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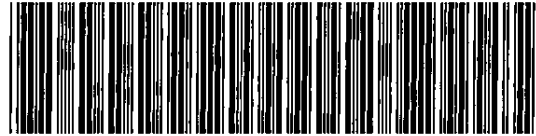
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
SCRUGGS & CARMICHAEL, P.A.

DOWNTOWN OFFICE:

ONE S.E. FIRST AVENUE 32601
POST OFFICE BOX 23109 32602
GAINESVILLE, FLORIDA
TELEPHONE (352) 376-5242
FAX (352) 375-0690

WEST OFFICE:

METROCORP CENTER
4041 N.W. 37TH PLACE
SUITE B
GAINESVILLE, FLORIDA 32606
TELEPHONE (352) 374-4120
FAX (352) 378-9326

REPLY
DOWNTOWN

REPLY
WEST OFFICE

SIGSBEE L. SCRUGGS
1998-1983

PARKS M. CARMICHAEL
1909-1994

WILLIAM D. PRIDGEON
1933-1980

MICHELLE VAUGHNS
1946-1982

WILLIAM N. LONG
1920-2003

RETIRED

RAY D. HELPLING
WILLIAM C. ANDREWS
JOHN F. ROSCOW III

JAMES G. LARCHE, JR.
STAN CUSHMAN ‡
FRANK P. SAIER
PHILIP A. DELANEY
CHARLES W. LITTELL
MITZI COCKRELL AUSTIN †
JOHN G. STINSON
KAREN K. SPECIE
KEVIN DALY
RAYMOND M. IVEY
JEFFREY R. DOLLINGER
JEFFERSON M. BRASWELL
KEVIN D. JURECKO
KIRSTIN J. STINSON
ELIZABETH A. MARTIN
VIRGINIA E. CLAPP

† CERTIFIED FAMILY MEDIATOR
‡ CERTIFIED CIVIL MEDIATOR

July 12, 2006

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Bella Meadows Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed for filing are the original Articles of Incorporation for the above corporation. I am enclosing this firm's check in the amount of \$78.75 as follows:

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

Your prompt attention in this matter is appreciated.

Very truly yours,


Jeffrey R. Dollinger
For the Firm

JRD/lkr

enc.: original Articles of Incorporation
Check # 25408 = \$78.75

FILED

2006 JUL 17 PM 2:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

BELLA MEADOWS HOMEOWNERS ASSOCIATION, INC.

A Florida not for profit corporation

The undersigned, acting as Incorporator of a Florida not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I – NAME AND DEFINITIONS

The name of the Corporation is **BELLA MEADOWS HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation**, with a mailing address of its principal office being at 633 N.W. 8th Avenue, in Gainesville, Alachua County, Florida 32601. For purposes of these Articles of Incorporation, the following definitions shall apply:

1. "Association" shall mean and refer to Bella Meadows Homeowners Association, Inc., a Florida not for profit corporation.
2. "Declaration" shall mean and refer to this Declaration of Covenants, Conditions and Restrictions for Bella Meadows, including all amendments thereto, as recorded in the Official Records of Alachua County, Florida.
3. "Developer" shall mean and refer to the Neighborhood Housing and Development Corporation, a Florida not for profit corporation, or its successors or assigns.
4. "Bella Meadows" shall mean and refer to all real property subject to the Declaration, which is that real property that is subject to the plat for "Bella Meadows" that has been recorded in a Plat Book in the Public Records of Alachua County, Florida, lying in Section 35, Township 10 South, Range 22 East, in Alachua County.

The definitions expressed in Covenant I of the Declaration of Covenants, Conditions and Restrictions for Bella Meadows, including all amendments thereto, as recorded in the Official Records of Alachua County, Florida, are incorporated into these Articles of Incorporation by reference.

ARTICLE II – COMMENCEMENT OF CORPORATION

The Association's existence shall commence upon the filing of these Articles with the Secretary of State, Tallahassee, Florida, and its existence shall continue thereafter in perpetuity.

ARTICLE III – PURPOSE AND POWERS

The Association has been organized for the purpose of administering the affairs of the Association, including operating and managing the Association's property, the Common Area, the surface water or stormwater management systems, and all other real and personal property that is owned by the association or the owners in common, and the Association has sufficient power and authority to that purpose. In addition, the Association shall have specific power and authority to do the following:

- a. To operate, maintain and manage the surface water or stormwater management systems in a manner consistent with the St. Johns River Water Management District Permit No. 42-001-105475-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water and stormwater management system. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.
- b. To fix and make assessments against each Lot Owner and collect the assessment and costs or attorney's fees incurred in the collection thereof by any lawful means including the filing of a lien to encumber any Lot for which the assessment is owed, and foreclosing the same under the laws of the State of Florida.
- c. To borrow money, if necessary, in order to provide for the accomplishment of the specific and primary purpose set forth herein and in the Declaration.
- d. To use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which this Association is formed, including payment of the expenses established in the operating budget and reserve budget of the Association as required to properly operate and manage the homeowners association, the Common Area, including but without limitation, the surface water and stormwater management systems, and all other real and personal property which is owned by the association or the owners in common.
- e. To review plans and specifications of proposed improvements to be constructed by the Lot Owners and to determine whether they comply with the Declaration.
- f. To maintain, repair, replace, operate, and care for the Common Area, including but

without limitation, the surface water or stormwater management systems, and all other real and personal property which is owned by the association or the owners in common.

- g. To purchase and maintain insurance coverage for the risks associated with the purposes of this Association as set forth above.
- h. To make, amend, impose, and enforce by any lawful means, reasonable rules and regulations of the use of the property owned by the Association or the owners in common.
- i. To contract for services with others limited to those contracts reasonable and necessary to fulfill the purposes of the Association as set forth above.
- j. To do and perform anything required by these Articles, the By-Laws, or the Declaration, that was a requirement upon the Lot Owner, if not accomplished by the Lot Owner in a timely manner, at the expense of the Lot Owner.
- k. To do and perform any obligations imposed upon the Association by the Declaration or by any permit or authorization from any unit of local, regional, state, or the federal government and to enforce by any legal means the provisions of these articles, the by-laws, and the Declaration.

The foregoing specific powers and authority shall not be construed in any way to limit such powers and authority; rather, the Association shall have and exercise all the powers conferred upon similar associations so formed. Additionally, these powers shall be automatically amended and extended to grant the power and authority to the Association for the management, maintenance, operation and care of all additional Common Area, surface water or stormwater management system, and other real and personal property which is owned by the association or the owners in common, as may be required by Florida law or administrative rules relating to any permit that has been issued to the association.

ARTICLE IV – MEMBERSHIP AND VOTING RIGHTS

- A. **MEMBERSHIP.** Every person or entity who is a current owner of a Lot within Bella Meadows shall be a member of the Association. Membership will be appurtenant to, and may not be separated from, ownership of a Lot.
- B. **VOTING RIGHTS.** The Association shall initially have two classes of voting membership:

Class A. Class A members shall be all Lot Owners, with the exception of the Developer, and shall be entitled to one vote for each Lot owned. If there is more than one

owner of any Lot, the Lot Owners may designate fractional votes between themselves but may only cast a single vote. The Lot Owners may designate a representative to cast a vote, and the designation shall be furnished in writing to the Secretary of the Association and such designation shall remain in effect until amended or revoked in writing by the Lot Owners. Lot Owners may cast their vote in person or by proxy. Proxy votes must be cast by use of the written form designated from time to time by the Secretary of the Association with proxy votes to be registered with the Secretary of the Association at or prior to any meeting at which a vote of the Association Membership is taken.

Class B. Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to ten (10) votes for each Lot owned by the Developer and for each Lot intended to be annexed to Bella Meadows and encumbered by the Declaration and owned by the Developer. The Class B membership shall cease and be converted to Class A membership upon the happening of the earliest of the following events:

- (1) As soon as the total votes outstanding in the Class A membership is greater than the total votes outstanding in the Class B membership; or
- (2) At the time the Developer voluntarily turns over control to the Class A members; or
- (3) January 1, 2017.

C. VOTING REQUIREMENTS. In all elections involving the Association Membership, the total vote will be the combined vote of all Class A and Class B shares voted. The percentage of voting interests required to constitute a quorum at a meeting of the Association shall be thirty percent (30%) of the total voting interests. Decisions that require a vote of the Association membership, other than amendment to the Articles, the By-Laws, or the Declaration, must be made by the concurrence of at least a majority of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained.

ARTICLE V – OFFICERS

The initial officers of the Association shall be as follows:

Office	Name	Address
President	David Herkalo	633 N.W. 8 th Avenue Gainesville, Florida 32601
Vice-President	Robert Johnson	633 N.W. 8 th Avenue Gainesville, Florida 32601
Secretary	Andrew Wise	633 N.W. 8 th Avenue Gainesville, Florida 32601
Treasurer	Cheryl Beardsley	633 N.W. 8 th Avenue Gainesville, Florida 32601

The Officers shall be elected in the manner provided for within the By-Laws.

ARTICLE VI – DIRECTORS

There shall be no less than three (3) and no more than nine (9) directors comprising the Board of Directors. The initial directors of the Association shall be as follows:

Name	Address
David Herkalo	633 N.W. 8 th Avenue Gainesville, Florida 32601
Robert Johnson	633 N.W. 8 th Avenue Gainesville, Florida 32601
Andrew Wise	633 N.W. 8 th Avenue Gainesville, Florida 32601

The Directors shall be elected in the manner provided for within the By-Laws.

ARTICLE VII - INITIAL CONTROL BY DEVELOPER

Notwithstanding the other provisions contained in these Articles to the contrary, the Developer, or its successors or assigns, shall control the affairs and operations of the Association so long as the Developer holds Class B shares as provided for within Article IV above. So long as the Developer holds "Class B" shares, any annexation of additional properties to be subject to the Declaration, any merger or consolidation of this Association, any mortgaging of the Common Area, or any amendment to or dissolution of these Articles, shall require prior approval of HUD. The Developer, prior to relinquishing control of the Association or otherwise allowing control to

transfer to the Directors of the Association, shall provide at least thirty (30) days written notice to St. Johns River Management District that all terms and conditions placed upon the Developer by permits or authorizations issued or given by the St. Johns River Management District have been satisfied in full and that transfer is proposed to occur on a specific date.

ARTICLE VIII – ASSESSMENTS

The Directors shall have the authority to determine an annual assessment for the purposes set forth in the Declaration including the repair, maintenance, and preservation of the Common Area, the surface water or stormwater management system, and for any additional purpose as set forth in an amendment hereto or to the Declaration, including as needed in the event additional land is hereafter subject to the Declaration, and each Lot Owner shall be liable for his/her/its respective share of the estimated expenses for the same. The maximum annual assessment shall be adequate for the Association to carryout its purpose, but shall not be excessive. In addition to the annual assessment, the Directors of the Association may levy, in any assessment year, a special assessment applicable to that year only, for the purpose of defraying in whole or in part, the costs of any construction, reconstruction, repair, or replacement of the capital improvements owned by the Association and by the owners in common, and specifically including the costs of any repair or maintenance needed to the Common Area, or to any additional land hereafter subject to the Declaration, or to prevent any impairment or blockage of any component or individual element of the surface water or stormwater management systems. Notwithstanding the foregoing, liability for any Lot Owner is limited to that amount for which they would be legally responsible under Florida law.

ARTICLE IX - BY-LAWS AND AMENDMENTS

- A. **BY-LAWS.** The Directors shall adopt the By-Laws at the Initial Meeting of this corporation.
- B. **AMENDMENTS.** These Articles and this Association's By-Laws may be amended by the affirmative vote of no less than two-thirds of the voting interests (Class A and Class B shares as determined on the date of the vote), provided the vote is taken at a meeting of Association Membership that has been duly noticed and that the notice of the meeting included a description of the vote to be taken and included the text of the proposed amendment to these Articles or to the By-Laws. An amendment shall not become effective until it has been reduced to a written instrument that has been properly executed by all of the Association Directors. Amendments which directly or indirectly impact operations and maintenance of the surface water and stormwater management systems owned by the Association or the owners in common, may be made after approval of the St. Johns River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the St. Johns River Water Management District under the lawfully adopted rules of the St. Johns River Water Management District in effect at the time of

application for such modification. Amendment to the Articles or the By-Laws which does not impact operations or maintenance of the systems may be made without authorization of the St. Johns River Water Management District; however copies of such amendments shall be forwarded to the District within 30 days of approval.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 633 N.W. 8th Avenue, in Gainesville, Alachua County, Florida 32601, and the name of the initial Registered Agent of the Corporation at that address is David Herkalo.

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association hereby indemnifies any director or officer which is made a party of any suit or proceeding pending in any court of competent jurisdiction whether such action is civil, criminal, administrative or investigative, so long as said action is brought to impose a liability or penalty on such persons for an act alleged to have been committed by such person in his capacity as director or officer of the Association. This indemnification shall extend against judgments, fines, amounts paid in settlement, reasonable attorney's fees or costs of an appeal thereof, if and only if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association, and in the event of criminal action or proceedings, without reasonable grounds for belief that such action was unlawful. The persons referred to herein shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence, misconduct, or malfeasance in the court, administrative agency or investigative body before which such action is held unless, after consideration of all of the circumstances of the individual case, a majority of the members of the Association vote that the individual is entitled to indemnification for such expenses as are incurred. The Board of Directors shall assume responsibility for determining whether amounts claimed by a director or officer are proper expenses and whether such director or officer acted in good faith and in a manner which he or she believed to be in the best interest of the Association, and whether he or she had reasonable grounds for belief that such action was unlawful. Such determination shall be made by a majority vote or a quorum of the members of the Board of Directors, none of whom shall be parties to the action, suit or proceeding. The above-mentioned rights of indemnification shall not be deemed to limit the powers of the Association to indemnify in accordance with applicable law.

ARTICLE XII - DISSOLUTION OF ASSOCIATION

- A. DISSOLUTION OF CORPORATION: This corporation may be dissolved and the effect of these Articles and the By-Laws shall have no further force and effect, upon an affirmative vote of two-thirds of the voting interests of the Association, subject to the requirement that

approval to the dissolution must be given by Alachua County in writing prior to the act of dissolution, and subject to the terms and conditions that may be imposed by Alachua County to permit the dissolution.

- B. **WINDING UP AFFAIRS.** Upon the dissolution or winding up of the Association, its assets remaining, including the Common Area, other than the surface water and stormwater management system which must be transferred as approved by the St. Johns Water Management District as set forth below, shall be distributed to Alachua County or as directed by Alachua County, or to any public authority, utility, municipal corporation, or political subdivision of the State of Florida, or to any entity which has established its tax exempt status under the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax law.
- C. **SURFACE WATER MANAGEMENT SYSTEM:** In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water and stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns Water Management District prior to such termination, dissolution, or liquidation.

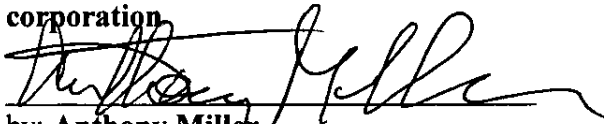
ARTICLE XIII – INCORPORATOR

The name and address of the Incorporator is set forth below, which has a business address of 633 N.W. 8th Avenue, in Gainesville, Alachua County, Florida 32601. Anthony Miller

IN WITNESS WHEREOF, Developer, as the Incorporator, has executed these Articles of Incorporation on this 29th day of June, 2006.

INCORPORATOR

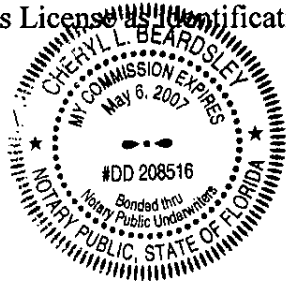
The "Developer": Neighborhood Housing and Development Corporation, a Florida non-profit corporation



by: **Anthony Miller**
as: Director and President

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 29th day of June, 2006 by Anthony Miller as Director and President of the Neighborhood Housing and Development Corporation, on behalf of the corporation, who is personally known to me [X] OR has produced a Florida Drivers License Identification [].



Cheryl Beardsley
Notary Public, State of Florida
(notary seal)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Bella Meadows Homeowners Association, Inc., a Florida Corporation not for profit.

Date: 3rd day of July, 2006

[Signature]
By: David Herkalo

This instrument prepared by:
Jeffrey R. Dollinger, Esquire
Scruggs & Carmichael, P.A.
One S.E. First Avenue
Gainesville, Florida 32601