

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION****Woodhaven Estates Homeowners Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
WOODHAVEN ESTATES HOMEOWNERS ASSOCIATION, INC.**

THE UNDERSIGNED HEREBY ASSOCIATE THEMSELVES FOR THE PURPOSE OF FORMING A CORPORATION NOT-FOR-PROFIT UNDER AND PURSUANT TO CHAPTER 617, FLORIDA STATUTES, AND DO HEREBY CERTIFY AS FOLLOWS:

**ARTICLE I  
NAME**

1.1 The name of the Corporation shall be **Woodhaven Estates Homeowners Association, Inc.** and its initial principal place of business in Florida shall be 1501 U.S. Highway 441 North, Suite 1208, The Villages, Florida 32159. For convenience, the Corporation shall be herein referred to as the "Association."

**ARTICLE II  
PURPOSES AND POWERS**

2.1 **Purposes.** The specific primary purposes for which the Association is organized are to provide for maintenance, preservation and architectural control of the Lots and common elements within a certain tract of real property described as Woodhaven Estates, and to promote the health, safety and welfare of the residents within the above-described development and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

The Association shall operate, maintain and manage the Surface Water or Storm Water Management Systems in a manner consistent with the Suwannee River Water Management District Permit No. ERP07-0058 and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the Surface Water or Storm Water Management Systems.

The Association shall levy and collect adequate assessments against the members of the

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Association for the costs of maintenance and operation of the Surface Water or Storm Water Management Systems.

2.2 Powers. In furtherance of such purposes set forth in Section 2.1 above, the Association shall have the power to:

a. Perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions (the "Declaration") applicable to the Subdivision and to be recorded in the Public Records of Hamilton County, Florida.

b. Affix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the property of the Association.

c. Acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association.

d. Borrow money and, subject to the consent by vote or written instrument of two-thirds (2/3) of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

e. Dedicate, sell or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the Members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Members, agreeing to such dedication, sale or transfer.

f. Participate in mergers and consolidations with other nonprofit corporations

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organized for the same purposes, or annex additional residential property or common areas, provided that any merger, consolidation or annexation shall have the assent by vote or written instrument of two-thirds (2/3) of the Members.

g. Have and exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

2.3 The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against Members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any Member.

### **ARTICLE III** **MEMBERS**

3.1 Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject by covenant of record to assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a Member of the Association. Membership shall be appurtenant to and not be separated from Ownership of a parcel which is subject to assessment by the Association.

### **ARTICLE IV** **DURATION AND DISSOLUTION**

4.1 **Existence and Duration.** Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

4.2 **Dissolution.** In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Storm Water Management System must be transferred to and accepted by an entity which would comply with Section

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40B-1130 AND 40B-4.1140, F.A.C., and be approved by the Suwannee River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE V**  
**OFFICERS AND DIRECTORS**

5.1 The affairs of the Association will be managed by a Board of Directors, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. Such officers shall be elected at the first annual meeting of the Board of Directors.

5.2 The names and addresses of the officers who shall hold office until their successors are elected and have qualified, or unless removed for cause, are as follows:

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
Chuchi Balingit	President	1501 U.S. Highway 441 North, Suite 1208 The Villages, Florida 32159
Lucille Ali	Secretary	1501 U.S. Highway 441 North, Suite 1208 The Villages, Florida 32159

5.3 The number of persons constituting the first Board of Directors of the Association shall be one (1), and thereafter, the membership shall consist of not less than two (2) and not more than five (5), and the names and addresses of the persons who shall serve as Directors until the first election are:

<u>DIRECTORS</u>	<u>ADDRESS</u>
Chuchi Balingit	1501 U.S. Highway 441 North, Suite 1208 The Villages, Florida 32159
Lucille Ali	1501 U.S. Highway 441 North, Suite 1208 The Villages, Florida 32159

5.4 The method by which Directors are elected shall be as set forth in the Bylaws.

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**ARTICLE VI  
BYLAWS**

6.1 The Bylaws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at special meeting duly called for such purpose, on the affirmative vote of a majority of the class of Members entitled to vote at the time, present in person or by proxy at such meeting, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

**ARTICLE VII  
AMENDMENTS**

7.1 Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of the number of total votes of the Membership entitled to vote at the time of such meeting.

**ARTICLE VIII  
VOTING**

8.1 The Association shall have two classes of voting members.

Class A: Class A Owners shall be all Owners in the Subdivision except the Declarant. Each Owner shall be entitled to one vote for each Lot owned. When more than one person holds an interest in a given Lot, all such persons shall be members and the vote for such Lot shall be exercised as they may determine among themselves, however in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member shall be the Declarant, its successors and assigns. The Class B member shall be entitled to five votes per Lot owned by Declarant.

**ARTICLE IX  
INCORPORATORS**

9.1 The incorporator is Chuchi Balingit, 1501 US Highway 441 North, Suite 1208, The

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Villages, Florida 32159.

**ARTICLE X**  
**DISSOLUTION**

10.1 Upon a two-thirds (2/3) vote of the Members, the corporation may be dissolved. The procedures for dissolution will be as set forth in Chapter 617 Florida Statutes.

**ARTICLE XI**  
**REGISTERED AGENT**

11.1 The initial registered agent of the corporation shall be Chuchi Balingit, and the initial registered address of the corporation shall be 1501 US Highway 441 North, Suite 1208, The Villages, Florida 32159.

**ARTICLE XII**  
**EFFECTIVE DATE**

12.1 The effective date of this Corporation shall be upon filing with the Office of the Secretary of State of the State of Florida.

**ARTICLE XIII**  
**INDEMNIFICATION**

13.1 Each Director and Officer of this Association shall be indemnified by the Association against all costs and expense reasonably incurred or imposed upon him or her in connection with or arising out of any action, suit or proceedings in which he or she may be involved or to which he or she may be made a party by reason of his or her having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself).

**ARTICLE XIV**  
**MISCELLANEOUS**

14.1 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

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control.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at The Villages, FL,  
this 5<sup>th</sup> day of September, 2007.

INCORPORATOR:

Chuchi Balingit  
Chuchi Balingit

## ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED  
AGENT FOR SAID CORPORATION.

Chuchi Balingit  
Chuchi Balingit

STATE OF FLORIDA  
COUNTY OF LAKE

I HEREBY CERTIFY that on this 5<sup>th</sup> day of September, 2007, before me, the  
undersigned authority, personally appeared Chuchi Balingit, to be known to be the person described in  
and who executed the foregoing Articles of Incorporation, and acknowledged before me that he made  
and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at The Villages FL, said County and State, the day and  
year first above written.

Vivian M. Grecco  
NOTARY PUBLIC - STATE OF FLORIDA

Vivian M. Grecco

Printed Name of Notary Public

Commission Number: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

[SEAL]



VIVIAN M. GRECCO  
MY COMMISSION # DD 648398  
EXPIRES: June 30, 2011  
Bonded thru Budget Notary Services

D:\New\H T Corporation\Articles\Woodhaven Estates HOA, Inc\Articles of Incorporation.wpd\September 4, 2007

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