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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUL 16 2007



Philip N. Kabler, Esq.
General Counsel

State Certified General Contractor CG CO25005, CG CA25005

502 Northwest 16th Avenue Gainesville, FL 32601 • 352 / 375-4600 • Fax 352 / 338-0982 • www.amjinc.com

July 12, 2007

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

RE: Shoppes at Pinewood Owners Association, Inc.

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 (filing fee, designation of Registered Agent, and certified copy).

From: Philip N. Kabler, Esq.
AMJ, Inc. of Gainesville
502 N.W. 16th Avenue
Gainesville, FL 32601
(352) 375-4600

Thank you very much. Please feel free to contact me if you have any questions or if I can provide you assistance with regard to this matter.

Yours very truly,

A handwritten signature in dark ink, appearing to read "P. Kabler", with a long, sweeping horizontal line extending to the right.

Philip N. Kabler

Enclosures

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**ARTICLES OF INCORPORATION
OF
SHOPPES AT PINWOOD OWNERS ASSOCIATION, INC.**
(A Corporation Not for Profit Under the Laws of the State of Florida)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation under the provisions of Chapter 617 of the laws of the State of Florida for the formation of corporations not for profit, the undersigned Subscriber hereby creates a corporation for the purpose and with the powers hereinafter mentioned. All capitalized terms not defined in these Articles shall have the meanings ascribed to them in, or pursuant to, the Master Declaration of Shoppes at Pinewood, A Planned Development, recorded in the Public Records of Alachua County, Florida, as it may be amended from time-to-time (the "Declaration").

ARTICLE I

The name of the corporation shall be **Shoppes at Pinewood Owners Association, Inc.** (the "Association").

ARTICLE II

The purpose of the Association shall be to serve as an entity to administer the operation and management of **Shoppes at Pinewood, A Planned Development**, established by the recording of the Declaration with respect to the Property, to administer the operation and management of the Property in accordance with the Declaration, these Articles of Incorporation, and the Association's Bylaws, and to own, operate, lease, sell, trade, and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Property. The Association shall be conducted as a non-profit organization for the benefit of its Members, and shall distribute no part of its income to its Members, directors, or officers.

ARTICLE III

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to corporations not for profit under the law pursuant to which this Association is chartered, except as limited by the Declaration.
2. The Association shall have all the powers reasonably necessary to implement the purposes of the Association, including but not limited to the following:
 - a. To levy and collect assessments against Members of the Association to defray the common expenses of the Property as provided in the Declaration and the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, operating, leasing, managing, and otherwise trading and dealing with property, whether real or personal.
 - b. To buy, sell, trade, lease, or encumber property, real or personal, and to construct additional improvements of the Property.
 - c. To maintain, repair, replace, reconstruct after casualty, operate, and manage the Property or any property owned or leased by the Association for use by the Members of the Association.
 - d. To acquire and pay for insurance on the Common Area and for the protection of the Association and the Members.
 - e. In the manner provided in the Bylaws, to make and amend reasonable rules and regulations for the use and appearance of the Sites and the Common Area for the benefit of the Members.

- f. To enforce through legal means the Declaration, the Bylaws, these Articles, and any rule or regulations governing the use of the Property.
- g. To contract for the management of the Property, and to delegate to a manager entity which may be affiliated with the Declarant those powers and duties which the Association may elect to delegate from time-to-time.
- h. To hire employees to perform the services needed for the proper operation of the Property.
- i. To hold all funds and titles of all property acquired by the Association and their proceeds in trust for the Members in accordance with the Declaration, the Bylaws, and these Articles.
- j. To execute all of the rights, duties, and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.

ARTICLE IV

The qualification of the Members, the manner of their admission to membership and termination of such membership and voting by Members shall be as follows:

- 1. The record Owners of all Sites shall be Members of the Association and no other persons or entities shall be entitled to membership.
- 2. Membership shall be acquired by recording in the Public Records of Alachua County, Florida, a deed or other instrument establishing record title to a Site in **Shoppes at Pinewood, A Planned Development**, the Owner designated on such instrument thus becoming a Member of the Association, and the membership of the prior Owner being thereby terminated, provided, however, that any party who owns more than one (1) Site shall remain a Member of the Association so long as he, she, or it retains title to or a fee ownership interest in any Site.
- 3. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to his, her, or its Site. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held, or used for the benefit of the membership, and for the purposes authorized in these Articles, the Declaration, and the Bylaws.
- 4. On all matters on which the membership shall be entitled to vote, there shall be only those votes for each Site as set forth in the Declaration, notwithstanding the fact that the Site is owned by more than one (1) person, and such vote or votes may be exercised by the Owner of each Site in such manner as may be provided in the Bylaws. Should any Owner own more than one (1) Site, such Owner shall be entitled to exercise or cast as many votes as are allocated to the particular Sites owned.

ARTICLE V

The period of duration of the Association is perpetual, subject to the expiration of the Declaration in accordance with its terms.

ARTICLE VI

The principal office of the Association shall be located at 502 NW 16th Avenue, Gainesville, Alachua County, Florida, 32601, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may be designated by the Board of Directors. The Board of Directors may relocate the principal office of the Association.

ARTICLE VII

1. The affairs of the Association shall be managed by a Board of Directors. The number of persons which will constitute the entire Board of Directors shall be not less than three (3) and not more than four (4). Upon the sale of the first Site by the Declarant to an Owner, said Owner shall be entitled to elect one (1) director. Directors shall be elected or appointed as set forth in the Bylaws and applicable Florida law.

2. The number of directors constituting the initial Board of Directors of the Association is three (3). The names and addresses of the persons who are to serve on the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Michael E. Warren	502 NW 16 th Avenue, Gainesville, FL 32601
Scott A. Buchanan	502 NW 16 th Avenue, Gainesville, FL 32601
Beau Beery	502 NW 16 th Avenue, Gainesville, FL 32601

ARTICLE VIII

The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The President and such other officers and assistant officers as the Board of Directors may designate shall constitute the officers of the Association. The officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association, and 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>Name</u>	<u>Office</u>	<u>Address</u>
Michael E. Warren	President	502 NW 16 th Avenue, Gainesville, FL 32601
Scott A. Buchanan	VP/Treasurer	502 NW 16 th Avenue, Gainesville, FL 32601
Beau Beery	Secretary	502 NW 16 th Avenue, Gainesville, FL 32601

ARTICLE IX

The first Bylaws of the Association shall be adopted by the Board of Directors, and may be amended by the Board of Directors and the Members of the Association in the manner provided in the Bylaws.

ARTICLE X

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 in connection with any proceeding to which he or she may be a party, or become involved by reason of being or having been a director or officer at the time such expenses are incurred, except in cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that any claim for reimbursement or indemnification shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

The Association may purchase liability insurance to insure all directors, officers, or agents, past and present, against all expenses and liabilities as set forth above.

ARTICLE XI

Any amendment to these Articles of Incorporation may be proposed by the Board of Directors acting upon a vote of the majority of the directors, or by the Members of the Association owning not less than fifty percent (50.0%) of the voting interests in the Association, whether meeting as Members or by instrument in writing signed by them. Any proposed amendment shall be transmitted to the President of the Association or other officer of the Association, in the absence of the President, who shall call a special meeting of the Members of the Association for a date not sooner than ten (10) days nor later than sixty (60) days from the receipt of the proposed amendment, and it shall be the duty of the Secretary to give written notice to each Member of such meeting, stating the time and place and reciting the proposed amendment(s) in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than five (5) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, postage prepaid, addressed to the Member at his, her, or its post office address as it appears in the records of the Association. Any Member may, by written waiver of notice signed by such Member, waive notice and such waiver, when filed in the records of the Association, whether before or after the meeting, shall be deemed equivalent to the giving of notice to that Member. At the meeting, the proposed amendment(s) must be approved by an affirmative vote of the Members owning not less than sixty-six and two-thirds percent (66.67%) of the voting interests in the Association. At any meeting held to consider such amendment(s) the written vote of any Member of the Association shall be recognized, if such Member is not in attendance at such meeting or represented there by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

Notwithstanding the foregoing, any amendment signed by the Owners of all of the voting interests in the Association shall become immediately effective. A copy of any amendment which is adopted shall be promptly filed with the Secretary of State pursuant to applicable law.

No amendment shall change the qualifications for membership, voting or property rights of the Members, the Association's obligations to exercise its powers in accordance with applicable law, the Declaration, the Bylaws, and these Articles, or its obligations concerning distribution of Association income, dissolution, and the holding of all funds and titles to properties acquired by the Association for the benefit of the Members, without written approval by all Members and the joinder of all record owners of mortgages on Sites. No amendment shall be made that is in conflict with applicable law or the Declaration.

ARTICLE XII

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation, or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

ARTICLE XIII

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

Michael E. Warren
502 NW 16th Avenue
Gainesville, FL 32601

ARTICLE XIV

The initial registered agent of the Association is Michael E. Warren, and the street address of the initial registered office of the Association is 502 N.W. 16th Avenue, Gainesville, Florida, 32601.

ARTICLE XV

The Association, in addition to the foregoing powers, obligations, rights and duties, has been formed to comply with obligations imposed by permits, regulations and authorizations of regulatory bodies having jurisdiction over the common properties. To that end the following are made a part of these Articles of Incorporation:

1. The Association is organized for the purpose of management, maintenance, operation and care of real and personal property, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the Association or the Owners in common.

a. To maintain, repair, replace, operate, and care for real and personal property, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands, and wetland mitigation area which are owned 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.

b. 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 federal government, and to enforce by any legal means the provisions of these Articles, the Bylaws, and the Declaration.

2. Notwithstanding the other provisions contained in these Articles to the contrary, until the Declarant, or its successors or assigns, relinquishes that right or ceases to be an Owner, the Declarant shall, prior to relinquishing control of the Association, or otherwise allowing control to transfer to the directors of the Association, provide at least thirty (30) days written notice to the Suwannee River Water Management District, that all terms and conditions placed upon the Declarant 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.

3. The Bylaws will be adopted, and may be amended, by the directors or Members, consistent with these Articles and the Declaration. Amendments to these Articles or the 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, 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 these 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 thirty (30) days of approval.

4. Prior to termination, dissolution or final liquidation of this 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 Suwannee River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed as of the 12th day of July, 2007.

Signed, sealed and delivered
in our presence as witnesses:

MICHAEL E. WARREN

Sue Runyon
Printed Name - Sue Runyon

DAVID GODWIN
Printed Name - DAVID GODWIN

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Michael E. Warren, ☒ who is personally known to me or ☐ who produced _____ as identification, and he acknowledged before me that he is the Subscriber described in the foregoing Articles of Incorporation, and he acknowledged and swore to the execution of the said Articles of Incorporation for the purposes therein expressed.

12th WITNESS my hand and official seal in the County and State last aforesaid on this —
12 day of July, 2007.

Philip N. Kabler
Notary Public State of Florida

PHILIP N. KABLER
Notary Public, State of Florida
My comm. exp. July 28, 2010
Comm. No. DD 558290

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

SHOPPES AT PINWOOD OWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE
OF BUSINESS AT 502 N.W. 16TH AVENUE, GAINESVILLE, STATE OF FLORIDA, HAS NAMED
MICHAEL E. WARREN, LOCATED AT 502 N.W. 16TH AVENUE, GAINESVILLE, FLORIDA 32601,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SHOPPES AT PINWOOD OWNERS
ASSOCIATION, INC.

By: 

Michael E. Warren
Incorporator

DATED: 12 July 2007

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY.

By: 

Michael E. Warren
Incorporator

DATED: 12 July 2007