

ND60000013003

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

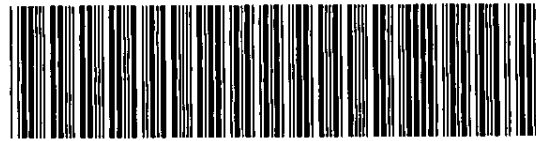
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000264881550

RECEIVED
14 OCT 14 PM 1:45
DIVISION OF CORPORATIONS
FILED
14 OCT 14 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CRM
10-1514



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 336015 9666A
AUTHORIZATION :
COST LIMIT : \$35.00

FILED
14 OCT 14 AM 8:37
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Lyndee

ORDER DATE : October 14, 2014
ORDER TIME : 10:58 AM
ORDER NO. : 336015-005
CUSTOMER NO: 9666A

DOMESTIC AMENDMENT FILING

NAME: OCALA PRESERVE ASSOCIATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OCALA PRESERVE ASSOCIATION, INC.**

14 OCT 14 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Preliminary Statement

Ashley Farms Golf and Country Club Master Association, Inc. was formed by filing Articles of Incorporation with the Secretary of State in Tallahassee, Florida, on December 21, 2006, original Document No. 6000013003, and amended by Articles of Amendment to Articles of Incorporation of Ashley Farms Golf and Country Club Master Association, Inc. filed with the Secretary of State in Tallahassee, Florida, on September 30, 2014, assigned File No. 6000013003, changing the name of the corporation to Ocala Preserve Association, Inc. These Amended and Restated Articles of Incorporation shall be effective upon filing. These Amended and Restated Articles of Incorporation are duly executed and filed in accordance with Section 617.1007 of the Florida Statutes.

**ARTICLE 1.
Name and Location**

The name of this Corporation shall be Ocala Preserve Association, Inc. (hereinafter sometimes referred to as the "*Master Association*" or "*Association*" or "*Corporation*"), and its current office for the transaction of its affairs shall be 4180 NW 44th Avenue, Ocala, FL 34482, and the current Registered Agent shall be Corporation Service Company at 1201 Hayes Street , Tallahassee, FL 32301-2525.

**ARTICLE 2.
Defined Terms**

Capitalized terms used in these Articles without definition shall have the meanings specified for such terms in the Amended and Restated Master Declaration for Ocala Preserve Communities (the "*Declaration*") to which these Amended and Restated Articles of Incorporation are attached as Exhibit "C" and recorded in the Official Records of Marion County, Florida, as the Declaration may be amended from time to time.

**ARTICLE 3.
Purpose and Powers of the Corporation**

The object and purpose for which this Association is organized is to provide for the management, maintenance and care of the Areas of Association Responsibility and other property owned by the Association or property placed under its jurisdiction, and to perform all duties and exercise all rights imposed on or granted to the Association by the Project Documents. Without limiting the foregoing, the Association will operate and maintain Areas of Association Responsibility, including specifically the Surface Water Management System Facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plane compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, or will provide for, and assure, the operation and maintenance of the same. In furtherance of, and in order to accomplish the foregoing object and purpose, the Association shall have the powers to, and may, transact any or all lawful business

for which corporations may be incorporated under the laws of the State of Florida, including, but not limited to, pursuant to Chapter 617 and Chapter 718 of the Florida Statutes, as they may be amended from time to time. Without limiting the foregoing, the Association shall have the power to:

- Own and convey property;
- Establish rules and regulations;
- Assess members and enforce assessments;
- Sue and be sued;
- Contract for services to provide operation and maintenance of the Surface Water Management System Facilities if the Association contemplates employing a maintenance company;
- Require all Lot owners, Parcel owners, or Unit owners to be Members; and
- Take any other action necessary for the purposes for which the Association is organized.

ARTICLE 4.
Membership and Voting Rights

The Members of the Association shall be Owners of Lots. All Owners of Lots shall be mandatory Members of the Association, and no Member shall have the right to resign as a Member of the Association. By acquiring fee title to or otherwise becoming the Owner of a Lot, a Person consents to becoming a Member of the Association. As provided in the Declaration, there initially will be two classes of Membership in the Association. Each Owner shall have such rights, privileges and votes in the Association as are set forth in the Project Documents. The provisions of the Declaration pertaining to classes of Membership and the voting rights of the Members are incorporated in these Articles of Incorporation.

ARTICLE 5.
Board of Directors

The number of directors constituting the current Board of Directors shall be three (3). The names and addresses of the initial directors of the Association who shall serve until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
Oscar D. Harper	4180 NW 44 th Avenue Ocala, FL 34482
Andrew J. Goulish	4180 NW 44 th Avenue Ocala, FL 34482
Thomas R. Jinks	4180 NW 44 th Avenue Ocala, FL 34482

14 OCT 14 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

The Board shall adopt the initial Bylaws of the Association. The power to alter, amend or repeal the Bylaws is reserved to the Members except that (i) Declarant, at any time prior to the Transition Date, may amend the Bylaws without a vote of the Members, and (ii) Declarant, so long as Declarant or an Affiliate of Declarant is a Member, and thereafter, the Board, without a vote of the Members, may amend the Bylaws in order to conform the Bylaws to the

requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local government agency whose approval of the Project, the Plat or the Project Documents is required by law or requested by Declarant or the Association. So long as Declarant or an Affiliate of Declarant is a Member, any amendment to the Bylaws must be approved in writing by Declarant.

ARTICLE 6.
Officers

The following persons shall be the officers of the Association and shall hold the positions opposite their names until their successors have been elected and qualify:

Oscar D. Harper..... President
Andrew J. Goulsh..... Vice President
Thomas R. Jinks..... Secretary / Treasurer

ARTICLE 7.
Limitation on Liability of Directors

The personal liability of a director of the Association to the Association or its Members for monetary damages for breach of his fiduciary duties as a director is hereby eliminated to the extent permitted by the Florida not-For-Profit Corporation Act, as it may be amended from time to time. Any repeal or modification of this Article 10 shall be prospective only and shall not adversely affect the personal liability of a director or prior director for any act or omission occurring prior to the effective date of such repeal or modification.

ARTICLE 8.
Indemnification

The Association shall indemnify any Person made a party to any civil suit or criminal, administrative or investigative act, other than an action by or in the right of the Association, by reason of the fact that he is or was a Member, director, officer, employee or agent of the Association against expenses, including attorney's fees, and judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, if he acted, or failed to act, in good faith and he reasonably believed (i) in the case of conduct in an official capacity with the Association, that the conduct was in its best interests, (ii) in all other cases, that the conduct was at least not opposed to its best interests, and (iii) in the case of any criminal action or proceeding, that he had no reasonable cause to believe the conduct was unlawful. Any indemnification of the Members, directors, officers, employees or agents of the Association shall be governed by and made in accordance with the provisions of the Florida Statutes, as then in effect, pertaining to nonprofit corporations. Any repeal or modification of this Article 11 shall be prospective only and shall not adversely affect, defeat, or limit the right of any Person to indemnification for any act, or failure to act, occurring prior to the effective date of such repeal or modification.

ARTICLE 9.
Amendments

These Articles may be amended by Members who own not less than seventy-five percent (75%) of

FILED
14 OCT 14 AM 8:37
RECORDING DIVISION
TALLAHASSEE FLORIDA

the authorized votes in the Association, except (i) Declarant, at any time prior to the Transition Date, may amend these Articles without a vote of members, and (ii) Declarant, so long as Declarant or an Affiliate of Declarant is a Member, and thereafter, the Board, without a vote of Members, may amend these Articles in order to conform these Articles to the requirements or guidelines of the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Federal Housing Administration, the Veterans Administration or any federal, state or local government agency whose approval of the Project, any Plat or the Project Documents is required by law or requested by Declarant or the Association. So long as Declarant or an Affiliate of Declarant is a Member, any amendment to these Articles must be approved in writing by Declarant.

ARTICLE 10.
Dissolution

The Association may be dissolved with the assent given in writing and signed by Members representing not less than ninety percent (90%) of the authorized votes in each class of Membership in the Association. Upon dissolution 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 or assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose. So long as Declarant or an Affiliate of Declarant is a member, any dissolution of the Association must be approved in writing by Declarant. Notwithstanding the foregoing, if the Association is dissolved, the right of access and control, and/or the obligation to operate and maintain, the property containing the Surface Water Management System Facilities shall be conveyed, assigned, or dedicated to an appropriate governmental unit or public utility and, if not accepted, then the same shall be conveyed or assigned to a non-profit corporation similar to the Association.

ARTICLE 11.
Duration

The corporation shall exist perpetually.

FILED
14 OCT 14 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATION

The foregoing Amended and Restated Articles of Incorporation of Ocala Preserve Association, Inc. were adopted by the sole Member and the Board of Directors, of the Corporation by unanimous written consent of the sole Member and the Board of Directors pursuant to Florida Statute 617.0701 and Article III, Section 8 of the Bylaws of the Corporation, said written consent dated the 1st day of October, 2014. The consent was executed by the sole Member, being all of the Members entitled to vote on the proposed amendment, effective October 1, 2014, and such vote was sufficient for approval, and by all of the Directors of the Corporation.

Oscar D. Harper
OSCAR D. HARPER, PRESIDENT

STATE OF FLORIDA
COUNTY OF Murida

BEFORE ME, the undersigned authority, personally appeared OSCAR D. HARPER, PRESIDENT, who is known to me to be the person described above and subscribed to the above Amended and Restated Articles of Incorporation of **OCALA PRESERVE ASSOCIATION, INC.**, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state first above mentioned this 2nd day of October, 2014.

Dawn Childress
Notary Public, State of FLORIDA
My Commission Expires: 9/15/2015
Commission Seal
Dawn M. Childress



FILED
14 OCT 14 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA