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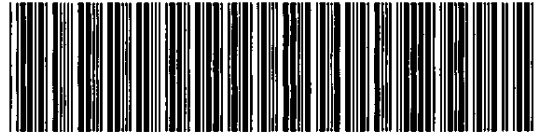
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
5/24

**LAW OFFICES OF
JAMES M. HAMMOND**

BELCHER POINT PROFESSIONAL CENTER
1831 N. BELCHER ROAD, SUITE A-1
CLEARWATER, FL 33765

JAMES M. HAMMOND

(727) 791-0044
FAX (727) 791-1130

May 19, 2006

VIA FED EX NO. 8545 8112 6458

Secretary of the State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**Re: Incorporation of: CAVALLO PLANTATION HOMEOWNERS'
ASSOCIATION, INC., a Florida not-for-profit corporation**

Dear Sir/Madam:

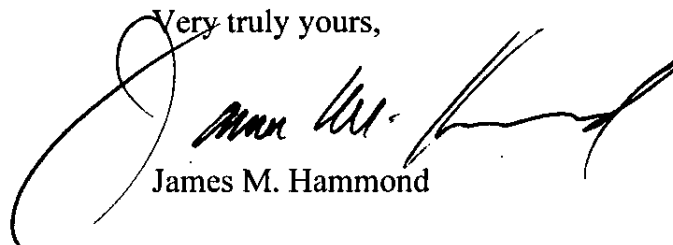
I enclose herein an original and copy of Articles of Incorporation and Certificate Designating Registered Agent/Registered Office for the above-named corporation. In addition, enclosed please find my check no. 8517 in the amount of \$78.75 representing the following fees as enclosed:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Registered Agent Fee	<u>35.00</u>
Total:	\$78.75

Please file the original Articles of Incorporation and return a certified copy thereof to the undersigned at your earliest convenience. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter is appreciated.

Very truly yours,



James M. Hammond

JMH/cmj
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAVALLO PLANTATION HOMEOWNER'S ASSOCIATION, INC.
A Florida Not-For-Profit Corporation**

The undersigned, for the purpose of forming a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, does hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation (called the Association) is **CAVALLO PLANTATION HOMEOWNER'S ASSOCIATION, INC.**

ARTICLE II

The initial office and principal place of business and the mailing address for this corporation shall be: 1831 N. Belcher Road, Suite G-3, Clearwater, Florida 33765.

ARTICLE III

This corporation shall have perpetual existence, commencing upon the filing of these articles.

ARTICLE IV

The primary purposes for which the Association is formed is to provide for maintenance, preservation and architectural control of the single family residential and non-commercial equestrian tracts and common roads and property within a certain parcel of real property, to be subdivided as a Plat of an unrecorded subdivision, in Jefferson County, Florida, to be known as **THE FARMS AT CAVALLO PLANTATION** and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

This corporation (the Association) has been organized to the extent set forth in the Declaration of Restrictive Covenants (Declaration) to be recorded for the subdivision to be known as **THE FARMS AT CAVALLO PLANTATION** to, among other things, preserve the beauty

and value of THE FARMS AT CAVALLO PLANTATION, to govern (or possibly maintain) the Common Roads or ingress/egress easements, if any, to govern the Common Property, if any, to maintain the Stormwater Management System, and to perform such other duties and services as provided for in these Articles and the Bylaws or in the Declaration.

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

(a) Perform all of the duties and obligations of the Association as set forth in the Declaration to be recorded applicable to the subdivision to be known as THE FARMS AT CAVALLO PLANTATION and to be recorded in the public records of Jefferson County, Florida;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed on the property of the Association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, 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 Association;

(d) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated for the aforementioned purposes. The activities of the Association shall be financed by assessments on members as provided in the Declaration.

This corporation shall not operate for pecuniary profit, and shall be subject to the Corporation not-for-profit Act, Chapter 617 of the Florida Statutes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of these purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the

corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

The name and street address of the initial registered agent is: James M. Hammond, Esq., 1831 N. Belcher Road, Suite A-1, Clearwater, Florida 33765.

ARTICLE VI

Every person or entity who is an Owner of a fee or undivided fee interest in any Tract, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Tract.

ARTICLE VII

This corporation is organized upon a non-stock basis and shall not issue shares of stock.

The term "Owner", as used in these Articles, means the record Owner of a Tract. Owner does not include any party having an interest in a Tract merely as security for the performance of an obligation. In the event there is a contract for deed covering any Tract, the Owner of such Tract will be the purchaser under said contract and not the fee simple title holder.

The term "Tract", as used in these Articles, means one of the Tracts as shown and numbered on the Property to be platted and to be known as THE FARMS AT CAVALLO PLANTATION and that becomes subject to the Declaration.

The term "Declaration", as used in these Articles, means the Declaration of Restrictive Covenants for the property to be unrecorded and to be known as THE FARMS AT CAVALLO PLANTATION, and any amendments to said Declaration, and all exhibits attached to said Declaration, and any amendments to such exhibits.

ARTICLE VIII

Each and every Owner of a Tract (including Developer if an Owner) will be a member of the Association.

Membership will be divided into two classes as follows:

- (a) Class A members will be all Owners (other than Developer, as long as Class B membership exists) owning Tracts.
- (b) The Class B member will be Developer.

Class A Memberships will be appurtenant to ownership of a Tract and may not be separated from such ownership. Class B Membership will not be so appurtenant, but will remain with Developer or its assigns as herein provided regardless of the conveyance of Tracts to others. The Class B Membership will terminate upon the sooner of: (i) the termination of the Class B Membership by Developer in written notice to the Association, or (ii) such time when Developer and all entities controlled by, or affiliated with, Developer own none of the Additional Property and own none of the Tracts, including any additional Tracts that at such time are subject to the Declaration by amendment to the Declaration.

At the time Class B Membership terminates, any and all rights, powers, privileges, authorities and reservations given to or reserved by Developer, or its assigns, in the Declaration, and as referenced in paragraph 2.4 of the Declaration, shall be vested in the Association.

Until Class B Membership is terminated, the Class B member will have sole voting rights in the Association and the Class A members will have no voting rights, except as provided in the Articles and Bylaws. No notice of any meeting of the Association will be required to be given to the Class A members until the termination of the Class B Membership. After termination of the Class B Membership, each Class A member will have full voting rights on all matters to come before the Association as provided in these Articles and the Bylaws.

The Developer is **Valle Pines Land Corp.**, a Florida corporation.

ARTICLE IX

The qualification of directors and the manner for their election or appointment will be regulated as stated in the Bylaws. This corporation shall have three Directors initially. The number of directors may be increased or decreased from time to time by the manner prescribed in the Bylaws to be adopted by the Directors, but shall never be less than three.

ARTICLE X

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding

provision of any future United States Internal Revenue law) as the Board of Directors shall determine.

ARTICLE XI

The name and street address of the incorporator of these Articles of Incorporation is:

Name

Address

James K. Krivacs

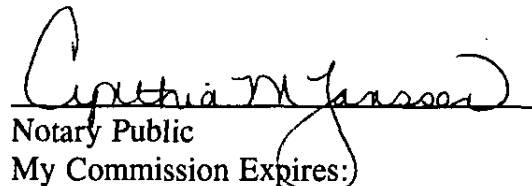
1831 N. Belcher Road, Suite G-3
Clearwater, FL 33765

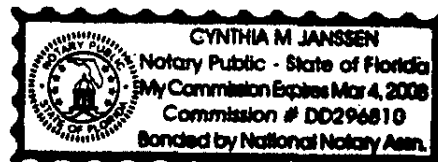
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 18th day of May, 2006.


JAMES K. KRIVACS, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of May, 2006, by James K. Krivacs, who is personally known to me or who has produced _____ as identification and who did not take an oath.


Notary Public
My Commission Expires:



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Designation and Acceptance of Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of Florida Statute §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is CAVALLO PLANTATION HOMEOWNERS' ASSOCIATION, INC.
2. The name of the registered agent is James M. Hammond, Esq.
3. The address of the registered agent/registered office is 1831 N. Belcher Road, Suite A-1, Clearwater, Florida 33765.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 19, 2006.


JAMES M. HAMMOND