other provisions contained in these Articles to the contrary, Red Oak Estates, LLC, or its successors and assigns in interest (Developer) shall control the affairs and operations of the Association as it relates to RED OAK ESTATES until such time as said Developer relinquish that right or ceases to be the owner of ninety (90%) percent of the lots within the Development. The Developer, prior to relinquishing control of the Association, or otherwise allowing control to transfer to the directors of the Association, shall provide at least thirty (30) days' written notice to the SRWMD that all terms and conditions placed upon the Developer by permits or authorizations from the SRWMD 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 surface water management system, including, without limitation, all lakes, ditches, canals, retention or detention areas, drainage or other 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, may be made after approval of the SRWMD. Such approval shall be in the form of a modification to any and all permits issued by the SRWMD under the lawfully adopted rules of the SRWMD 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 SRWMD; however, copies of any such amendments shall be forward to the SRWMD within thirty (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 lawful.

(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, or malfeasance in the court, administrative agency or investigative body before which such action is held unless, after consideration of all 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 act, 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 the 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) Surface 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 surface water management system, including, but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other 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, 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 SRWMD through modification of any and all permits or authorizations issued by the SRWMD. Such modification shall be made under the lawfully adopted rules of the SRWMD in effect at the time of application for such modification.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 11 day of JANUARY 2006.

RED OAK ESTATES HOMEOWNERS
ASSOCIATION, INC., a Florida
not-for-profit corporation

By: Robert D. Wallace
Robert D. Wallace,
Incorporator

STATE OF FLORIDA

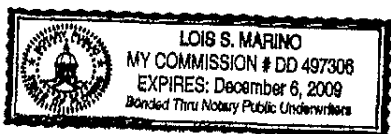
COUNTY OF ALACHUA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert D. Wallace, President of Red Oak Estates Homeowners Association, Inc., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and [s]he acknowledged before me that [s]he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 11 day of JANUARY, 2006

Lois S. Marino
NOTARY PUBLIC, State of Florida

My commission expires:



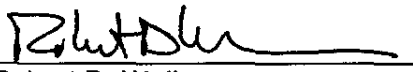
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That Red Oak Estates Homeowners Association, Inc., is 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 Alachua, County of Alachua, State of Florida, has named Robert D. Wallace, at 15105 NW 94th Ave, Alachua, Florida 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 provisions of said Act relative to keeping open said office.


Robert D. Wallace,
Resident Agent

06 JUN 19 PM 1:13
CLERK OF COURT
TALLAHASSEE, FLORIDA

FILED