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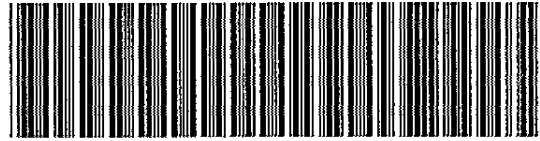
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MELVILLE, SOWERBY & McCARTY, P.L.

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February 27, 2006

*BOARD CERTIFIED CIVIL TRIAL LAWYER AND
BOARD CERTIFIED BUSINESS LITIGATION LAWYER
**BOARD CERTIFIED REAL ESTATE LAWYER

FLORIDA SECRETARY OF STATE
Division of Corporations
Post Office Box 6327
409 E. Gaines Street (32399)
Tallahassee, Florida 32314

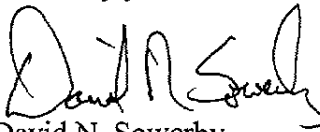
RE: OAK ALLEY PROPERTY OWNERS' ASSOCIATION, INC.

Enclosed please find the original, executed Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$78.75 to cover the filing fee and cost for a certified copy.

Please furnish the undersigned with a certified copy of the Articles. A return envelope is enclosed for your convenience.

Thank you for your continued assistance.

Sincerely yours,


David N. Sowerby

DNS/jef
Enclosures

**ARTICLES OF INCORPORATION
FOR
OAK ALLEY PROPERTY OWNERS' ASSOCIATION, INC.
(a Florida not for profit corporation)**

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06 FEB 28 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit pursuant to Chapter 617 of the Florida Statutes, to operate as a homeowners' association pursuant to Chapter 720 of the Florida Statutes, and do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

OAK ALLEY PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address and mailing address of the principal office of the corporation is:

**2980 South 25th Street
Fort Pierce, Florida 34981**

ARTICLE III - PURPOSE AND POWERS

The purposes for which the Corporation is organized are:

- (a) To engage as a non-profit organization in protecting the value of the property of the Members of the Corporation.
- (b) To operate, manage, maintain, control, and administer the affairs of the "Association" as defined and set forth in that certain Declaration of Covenants, Conditions and Restrictions for Oak Alley (hereinafter "Declaration"), to be recorded in the Public Records of St. Lucie County, Florida.
- (c) To enter into and perform any contract and to exercise all powers and privileges granted by the Declaration and which may be necessary or convenient to the operation, management, maintenance, control and administration of the affairs of the Association in accordance with the Declaration, and the By-Laws; and to exercise all powers and privileges permitted by Florida Statutes Chapter 617 (including, without limitation, §617.0302), and Florida Chapter 720, including, but not limited to, the establishment (and enforcement of payment) of charges and assessments and such other lawful activities as may be to the mutual benefit of the Members and their property.

ARTICLE IV – MEMBERS

The Corporation is to have Members, and each Owner of a Lot, as those terms are defined in the Declaration, shall be a Member of the Corporation and no other person or entity shall be entitled to membership. No Owner of a Lot shall be required to pay any consideration whatsoever solely for membership in the Corporation.

ARTICLE V – REGISTERED AGENT

The name of the Corporation's registered agent in the State of Florida is **SHERRY T. TERPENING**, and the location of the registered office of the Corporation in the State of Florida is:

**2980 South 25th Street
Fort Pierce, Florida 34981**

ARTICLE VI – EXISTENCE AND DURATION

Existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Corporation shall exist in perpetuity. If the Corporation is dissolved, the Surface Water Management System, property containing the Surface Water Management System, and water management portions of the Common Areas will be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District. If the local government declines to accept the conveyance, then the Surface Water Management System, property containing the Surface Water Management System, and water management portions of the Common Areas will be dedicated to a similar non-profit corporation.

ARTICLE VII – LIMITATION

The Corporation shall not engage in any activity involving pecuniary gain, incidentally or otherwise, to its Members, and shall not pay dividends or other pecuniary remuneration, directly or indirectly, to its Members. The Corporation is not organized for profit and has no stated capital. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE VIII – DIRECTORS

(a) The number of Directors of the Corporation shall be fixed by the By-Laws of the Corporation but shall not be less than three (3). The Directors of the Corporation shall be appointed by the Developer (as defined in the Declaration) until the earlier of (i) when ninety percent (90%) of the Lots in the subdivision subject to the Declaration have been conveyed to persons or entities other than the Developer, (ii) when the Developer no longer owns any lots which are being actively

marketed, or (iii) when the Developer, its successors or assigns, elects to terminate its control of the Association (as defined in the Declaration). After such time, the Directors shall be elected by the Members in accordance with the provisions of the Declaration and the By-Laws of the Corporation to serve in accordance with the terms of office established in Declaration and the By-Laws.

(b) The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as initial Directors are:

<u>Name:</u>	<u>Address:</u>
SHERRY T. TERPENING	2980 South 25 th Street Fort Pierce, FL 34981
JAMES P. TERPENING, JR.	2980 South 25 th Street Fort Pierce, FL 34981
GREGORY ORAVEC	2980 South 25 th Street Fort Pierce, FL 34981

(c) Directors may take any action which they are required or permitted to take, without a meeting, provided that a written consent, setting forth the action so taken, is signed by a majority of all of the Directors entitled to vote thereon.

ARTICLE IX – INCORPORATOR

The names and addresses of the incorporators of the Corporation are as follows:

<u>Name:</u>	<u>Address:</u>
SHERRY T. TERPENING	2980 South 25 th Street Fort Pierce, FL 34981
JAMES P. TERPENING, JR.	2980 South 25 th Street Fort Pierce, FL 34981
GREGORY ORAVEC	2980 South 25 th Street Fort Pierce, FL 34981

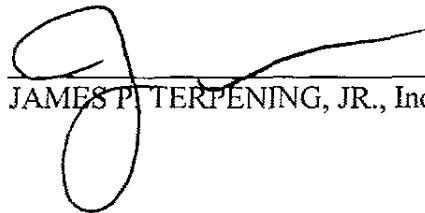
ARTICLE X – AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of sixty-seven percent (67%) of all membership votes.

IN WITNESS WHEREOF, the undersigned have affixed their signature this 27th of February, 2006.

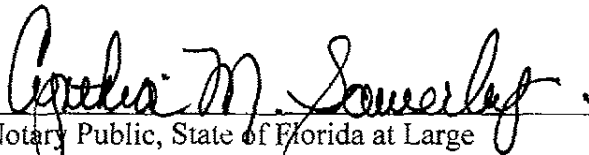

SHERRY T. TERPENING, Incorporator

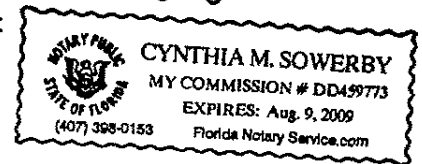

GREGORY ORAVEC, Incorporator


JAMES P. TERPENING, JR., Incorporator

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 27th day of February, 2006, by SHERRY T. TERPENING, JAMES P. TERPENING, JR., and GREGORY OREVAC, who are personally known to me or who produced their driver's licenses as identification.


Notary Public, State of Florida at Large
My commission Expires:



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLE OF INCORPORATION

I, SHERRY T. TERPENING, of 2980 South 25th Street, Fort Pierce, Florida, 34981, having been designated as Registered Agent to accept service of process for the above stated corporation, hereby accept the appointment as registered agent and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.


SHERRY T. TERPENING