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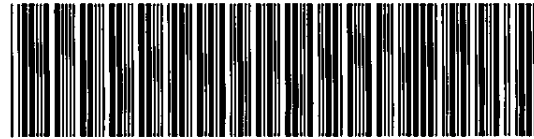
(Business Entity Name)

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TALLAHASSEE, FLORIDA  
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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Heritage Property Owners  
Association of  
Citrus County, Inc.*

Signature \_\_\_\_\_

Requested by: *WL* *5/26* *11:00*

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_\_ Photo Copy \_\_\_\_\_

☒ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

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**ARTICLES OF INCORPORATION FOR**  
**HERITAGE PROPERTY OWNERS ASSOCIATION,**  
**of CITRUS COUNTY, INC.**

In compliance with the requirements of Florida Statute 617 and 720, the undersigned, all of whom are owners of Heritage Properties, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

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

The name of the not for profit corporation shall be Heritage Property Owners Association, Inc., hereinafter called the "Association."

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

The principal place of business and mailing address of this corporation shall be 1502 N. Abalone Terrace, Hernando, Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE III**  
**PURPOSE**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described on Exhibit A attached and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) 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 of Protective Covenants and Restrictions, hereinafter called the "Declaration", applicable to the Residential Property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Citrus County, Florida at Official Records Book 1990, Page 478 and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection

therewith and all office and other expenses incident to the conduct of the business of the Association;

(c) 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) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas;

(h) establish rules and regulations;

(i) assess members and enforce assessments;

(j) sue and be sued;

(k) contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company.

(l) 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;

(m) notwithstanding anything herein to the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(7) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time;

(n) the Association shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the Corporation or to any other private individual. The Corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office;

(o) the Association shall have no capital stock;

(p) the Association shall exist in perpetuity; however, if the association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

#### **ARTICLE IV MANNER OF ELECTION**

Until the "Turnover Date" as defined in the "Declaration" the Developer shall appoint the Board of Directors. After the "Turnover Date" the members shall vote on the Board of Directors. At the first annual meeting post turnover, the members shall elect three (3) directors for a term of one year. At each annual meeting after the turnover, the members shall elect three (3) directors for a term of one, two, and three years, respectively. Until turnover, the directors need not be members of the Association. The number of directors may be increased to five (5) by vote of the Board.

#### **ARTICLE V MEMBERSHIP**

All lot owners shall be members of the Association per the Declaration. The Association shall have two classes of voting membership:

Class I. Class I members shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned.

Class II. The Class II member(s) shall be all Lot Owners with the exception of the Declarant and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot. The Class I membership shall cease and be converted to Class II membership on the happening of any of the following events, whichever earlier occurs (which event shall be referred to in the Declaration as the "Turnover Date"):

1. Three months after ninety (90) percent of the Lots have been conveyed to Owners, other than Declarant; or

2. The Declarant voluntarily, in writing, relinquishes his Class I status as to Developer owned lots or units.

Each Lot Owner shall automatically be a member of the Association and, upon the filing with the Association of the Voting Member Designation Certificate contemplated by the Declaration, an Owner of more than one (1) lot shall be entitled to a vote for each Lot owned. Membership shall be acquired by recording in the Public Records of the County within which the land is situated, a Deed or other instrument establishing record title to the Lot in Heritage. The Owner thus designated in the Deed or instrument becomes a member of the Association and the membership of the prior Owner is thereby terminated.

Notwithstanding anything set for herein to the contrary until the turnover of the Association to Owners other than the Developer as provided above the Developer shall always have control of the Board of Directors and shall be entitled to vote at least two (2) or three (3) members (as the case may be) to that Board.

## **ARTICLE VI INCOPORATOR**

The name and address of the Incorporator is:

Name

Address

Marvin T. Chancey

1502 N. Abalone Terrace  
Hernando, FL 34442

## **ARTICLE VII INITIAL DIRECTORS/OFFICERS**

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The numbers of directors may be increased to five by vote of the Board. The name and address of the person who is to act in the capacity of director until the selection of his successor is:

Name

Address

Marvin T. Chancey

1502 N. Abalone Terrace  
Hernando, FL 34442

Robert Bass

“

“

Sheri W. Chancey

“

“

## **ARTICLE VIII DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

## **ARTICLE IX DURATION**

*The corporation shall exist perpetually.*

## **ARTICLE X AMENDMENTS**

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the voting membership.

Provided, however, that no Amendment shall make any change in the qualification for membership nor the voting rights of the members, nor any changed in Article V, without approval in writing by all members and the joinder of all record owners of mortgages in Heritage and until turnover with the written approval of the Developer. No amendments shall be made without the written approval of the Developer if such Amendments shall cause an assessment of the Developer as a Lot Owner for capital improvements, constitute an action that would be detrimental to the sales of lots by the Developer or any of its dwelling units, or any other such action which would inhibit, impair or otherwise preclude the rights reserved to the Developer by way of the Declaration of Protective Covenants and Restrictions.

## **ARTICLE XI INDEMNIFICATION**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance, malfeasance, or

nonfeasance, or found to have breached his fiduciary duty, in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

## ARTICLE XII HIERARCHY

In the event of a conflict with any or all of the following, Declaration of Covenants, Articles of Incorporation, and By-Laws the following priority shall be given:

1. Declaration of Covenants
2. Articles of Incorporation
3. By-Laws

## ARTICLE XIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The Association hereby appoints Clark A. Stillwell, 320 Highway 41 South, Inverness, Florida, as its registered agent to accept service of process within the state.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned constituting the incorporators of this Association, have executed these Articles of Incorporation this 25<sup>th</sup> day of May, 2006.

As witnessed by:

Donna M. Briden

Marvin T. Chancey  
Marvin T. Chancey

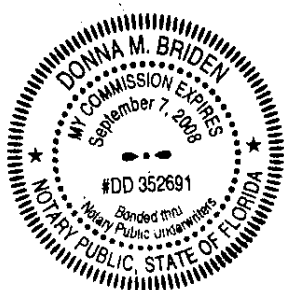
STATE OF FLORIDA  
COUNTY OF CITRUS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared **Marvin T. Chancey**, who produced drivers licenses as identification, and are known to me to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

25<sup>th</sup> day of May, 2006. WITNESS my hand and official seal in the County and State last aforesaid this

NOTARY PUBLIC:

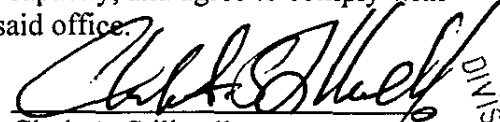
Sign: Donna M. Briden  
Donna M. Briden  
My Commission Expires:





## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above stated Association at the place designated in this certificate, pursuant to Chapter 48.091 and Chapter 617.023 of the Florida Statutes, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Clark A. Stillwell

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