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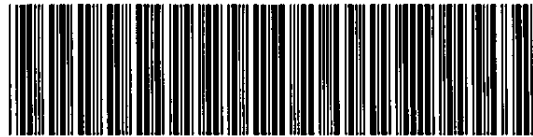
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 627533 80913A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 78.75

ORDER DATE : November 29, 2006

ORDER TIME : 10:23 AM

ORDER NO. : 627533-005

CUSTOMER NO: 80913A

DOMESTIC FILING

NAME: HAWES LAND TRUST CONSERVATION
EASEMENT ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 2916

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

HAWES LAND TRUST CONSERVATION EASEMENT ASSOCIATION, INC.

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles"):

ARTICLE I

NAME

The name of the corporation shall be **HAWES LAND TRUST CONSERVATION
EASEMENT ASSOCIATION, INC.**

ARTICLE II

DURATION

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

DEFINITIONS

3.1 "Assessments" shall mean and refer to assessments from time to time levied by the Association for Common Expenses when authorized by the Declaration or by the Board of Directors of the Association.

3.2 "Association" shall mean and refer to HAWES LAND TRUST CONSERVATION EASEMENT ASSOCIATION, INC., a Florida Not-for-Profit corporation, its successors or assigns.

3.3 "Board of Directors of the Association" shall mean and refer to the Board of Directors initially appointed by the Declarant and thereafter elected by the Owners of portions of the Property and given such duties and powers contained in the Declaration.

3.4 "Common Expenses" shall mean and refer to the actual and estimated expenses of operating the Association and meeting the costs incurred or to be incurred relative to the performance of the duties of the Association, including without limitation, the costs incurred for operation, maintenance and improvement of the Easement Area as that term is defined in the Declaration, including any reserves established by the Association, all as may be found to be necessary and appropriate by the Board of Directors of the Association pursuant to the Declaration, the Bylaws and these Articles.

3.5 "Easement Area" shall mean and refer to the Easement Area described in the Declaration shared by the Owners of portions of the Property, which is intended to be devoted exclusively to the use and employment of the Owners of portions of the Property as provided for in the Declaration. The costs of operation, maintenance and improvements of the Easement Area shall be borne solely by the Association as set forth in the Declaration.

3.6 "Declarant" shall mean and refer to T.J. Hawes as Trustee of the T.J. Hawes Land Trust, dated November 9, 1981, and known as "Hawes Land Trust" and his and its successors and assigns.

3.7 The "Declaration" shall refer to the Declaration of Covenants, Conditions, Restrictions and Easements, to be recorded in the Public Records of Alachua County, Florida, and as amended from time to time.

3.8 "Property" shall mean the real property described on Exhibit "A" to the Declaration.

3.9 "Owner" shall mean and refer to the record holder, whether one or more persons or entities of fee simple title to a portion of the Property (other than the Association); but notwithstanding any applicable theory of the law of mortgages, Owner shall not mean or refer to any mortgagee unless and until such mortgagee has acquired title pursuant to a foreclosure proceeding or a conveyance in lieu of foreclosure.

ARTICLE IV

PRINCIPAL OFFICE

The principal office of the Association is located at 3501 South Main Street Suite 1, Gainesville, FL 32601.

ARTICLE V

REGISTERED OFFICE AND AGENT

JAMES D. SALTER, whose address is 3940 NW 16th Blvd., Building B, Gainesville, Florida, 32605, is hereby appointed the initial registered agent of the Association, and the registered office shall be at said address.

ARTICLE VI

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed to carry out the duties and responsibilities imposed upon it by the Declaration. The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Easement Area, including without limitation the following powers:

- A. To fix and make assessments and collect the assessment by any lawful means;
- B. To borrow money as authorized by the Board of Directors for the benefit of the Association;
- C. To use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which the Association is formed;
- D. To maintain, repair, replace, operate and care for the Easement Area in a manner consistent with any permit issued by the St. Johns River Water Management District and the local government jurisdiction and the operation and maintenance plan attached thereto;
- E. To levy and collected adequate assessments against the Owners for the costs of the Association for the costs of maintenance and operation of the Easement Area.
- F. To purchase and maintain insurance;
- G. To make, amend, impose and enforce by any lawful means reasonable rules and regulations for use of the Easement Area;
- H. To contract with others for services;
- I. To do and perform anything required by these Articles, the Bylaws or the Declaration to be done by an Owner, but if not done by an Owner in a timely manner, at the expense of Owner; and,
- 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.

The foregoing specific duties and responsibilities are not to be construed in any way as limiting the powers of the Association. Rather, the Association will have and exercise all the powers conferred upon associations so formed.

ARTICLE VII

MEMBERSHIP

Each Owner of a portion of the Property, including the Declarant, shall be a Member of the Association. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each Owner shall be appurtenant to the portion of the Property giving rise to such membership and shall not be transferred except upon the transfer of title to said portion of the Property and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a portion of the Property shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board, elected as provided for in the Bylaws of the Corporation, of not less than three (3) nor more than five (5) directors who must be Members. The initial Board shall be comprised of three (3) people. Notwithstanding the above, until such time as the Declarant has relinquished control of the Association pursuant to the Declaration, the Declarant shall be entitled to designate the Board of Directors of the Association. Declarant-appointed directors need not be Members. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are as follows:

<u>Name</u>	<u>Address</u>
James D. Henderson, II	3501 South Main Street, Suite 1, Gainesville, FL 32601
Frederick L. Henderson	3501 South Main Street, Suite 1, Gainesville, FL 32601
James D. Salter	3940 NW 16 th Blvd., Building B, Gainesville, FL 32605

Once the Declarant relinquishes its right to appoint the Board of Directors, the Members shall elect the directors for terms of two (2) years each, and said Directors shall be Members. In

the event that the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.

Notwithstanding the other provisions contained in these Articles to the contrary, the Declarant, 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 the St. Johns River Water Management District and the local government jurisdiction that all terms and conditions placed upon the Declarant by permits or authorizations from the St. Johns River Water Management District and the local government jurisdiction have been satisfied in full, and that transfer is proposed to occur on a specific date.

This provision, requiring notification of transfer of control of the Association, shall not be subject to amendment or deletion.

ARTICLE IX

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Frederick L. Henderson	3501 South Main Street, Suite 1 Gainesville, FL 32601
Secretary/Treasurer	James D. Salter	3940 NW 16 th Blvd., Building B Gainesville, FL 32605
Vice President	James D. Henderson, II	3501 South Main Street, Suite 1 Gainesville, FL 32601

ARTICLE X

INDEMNIFICATION

10.1 Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon a director or officer in connection with any proceeding, whether civil, criminal, administrative or investigative; or any settlement of any proceeding; or any appeal from such

proceeding to which a director or officer may be a party or in which a director or officer may become involved by reason of a director or officer being or having been a director or officer of the Association; or having served at the Association's request as a director or officer of any other corporation, whether or not said director or officer is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

10.2 Expenses incurred in defending a suit or proceeding, whether civil, criminal, administrative or investigative, may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that said director or officer is not to be indemnified by the Association as authorized by these Articles of Incorporation.

10.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or who is or was serving at the request of the Association as a director or officer of another association against any liability asserted against a director or officer and incurred by a director or officer in any such capacity; or arising out of a director or officer status as such, whether or not the Association would have the power to indemnify a director or officer against such liability under the provisions of these Articles.

ARTICLE XI

ADOPTION OF BYLAWS; AMENDMENT OF ARTICLES AND BYLAWS **PROCEDURE FOR AMENDMENT**

11.1 Adoption of Bylaws Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded consistent with these Articles, the Bylaws and the Declaration.

11.2 Procedure to Amend Articles Amendments to these Articles of Incorporation shall be made in the following manner:

11.2.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

11.2.2 Notice. Within the time and in the manner provided in the Bylaws for giving notice of meetings of Members, written notice setting forth the proposed amendment or a summary

of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.2.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving a majority of votes of all Members entitled to vote thereon.

11.2.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.2.5 Agreement. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, the amendment shall thereby be adopted as though Subsections 11.2.1 through 11.2.3 had been satisfied.

11.2.6 Action Without Directors. The Members may amend these Articles without an act of the Directors at a meeting for which notice of the changes to be made is given.

11.2.7 Limitations. No amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing by all Members. No amendment shall be made which is in conflict with the Declaration. So long as the Declarant shall own any lands within the Property, no Declarant-related amendment shall be made to the Declaration, to the Articles or the Bylaws of the Association unless such amendment is first approved in writing by the Declarant. Any amendment shall be deemed to be Declarant-related if it does any of the following:

- a. Directly or indirectly by its provisions or in practical application relates to the Declarant in a manner different from the manner in which it relates to other Owners;
- b. Modifies the definitions provided for by Article I of the Declaration in a manner which alters the Declarant's rights or status;
- c. Modifies or repeals any provision of Article III of the Declaration;
- d. Alters the character and rights of membership as provided for by Article VII of the Declaration or affects or modifies in any manner whatsoever the rights of Declarant as a Member of the Association;
- e. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility companies, political subdivisions, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;
- f. Modifies the basis or manner of assessment as applicable to the Declarant or any lands owned by the Declarant; or,

g. Alters or repeals any of the Declarant's rights or any provision applicable to the Declarant's right as provided for by any such provision of the Declaration.

11.2.8 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Alachua County, Florida.

11.3 Amendment Requiring District Approval Anything contained herein to the contrary notwithstanding, amendments to the Articles or Bylaws which directly or indirectly impact operation and maintenance of the surfacewater management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, preservation or conservation areas, or wetlands and wetland mitigation areas which are owned by the Association or the Owners in common may be made only after approval by the St. Johns River Water Management District and the local government jurisdiction. Such approval shall be in the form of a modification to any and all permits issued by the St. Johns River Water Management District and the local government jurisdiction under the lawfully adopted rules of the St. Johns River Water Management District and the local government jurisdiction 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 St. Johns River Water Management District and the local government jurisdiction; however, copies of any such amendments shall be forwarded to the District within thirty (30) days of approval.

ARTICLE XII

DISSOLUTION OF ASSOCIATION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or 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 River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XIII

SUBSCRIBERS

The name and address of the Subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
James D. Salter	3940 NW 16 th Blvd., Building B Gainesville, FL 32605

ARTICLE XIV

NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit. In addition, the Association shall not pay dividends, and no part of any income of the Association shall be distributed to its Members, directors or officers.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed as of the 28th day of November, 2006.

Signed, sealed and delivered
in the presence of:

Jemese Baldue
Print Name Jemese Baldue

Dorene E. Erickson
Print Name Dorene E. Erickson

J. D. Salter
JAMES D. SALTER


STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 28th day of November, 2006, by JAMES D. SALTER. Subscriber to the Articles of Incorporation. Such person(s):

- (☒) is/are personally known to me.
() produced a current Florida driver's license as identification.
() produced _____ as identification.

Dorene E. Erickson
Print Name: _____
Notary Public, State of Florida
My Commission Expires: _____

(SEAL)

NOTARY PUBLIC-STATE OF FLORIDA
 Dorene E. Erickson
Commission # DD450986
Expires: JULY 31, 2009
Bonded Thru Atlantic Bonding Co., Inc.

Serial Number, if any: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Not-For-Profit Corporation Act, the following is submitted in compliance with the statute:

That HAWES LAND TRUST CONSERVATION EASEMENT ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida, has named JAMES D. SALTER, as its registered agent to accept service of process and perform such other duties as are required in the State, whose address is 3940 NW 16th Blvd., Building B, Gainesville, FL 32605.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated corporation at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of the statute relative in keeping open the office and further states that I am familiar with §617.0503, Florida Statutes.



JAMES D. SALTER

DATED: November 28, 2006