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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Big Sky Development Homeowners Association, Inc.**

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Help

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**ARTICLES OF INCORPORATION  
OF  
BIG SKY DEVELOPMENT HOMEOWNERS ASSOCIATION, INC.  
a corporation not for profit**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, a resident of Florida, and of full age, for the purpose of forming a corporation not for profit does hereby certify:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation is Big Sky Development Homeowners Association, Inc., a corporation not for profit organized under Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

**ARTICLE II**  
**PRINCIPAL OFFICE**

The initial principal office of the Association is located at 23742 Plantation Palms Blvd., Land-o-Lakes, FL 34639.

**ARTICLE III**  
**INITIAL REGISTERED AGENT**

David M. Jeffries, whose address is 101 East Kennedy Boulevard, Suite 3000, Tampa, Florida 33602, is hereby appointed the initial registered agent of the Association.

**ARTICLE IV**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members. The specific purposes for which the Association is formed shall be to administer the management, maintenance, operation, construction, reconstruction, improvement, replacement and repair of Common Areas and facilities thereon of the Big Sky subdivision according to the plat thereof, to be recorded in the Public Records of Lake County, Florida ("Plat"), and to undertake the performance of the acts and duties incident to the administration of the management, maintenance, operation, construction, reconstruction, improvement, replacement and repair of Common Areas and facilities thereon, including, easement areas, common improvements, facilities, signage, landscaping, irrigation, curbing, pavement, pipes, lines, conduits, stormwater ponds, appurtenances and utilities located within the Common Areas, in accordance with the terms, provisions, covenants and restrictions contained in these Articles, the Bylaws of this Association, and that certain Declaration of Covenants, Easements, Conditions and Restrictions, applicable to the Property described herein to be recorded in the Public Records of Lake County, Florida ("Declaration"), and to otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Common Area. The terms used in

FAX AUDIT NUMBER (((H06000086111 3)))

FAX AUDIT NUMBER (((H06000086111 3)))

these Articles shall have the same meaning as set forth in the Declaration, unless otherwise defined herein. In furtherance of these purposes, the Association shall have, but shall not be limited to, the power:

- (a) to exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the Property described on the attached Exhibit "A" recorded (or to be recorded) in the Public Records of Lake County, Florida, and that the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) to fix, levy, collect and enforce payment by any lawful means for all charges and assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, and all administration, operation, replacement, reconstruction, maintenance and repair of the Common Area, easements, utilities, landscaping, paving, curbing, Surface Water or Stormwater Management Systems and other improvements, including but not limited to work within retention areas, drainage structures and drainage easements, common area maintenance, common obligations; legal and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;
- (c) to 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;
- (d) to borrow money, and with the affirmative vote of at least two-thirds (2/3) of the votes to which the members are entitled under the Declaration, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debt incurred;
- (e) to participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of Owners holding not less than two-thirds (2/3) of the total votes of the Association, as described in Article VI hereof;
- (f) to annex additional property and common area in the manner set forth in the Declaration;
- (g) to dedicate, sell or transfer all or any part of the Common Area or other areas referenced in the Declaration to which the Association has fee simple title to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless approved by an affirmative vote of at least two-thirds (2/3) of the votes to which the members are entitled under the Declaration,

FAX AUDIT NUMBER (((H06000086111 3)))

FAX AUDIT NUMBER (((H06000086111 3)))

and then only upon recording of an appropriately executed instrument, except in the event of eminent domain, or the threat of eminent domain, whereupon such transfer may be made by the majority vote of the then Directors of the Association upon such terms and conditions as they shall in their sole discretion deem prudent in the exercise of reasonable business judgment; and

- (h) to operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained herein. The Association shall levy and collect adequate assessments against members of the Association of the costs of maintenance and operation of the Surface Water or Stormwater Management System; and
- (i) to purchase and maintain general liability insurance and other insurance as required by law, regulation, ordinance, or as otherwise needed; and
- (j) to purchase and maintain liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities incurred in the scope or performance of their duties; and
- (k) to contract for the maintenance of the Common Area; and
- (l) to make and establish reasonable rules and regulations governing the use of the Common Area; and
- (m) to sue or be sued in the name of the Association; and.
- (n) to have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Florida by law may now or hereafter have or exercise.

#### ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described in Article VI hereof. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

FAX AUDIT NUMBER (((H06000086111 3)))

FAX AUDIT NUMBER (((H06000086111 3)))

**ARTICLE VI**  
**VOTING RIGHTS**

The Association shall have two classes of voting membership with the relative rights and preferences as follows:

Class A: Class A members shall be all owners, with the exception of the Declarant, of any lot shown upon the Plat (hereinafter "Lot" or "Lots"). Each Class A member shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, each such person shall be members, however, the vote for such Lot shall be exercised as they collectively determine, and in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member shall be the Declarant (as defined in the Declaration), who shall be entitled to three (3) votes for each Lot owned. Unless converted earlier and voluntarily by the Declarant, the Class B membership shall cease and be converted to Class A membership upon the first to occur of any of the following events:

- (a) the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or
- (b) twelve (12) years from the date of the original recording of the Declaration in the public records of Hillsborough, Florida; or
- (c) at the election of the Declarant (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of not less than three (3) Directors nor more than seven (7), who need not be members of the Association. The initial number of directors shall be three (3) and may be changed by amendment of the bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

Bruce Bradford - 23742 Plantation Palms Blvd., Land-o-Lakes, FL 34639

Gary Bradford 23742 Plantation Palms Blvd., Land-o-Lakes, FL 34639

Brandi Mathison - 11341 Alameda Sandra Drive, Clermont, Florida, 34711

The manner in which the directors are appointed is as stated in the bylaws.

FAX AUDIT NUMBER (((H06000086111 3)))

FAX AUDIT NUMBER (((H06000086111 3)))

**ARTICLE VIII**  
**OFFICERS**

The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President/Treasurer  
BRUCE BRADFORD  
23742 Plantation Palms Blvd.  
Land-o-Lakes, FL 34639

Vice President  
GARY BRADFORD  
23742 Plantation Palms Blvd.  
Land-o-Lakes, FL 34639

Secretary  
BRANDIE MATHISON  
11341 Alameda Sandra Drive  
Clermont, FL 34711

**ARTICLE IX**  
**CONFLICTS OF INTEREST**

In the absence of fraud, no contact or other transaction between the Association and any other person, firm, corporation or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

**ARTICLE X**  
**DISSOLUTION**

The Association may be dissolved upon the affirmative vote of 2/3 of the voting interests of the Association as described in Article VI hereof. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to any non-profit corporation, association, trust or other organization to be used for purposes similar to those for which this Association was created.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40, Florida Administrative Code, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution, or liquidation.

FAX AUDIT NUMBER (((H06000086111 3)))

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**ARTICLE XI**  
**DURATION**

The 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 perpetually.

**ARTICLE XII**  
**AMENDMENTS**

The Association shall have the right to amend these Articles at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of Owners holding not less than two-thirds (2/3) of the total votes of the Association as described in Article VI hereof. Amendments may be proposed by resolutions approved by a majority of the Board of Directors; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

**ARTICLE XII**  
**BYLAWS**

The bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

**ARTICLE XIV**  
**INCORPORATOR**

The name and address of the incorporator is:

David M. Jeffries  
101 E. Kennedy Blvd., Suite 3000  
Tampa, FL 33602

FAX AUDIT NUMBER (((H06000086111 3)))

FAX AUDIT NUMBER (((H06000086111 3)))

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 28<sup>th</sup> day of March, 2006.

  
Incorporator: David M. Jeffries

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28 day of March, 2006, by David M. Jeffries, who is personally known to me.

NOTARY PUBLIC



Jennifer Riddle  
Commission #DD271234  
Expires: Dec 01, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agents and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

  
Registered Agent

FAX AUDIT NUMBER (((H06000086111 3)))

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