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B. McKnight MAY 18 2006

**TIMOTHY G. HAYES AND ASSOCIATES, P.A.**  
**Attorneys at Law**

Lakeview Professional Center  
21859 State Road 54, Suite 200  
Lutz, Florida 33549

**TIMOTHY G. HAYES**  
Telephone (813) 949-6525 • Fax (813) 949-6433  
e-mail: tghayes@ mindspring.com

May 5, 2006

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Oak Grove Commons Association, Inc.**

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above corporation, along with a check in the amount \$70.00 for the filing fee and Designation of Registered Agent.

Sincerely yours,



DEBRAH MAYWORTH  
Legal Assistant  
HAYES & ASSOCIATES, P.A.  
21859 State Road 54, Suite 200  
Lutz, Florida 33549  
(813) 949-6525

/dm  
Encls.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 9, 2006

DEBRAH MAYWORTH  
HAYES & ASSOCIATES PA  
21859 STATE ROAD 54 SUITE 200  
LUTZ, FL 33549

SUBJECT: OAK GROVE COMMONS ASSOCIATION, INC.  
Ref. Number: W06000021472

We have received your document for OAK GROVE COMMONS ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the 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) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

Letter Number: 406A00032825

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COUNTY CLERK  
PASCO COUNTY, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**OAK GROVE COMMONS ASSOCIATION, INC.**

We, the undersigned, with other persons desiring to form a corporation not for profit under the provisions of Chapter 607 and 617 of the Florida Statutes, do agree to the following:

**ARTICLE I. NAME AND ADDRESS**

The name of this association is OAK GROVE COMMONS ASSOCIATION, INC. hereinafter referred to as the Association. The mailing address for the Association is 24444 State Road 54, Lutz, Florida 33559.

**ARTICLE II. PURPOSE**

The general purpose of the Association shall be to serve as a professional office park owners association for certain property located in Pasco County, Florida.

The specific purposes for which the Association is organized are:

- a. To promote the health, safety and general welfare of the professional office park known as Oak Grove Commons located in Pasco County, Florida; and
- b. To provide overall supervision, management and control of said professional office park in accordance with a certain written Declaration of Covenants, Conditions, and Restrictions which has been or shall be recorded in the Public Records of Pasco County, Florida, as such document may be amended from time to time (the "Declaration"); and
- c. To own, convey, acquire, build, operate, and maintain streets, roads, rights-of-way and lighting facilities incident thereto, drainage facilities, ditches, retention and detention ponds, landscape buffers, wetlands mitigation areas, preservation easements and recreational facilities, all for the benefit of the owners of the Properties, hereinafter referred to collectively as the Common Properties described in the Plat of the property; and
- d. Fix assessments (or charges) to be levied against the Properties and/or the owners of the Properties; and
- e. Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors would promote the common benefit and enjoyment of the residents of the Properties.

The foregoing paragraph enumerates the specific purposes of the Association, but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purposes or powers of the Association otherwise permitted by law.

### **ARTICLES III. POWERS AND DUTIES**

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the Declaration and Chapter 607 and Chapter 617 of the Florida Statutes, and shall include, but not be limited to, the following:

- a. The Association shall have all of the powers and duties set forth in the covenants and restrictions recorded against the Properties in addition to all the powers and duties reasonably necessary to own, convey, operate, maintain, repair, and replace the Common Properties including all drainage facilities, ditches, retention and detention ponds, and wetlands mitigation areas, and to provide such services as are provided for the benefit of the owners of lots contains in the Properties from time to time, including, but not limited to, the following:
  - 1) To establish, levy and assess, and collect such assessments as may be necessary to operate the Association and carry on its activities, including operation and maintenance of the Common Properties, and to create such reserves for extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors;
  - 2) To purchase insurance upon the Common Properties and for the protection of the Association and its members;
  - 3) To reconstruct improvements after casualty and to make additional improvements to the Common Properties;
  - 4) To promulgate and amend reasonable rules and regulations respecting the use of the Common Properties;
  - 5) To enforce by legal means the provisions of the covenants and restrictions recorded against the Properties, these Articles, the Bylaws of the Association, and the Rules and Regulations of the Association;
  - 6) To contract for the management of the Properties and Common Properties and to delegate to such contractors all the powers and duties of the Association, except as such as are specifically required by the covenants and restrictions recorded against the Properties to have approval of the Board of Directors of the membership of the Association;

7) To contract for the management or operation of portions of the Properties and Common Properties susceptible to separate management or operation and to lease such portions;

8) To employ personnel to perform the services required for the proper operation and maintenance of the Properties and Common Properties.

#### **ARTICLE IV. LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any member, director or officer of the Association; provided, however, the Association may pay compensation in a reasonable amount for services rendered and may make rebates of excess membership assessments.

#### **ARTICLE V. TERM OF EXISTENCE**

The Association is to exist perpetually, unless dissolved according to law.

#### **ARTICLE VI. MEMBERS**

Every "Owner" of a "Lot", as such terms are defined in the Declaration, shall automatically and immediately become a member of the Association, as may be more fully provided in the Declaration. The Developer shall be a member of the Association so long as it owns any Lot.

#### **ARTICLE VII. BOARD OF DIRECTORS**

**Section 1.** The business affairs of the Association shall be managed by the Board of Directors (the "Board").

**Section 2.** The Association shall have three (3) directors initially. The number of directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

**Section 3.** The names and addresses of the initial directors who are to serve as the initial Board are as follows:

CHARLES D. CHANEY  
1021 Dockside Drive  
Lutz, FL 33559

DAVID SMITH  
1911 Passero Ave.  
Lutz, FL 33559

SCOTT ESENBERG  
24426 State Road 54  
Lutz, FL 33559

TOM WILLETT  
LMB Holdings, Inc.  
100 W. Kennedy Blvd. #650  
Tampa, FL 33603

#### **ARTICLE VIII. OFFICERS**

**Section 1.** The officers of the Association shall be a President, one or more Vice Presidents (if determined to be necessary by the Board), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as may be provided by the Bylaws.

**Section 2.** The names of the persons who are to serve as officers of the Association until the first annual meeting of the Board are:

<b><u>OFFICE</u></b>	<b><u>NAME</u></b>
President	CHARLES D. CHANEY
Vice President	TOM WILLETT
Secretary	DEBRA ESENBERG
Treasurer	LORI GELINAS

**Section 3.** The officers shall be elected at each annual meeting of the Board or as provided in the Bylaws, and each shall serve until his successor is chosen and qualified, or until his earlier resignation, disqualification, removal from office or death.

#### **ARTICLE IX. AMENDMENTS**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time. So long as Developer owns any portion of the Properties, no amendment may be made without the written consent of the Developer. The Articles of Incorporation may be amended by two-thirds (2/3) vote of all Lot Owners.

**ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association is:

24444 State Road 54, Lutz, Florida 33559

and the name of the initial registered agent of the Association located at that address is CHARLES D. CHANEY.

**ARTICLE XI. INCORPORATORS**

The name and address of the incorporator is:

NAME

ADDRESS

CHARLES D. CHANEY

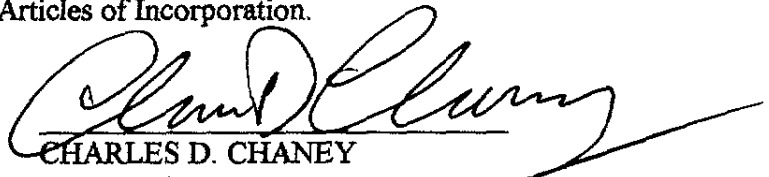
24444 State Road 54  
Lutz, Florida 33559

IN WITNESS WHEREOF, for the purpose of forming a corporation not for profit under the provisions of Chapters 607 and 617 of the Florida Statutes, the undersigned executed these Articles of Incorporation on this 15<sup>th</sup> day of May, 2006.

  
CHARLES D. CHANEY

**ACCEPTANCE**

I hereby agree to act as initial Registered Agent for OAK GROVE COMMONS ASSOCIATION, INC., as stated in these Articles of Incorporation.

  
CHARLES D. CHANEY  
Title: President  
Date: 5/15/06

06 MAY 17 AM 8:20