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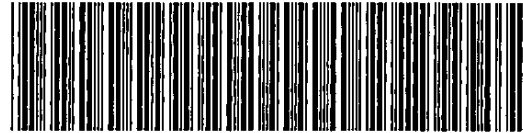
(Business Entity Name)

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2006 NOV -8 P 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TRANSMITTAL LETTER

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

SUBJECT: Southern Meadows Phase 3 Homeowners' Association, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate

☐ \$122.50
Filing Fee &
Certified Copy

☐ \$131.25
Filing Fee, Certified Copy
& Certificate

Please return the photocopy to me with the filing date stamped on it.

FROM:

Audrey S. Bullard

Name (printed or typed)

P.O. Box 1733

Address

Lake City, FL 32056-1733

City, State & Zip

386-755-4050

Daytime Telephone Number

**ARTICLES OF INCORPORATION
OF
SOUTHERN MEADOWS PHASE 3 HOMEOWNERS' ASSOCIATION, INC.
(a non-profit corporation)**

FILED
2006 NOV -8 P 4: 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not for profit under the laws of the State of Florida, hereby adopts the following articles of incorporation:

ARTICLE I - NAME

The name of the corporation is Southern Meadows Phase 3 Homewoners' Association, Inc.

ARTICLE II - TERM OF EXISTENCE

The period of the duration of the corporation is perpetual, unless dissolved according to law.

ARTICLE III - PURPOSE

The association is organized for the purposes of acquisition and management, maintenance, operation and care of real and personal property, including but without limitation, all roads, parks, common areas, lakes, ditches, canals, retention or detention areas, drainage, other surface water and storm water management systems and preservation or conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the association or the owners in common:

A. To fix and make assessments and collect the assessment by any lawful means, including foreclosure of any lien filed for such assessment.

B. To borrow money.

C. To use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which this association is formed and to pay debts and obligations of the association.

D. To review plans and specifications of proposed improvements to determine whether they comply with the Declaration of Restrictions and Protective Covenants of Southern Meadows Phase 3 Homeowners' Association, Inc.

E. To maintain, repair, replace, operate and care for real and personal property, including but without limitation, all roads, parks, common areas, lakes, ditches, canals, retention or detention areas, drainage, other surface water and storm water management systems and preservation or conservation areas,

wetlands and wetland mitigation areas, which are owned or controlled by the association or the owners in common in a manner consistent with the permit issued by the Suwannee River Water Management District and the operation and maintenance plan attached thereto.

F. To purchase and maintain insurance.

G. To make, amend, impose and enforce by any lawful means, reasonable rules and regulations of use of the common areas and association property.

H. To contract for services with others.

I. To do and perform anything required by these articles, the bylaws, or the declaration to be done by the Owner, but if not done by the Owner in a timely manner, at the expense of Owner.

J. 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 bylaws and the declaration.

K. The Association shall operate, maintain and manage the Surface Water or Storm Water Management System(s) in a manner consistent with Suwannee River Water Management District ("District") permit No. _____ and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which related to the Surface Water or Storm Water Management System(s).

L. The Association shall levy and collect adequate assessments against the members of the Association for the costs of maintenance and operation of the Surface Water or Storm Water Management System(s).

The foregoing specific duties and responsibilities are not construed in any way as limiting the powers of the association. Rather, the association will have and exercise all the powers conferred upon corporations formed under Chapter 617 of Florida Statutes.

ARTICLE IV - MEMBERSHIP

Every person or entity who is, from time to time, the record owner of a parcel of land in Southern Meadows Phase 3, development shall be a member of the association. Membership will be appurtenant to, and may not be separated from the ownership.

**ARTICLE V - PRINCIPAL OFFICE, REGISTERED OFFICE AND
AGENT**

The initial principal office and registered office of the corporation is 2753 E US Hwy 90, Lake City, FL 32055. The name of its initial Registered Agent at such address is Audrey S. Bullard.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have a Board of Directors which shall consist of not less than three (3) nor more than nine (9) persons, who shall be elected as provided in the Corporation Bylaws. The number of persons constituting the initial Board of Directors of the corporation shall consist of three (3) and the names and addresses of the persons who shall serve as initial members are:

<u>NAMES</u>	<u>ADDRESSES</u>
<u>Audrey S. Bullard</u>	<u>1826 SW SR 47, Lake City, FL 32025</u>
<u>Chris A. Bullard</u>	<u>212 No. Marion St., Lake City, FL 32025</u>
<u>Elizabeth B. McArdle</u>	<u>20671 CR 137, Lake City, FL 32024</u>

ARTICLE VII - NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
<u>Audrey S. Bullard</u>	<u>P.O. Box 1733, Lake City, FL 32056</u>

ARTICLE VIII - OFFICERS

The officers of the corporation shall be a president, a secretary, and a treasurer, and such other officers as the members may determine. One person may hold two or more offices.

ARTICLE IX - INITIAL CONTROL BY DEVELOPER

Notwithstanding the other provisions contained in these articles to the contrary, Bullard Denune Investment Co., as Owners of Southern Meadows Phase 3 under a Warranty Deed dated October 21, 2004 a Florida Partnership, or their successors in interest ("Developer"), shall have control of the activities of the Association until the Developer relinquishes that right. Developer will not relinquish that right until the Association has been in operation for a period of time adequate to establish and fulfill those requirements of the Suwannee River Water Management District, including completion of construction and transfer of Operation and Maintenance of the surface water management system, regardless of whether the Developer still owns any lot(s) in the Subdivision. 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 30 days written notice to the Suwannee River Water Management District that all terms and conditions placed upon the Developer by permits or authorizations from the Suwannee River Water Management District have been satisfied in full and that transfer is proposed to occur on a specific date.

ARTICLE X - ASSESSMENTS

Assessments to each Member for such Member's proportionate share of the Common Expenses shall be computed, assessed and due as provided in the Declaration. Annual assessments, installments thereon or special assessments not paid by the due date, as established by the Declaration, shall bear interest from the due date until paid at the rate of eighteen percent (18%) per annum or such rate as the Board of Directors shall determine, shall be subject to a late charge as may be set and uniformly applied by the Board of Directors and shall entitle the Association to reimbursement of attorneys' fees incurred by the Association incident to the collection of any such delinquent assessment. The Association shall have a lien on each Lot and Unit for any unpaid assessment, including special assessments, together with interest thereon, and for reasonable attorney's fees. Multiple owners of any one lot shall be jointly and severally liable for all assessments against said lot.

ARTICLE XII - BYLAWS AND ARTICLES

The bylaws will be adopted and may be amended by the Directors or members, consistent with these articles and the declaration by majority vote or written assent of members entitled to exercise voting power. Amendments to articles or bylaws which directly or indirectly impact operation and maintenance of the surface water and storm water management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surface water and storm water management systems, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the association or the owners in common, may be made after approval by the Suwannee River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the Suwannee River Water Management District under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification. Amendments to the articles or the bylaws which do not impact operation or maintenance of the system may be made without authorization of the Suwannee River Water Management District; however, copies of any such amendments shall be forwarded to the district within 30 days of approval.

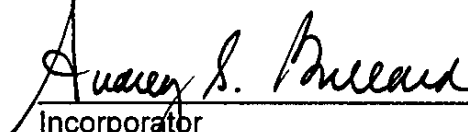
Should a conflict exist or arise between any of the provisions of the Articles of Incorporation and the provisions of the Bylaws, the provisions of the Articles of Incorporation shall control.

ARTICLE XIII - DISSOLUTION OF ASSOCIATION

No part of the income of the corporation shall be distributable to its members, directors or officers either during the existence of the corporation or upon its dissolution.

Prior to dissolution of this association, all property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to the surface water and storm water management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surface water and storm water management systems, and preservation or conservation areas, wetlands, and wetland mitigation areas which are owned by the association or the owners in common, will be dedicated to and accepted for maintenance by an approved entity. Dedication or approval must be authorized by the Suwannee River Water Management District through modification of any and all permits or authorizations issued by the Suwannee River Water Management District. Such modification shall be made under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification.

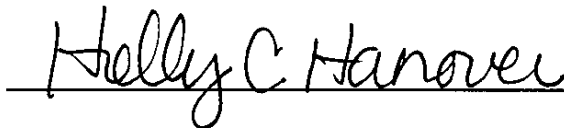
IN WITNESS WHEREOF, the undersigned incorporator has caused these Articles of Incorporation to be executed, in duplicate, by its duly authorized undersigned officer, this 3rd day of November, 2006.



Incorporator

STATE OF FLORIDA
COUNTY OF COLUMBIA

The foregoing Articles of Incorporation were acknowledged before me by Audrey S. Bullard, the incorporator named in the foregoing Articles of Incorporation, this 3rd day of November 2006, personally known to me.



Printed Name: Holly C. Hanover
Notary Public



Holly C. Hanover
Commission # DD553935
Expires May 18, 2010
Bonded Troy Fan - Insurance, Inc. 800-385-7011

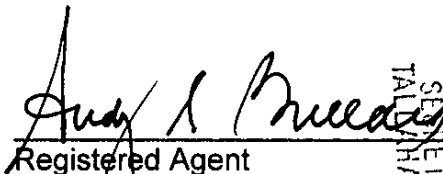
My Commission Expires: May 18, 2010

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 617, Florida Statutes, the mentioned 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: Southern Meadows Phase 3 Homeowners' Association, Inc.

2. The name and address of the registered agent and office is:
Audrey S. Bullard, 2753 E US Hwy 90, Lake City, FL 32055, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



Registered Agent

Dated November 3, 2006

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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