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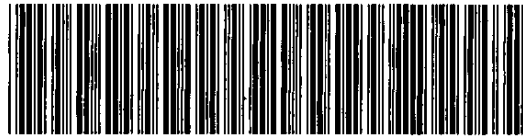
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TALLAHASSEE, FLORIDA



# SHUFFIELDLOWMAN

ATTORNEYS AND ADVISORS

MAIA R. ALBRECHT  
JAMES F. BASQUE  
JAN ALBANESE CARPENTER  
JASON A. DAVIS  
DANIEL M. EISEL  
REBECCA H. FOREST  
MATTHEW R. GIBBONS  
WILLIAM N. HALPERN  
W. MARVIN HARDY III  
NANCY GULLER HAYT  
HEIDI W. ISENHART  
JENNIFER R. JUNKER  
THOMAS F. LANG  
COLT H. LITTLE  
RYAN A. LOPEZ  
WILLIAM R. LOWMAN, JR.  
J. STEPHEN McDONALD  
SUZANNE D. MEEHLE  
GREGORY W. MEIER  
FRANCES H. MERRITT  
JASON E. MERRITT  
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C. RYAN MORGAN  
RALPH G. PEPE  
C. SCOTT PRYOR  
ARTHUR J. RANSON III  
JEANETTE CARPENTER SCHREIBER  
TAE SHIN  
W. CHARLES SHUFFIELD  
THOMAS A. SIMSER, JR.  
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LYNNE R. WILSON  
PAIGE HAMMOND WOLPERT

September 18, 2007

**Via Federal Express**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Foxfire Homeowners Association, Inc.  
File No. 1412-1

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced not-for-profit corporation. Also enclosed is a check in the amount of \$78.75 which represents your filing fee for the Articles of Incorporation, Designation of the Acceptance by Registered Agent and certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter. If you have any questions whatsoever, please do not hesitate to contact me.

Very truly yours,

Jason E. Merritt

JEM/dm

Enclosures

xc: Charles E. Bradshaw, Jr.  
Larry Dunn

**ARTICLES OF INCORPORATION**  
**Of**  
**FOXFIRE HOMEOWNERS ASSOCIATION, INC.**  
(A Florida Corporation Not-for-Profit)

FILED  
07 SEP 19 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a nonprofit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation.

**ARTICLE I**  
**NAME**

The name of the corporation is FOXFIRE HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

**ARTICLE II**  
**PRINCIPAL OFFICE**

The street address of the initial principal office and the mailing address are the same as follows:

22051 N. O'Brien Road  
Howey-in-the-Hills, Florida 34737

**ARTICLE III**  
**PURPOSE OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide for maintenance, preservation and architectural control of the residences and Common Area within that certain tract of property described in the Declaration of Covenants, Conditions and Restrictions of FoxFire , (the "Property"), recorded or to be recorded in the Public Records of Lake County, Florida (the "Declaration") as the same may be amended from time to time as therein provided and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes.

**ARTICLE IV**  
**POWERS OF THE ASSOCIATION**

The general powers that the Association shall have include all proper acts, necessary or incidental, for the benefit and protection of the Association, to transact any lawful business, and to exercise all powers granted to Associations by the laws of Florida.

**ARTICLE V**  
**MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described herein. The foregoing shall not include persons or entities that hold an interest merely as

security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

## **ARTICLE VI** **VOTING RIGHTS**

The Association shall have two classes of voting membership as follows:

**CLASS A.** The Class "A" Member(s) shall be all Owners, with the exception of the Developer so long as there exists Class B Membership in the Association, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any residence, all such persons shall be Members. The vote for such Lot shall be exercised as the multiple Owners may determine, but in no event shall more than one (1) vote be cast with respect to any one Lot.

**CLASS B.** The Class "B" Member shall be the Developer. The Class "B" Member shall be entitled to exercise total voting control within the Association until three months following the conveyance by Developer of ninety percent (90%) of the Lots to individuals other than the Developer, at which time Class "A" Members may exercise voting rights within the Association. No Lots owned by the Developer shall be subject to any assessment as provided herein until the annual meeting following the conveyance of ninety percent (90%) of the Lots to individuals other than the Developer; provided however, until such time, Developer shall contribute such sums to the Association as may be necessary to pay operating expenses of the Association to the extent that assessments from Class A Members and other income of the Association are insufficient to do so. The Class B Membership shall cease and be converted to Class A Membership at such time as Developer conveys ninety percent (90%) of the Lots to individuals other than the Developer.

## **ARTICLE VII** **BOARD OF DIRECTORS**

The affairs of the Association will be managed by a Board consisting of not less than three (3) and no more than five (5) directors. The number of directors may be changed by amendment of the bylaws of the Association ("Bylaws"). The method of election of directors is as stated in the Bylaws. The names and address of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
LARRY DUNN	22051 N. O'Brien Road Howey-in-Hills, Florida 34737
CHARLES E. BRADSHAW, JR.	22051 N. O'Brien Road Howey-in-the-Hills, Florida 34737
<b><u>JOAN DUNN</u></b>	22051 N. O'Brien Road Howey-in-the-Hills, Florida 34737

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The address of this Association's initial registered office in the State of Florida is 1000 Legion Place, Suite 1700, Orlando, Florida 32801. The name of this Association's initial registered agent at the above address is W. Charles Shuffield.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation are as follows:

CHARLES E. BRADSHAW, JR.  
22051 N. O'Brien Road  
Howey-in-the-Hills, Florida 34737

**ARTICLE VIII**  
**BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded at any annual meeting of the association, or at any special meeting duly called for such purpose by a vote of a majority of a quorum of voting members present in person or by proxy, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

**ARTICLE IX**  
**INDEMNIFICATION**

In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees, and agents, and former directors, officers, employees, and agents from and against all liabilities and obligations, including attorneys fees incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE X**  
**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.

**ARTICLE XI**  
**AMENDMENTS**


These Articles of Incorporation 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 at least three-fourths (3/4) of the members eligible to vote. No amendment shall make any changes in the qualifications for membership nor the voting rights of the Members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform with the same.

**ARTICLE XII**  
**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 40C-42.027, F.A.C., and be approved in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each Class of members. Upon dissolution of the Association, other than incidental to a merger or consolidation, the assets 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, and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation on this Sept. 14, 2007.

  
\_\_\_\_\_  
CHARLES E. BRADSHAW, JR.  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agents and hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

Date: Sept. 14, 2007

  
\_\_\_\_\_  
W. CHARLES SHUFFIELD  
Registered Agent

FILED  
SEP 19 PM 2:00  
CLERK OF THE CIRCUIT COURT  
FLORIDA  
ST. JOHNS COUNTY