

NO6000004122

(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



100070297461

04/13/06--01042--003 **78.75

FILED
2006 APR 13 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 14 2006

2006 APR 14 2006

KAREN O. GAFFNEY, P.A.

ATTORNEY AT LAW

221 WEST MAIN STREET • SUITE D

INVERNESS, FLORIDA 34450

KAREN O. GAFFNEY

TELEPHONE
352/726-9222

FAX
352/726-2124

April 11, 2006

Via Certified Mail # 7005 1820 0007 0058 4234

Corporate Records Bureau

Division of Corporations

Secretary of State

Post Office Box 6327

The Capitol

Tallahassee, Florida 32399-0250

RE: Walden Woods North Homeowners' Association, Inc.

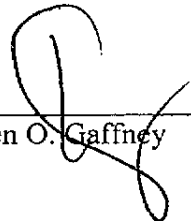
Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of Walden Woods North Homeowners' Association, Inc. for filing with your office. Also, enclosed is our check in the amount of \$78.75 to cover your fee. Please return the certified copy and letter of acknowledgment to my office.

Thank you for your assistance in this matter.

Yours truly,

KAREN O. GAFFNEY, P.A.



Karen O. Gaffney

KOG/dvg
Enclosures

ARTICLES OF INCORPORATION
OF WALDEN WOODS NORTH HOMEOWNERS' ASSOCIATION, INC.

A Corporation Not-for-Profit

THE UNDERSIGNED, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation not-for-profit under and by virtue of the laws of the State of Florida as contained in the provisions of Florida Statutes, Chapter 617, Part I, as amended (the "Act").

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be Walden Woods North Homeowners' Association, Inc., hereinafter referred to as the Association.

ARTICLE II.

GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the Association to associate with each other as residents of Walden Woods North Retirement Village for the social and fraternal benefits to be derived from such Association and to join to seek the improvement and betterment of the various physical amenities of said park and to take advantage of the rights and powers in the general laws of the State of Florida Chapter 723, including the power to negotiate for, acquire and operate the said park on behalf of the members and to do all such activities on a non-profit basis.

ARTICLE III.

POWERS

The Association shall have all of the common law and statutory powers of a corporation not for profit. The corporation shall be permitted to engage in activities which are necessary, suitable or convenient and which are consistent with Section 501(c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the corporation shall be permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c) (3) of the internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, or (ii) a

FILED
2006 APR 13 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or any other corresponding provision of any future Internal Revenue Code law. The purpose for which this corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of the any future United States Internal Revenue law.

In furtherance of such purposes, the Corporation shall have power to:

- (a) Affix, levy, collect and secure payment by any lawful means of all charges and amounts due as needed by it in order to carry out its duties.
- (b) Acquire (by gift, purchase or otherwise), own, hold, and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the corporation. The purchase or sale of real property shall require the approval of the Membership;
- (c) Borrow money, and subject to the consent by vote or written statement of two-thirds (2/3) of the Board of Directors, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- (d) Dedicate, sell or transfer all or any part of its property to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the Board of Directors. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Board of Directors, agreeing to such dedication, sale or transfer.
- (e) Have and exercise any and all powers, rights and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may or hereafter have or exercise.
- (f) Affix, levy, and collect, and enforce payment by any lawful means of all charges and assessments; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Corporation, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Corporation.

The corporation is organized and shall be operated exclusively for the purposes set forth above. No part of any net earnings or assets of the corporation will inure to the benefit of any member.

The corporation shall have the power to make contracts and incur liabilities; acquire, hold title to, and sell, rent and lease, personal property and real estate; erect buildings on its property; accept gifts, donations, contributions and bequests; invest, lend and borrow money and, as security for the repayment thereof, to mortgage or otherwise pledge the property, both personal and real, of the corporation.

ARTICLE IV.

MEMBERS

The Members of the Association shall consist of those owners of mobile homes in Walden Woods North who have paid all current dues and assessments issued by the Association thru its Board of Directors.

ARTICLE V.

VOTING RIGHTS

All members who are current in all payments of dues and assessments by the Association shall be entitled to one (1) vote per mobile home unit.

ARTICLE VI.

INCOME DISTRIBUTION

The corporation shall be not-for-profit in accordance with Section 501 (c) (3) of the Internal Revenue Code. No part of the income of the Association shall be distributable to its Members, except as compensation for services rendered.

ARTICLE VII.

EXISTENCE

The Association shall exist perpetually unless dissolved according to law. In the event of dissolution of the corporation, no part of the corporation's earning or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed as provided in the Bylaws, but in no event to any organization not described in each of Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code, or corresponding sections of any prior or future law, or to the federal state or local government for exclusive public purpose.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 510 (c) (3) of the Internal Revenue Code of 1986 or corresponding section of any future Federal Tax code, or shall be distributed to the Federal State, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE VII.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be 7183 W. Eatonshire Path, Homosassa, FL 34446 and the registered agent at such address shall be the President of the Association.

ARTICLE IX.

NUMBER OF DIRECTORS

The business of the Association shall be conducted by a board of directors, which shall consist of not less than three (3) persons or more than nine (9) persons, as shall be designated by the bylaws.

ARTICLE X.

BOARD OF DIRECTORS FOR THE YEAR 2006 – 2007

The names and post office addresses of the members of the Board of Directors, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

Fred Buono
Terry Eaves
George Baker
Rich Ojinsky
Abe Cannon

7183 W. Eatonshire Path

Homosassa, Florida 34446

ARTICLE XI.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities including attorney's fees reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office, other than proceedings or claims resulting from their willful misconduct or bad faith. The Association shall purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XII.

BYLAWS

The bylaws of the Association may be altered, amended or rescinded by a majority vote of the Members.

ARTICLE XIII.

AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, by a majority vote of the Members and all rights conferred upon the Members herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 10th day of April, 2006.

 (SEAL)

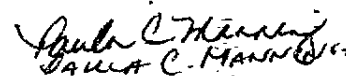
STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 10th day of April, 2006, by **FRED BUONO**, who is personally known to me or who did produce FL Dr. Lic. as identification, and who did not take an oath.

Notary Public

My Commission Expires:

My Commission Number:


Paula C. Manning



Paula C. Manning
My Commission DD242843
Expires October 06, 2007

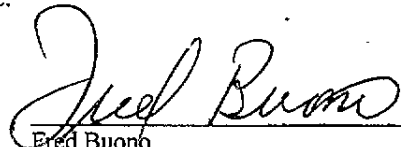
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First – **WALDEN WOODS NORTH HOMEOWNERS' ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, as City of Homosassa, County of Citrus, has named Fred Buono, located at 7183 W. Eatonshire Path, Homosassa, State of Florida 34446, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

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.



Fred Buono
Registered Agent
