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FLORIDA PROFIT/NON PROFIT CORPORATION**LOPER POND PLANTATION PHASE 1 PROPERTY OWNERS ASSOCI**

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September 24, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

DAVIS BROWNING & SCHNITKER, P.A.

SUBJECT: LOPER POND PLANTATION PHASE I PROPERTY OWNERS ASSOCIATION, INC.
REF: W07000047193

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Ruby Dunlap
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ARTICLES OF INCORPORATION
OF
LOPER POND PLANTATION PHASE I
PROPERTY OWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617 of the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation is LOPER POND PLANTATION PHASE I
PROPERTY OWNERS ASSOCIATION, INC. (hereinafter referred to as "the Association").

ARTICLE II.

PURPOSES

The Association is organized as a non-profit corporation under Chapter 617, Florida Statutes, for the following purposes:

a. To operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with Suwannee River Water Management District (hereinafter referred to as "the District") permit no. ERP No.06-0101 and applicable rules of the District, and shall assist in the enforcement of the Declaration of Restrictions and Protective Covenants which relate to the surface water or storm water management systems(s).

b. To levy and collect adequate assessments against the members of the Association for the costs of maintenance and operation of the surface water or storm water management system(s).

c. To obtain, receive, hold title to, convey, assign, manage, maintain, repair, replace, operate and care for real and personal property, including but without limitation, all easements, roads, parks, lakes, ditches, canals, retention or detention areas, drainage and other surface water management works, preservation or conservation areas, wetlands and wetland mitigation areas, and other common areas, which are owned by the Association, or the persons owning property in the development known as Loper Pond Plantation Phase I (hereinafter referred to as "the Owners") in common.

d. To facilitate transactions and communications among the Owners.

e. To fix and make assessments against persons and entities owning property in

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Loper Pond Plantation Phase I (hereinafter referred to as "the Subdivision"), and collect these assessments, together with necessary court costs and reasonable attorney fees, by any lawful means.

f. To do and perform anything required by these Articles, the Bylaws, and the Declaration of Restrictions and Protective Covenants for the Subdivision.

g. To do and perform any obligations imposed upon the Association 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 of the Association and the Declaration of Restrictions and Protective Covenants for the Subdivision.

h. To exercise all of the powers enumerated in Chapter 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE III.

MEMBERSHIP

Every person or entity who is, from time to time, the record owner of a lot within the Subdivision shall be a member of the Association. Membership in the Association will be appurtenant to, and may not be separated from ownership of a lot within the Subdivision. The initial members of the Association shall consist of the Incorporators identified in Article V hereof.

ARTICLE IV.

TERM

The term of the Association shall be perpetual.

ARTICLE V.

INCORPORATORS

The name and residence of the Incorporators of the Association are:

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NAME

ADDRESS

William Byron "Buddy" Witmer

Post Office Box 852
Greenville, Florida 32331

James H. Coleburn

126 SW Sumatra Ave., Suite D
Madison, Florida 32340

Patricia F. Coleburn

126 SW Sumatra Ave., Suite D
Madison, Florida 32340

ARTICLE VI.

DIRECTORS AND OFFICERS

a. The property, affairs, business and operation of the Association shall be managed in accordance with the provisions of the Bylaws of the Association by the Board of Directors, which shall be elected annually by the members as provided in the ByLaws of the Association. The Board of Directors shall carry out the purposes of the Association in compliance with the Articles of Incorporation and ByLaws of the Association.

b. The officers of the Association shall consist of a President, Secretary and Treasurer, who shall be members of the Board of Directors. The officers shall be appointed yearly in the manner provided by the Bylaws of the Association.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The initial officers and directors of the Association are three (3) in number and are as follows:

NAME

ADDRESS

TITLE

William Byron "Buddy" Witmer

Post Office Box 852
Greenville, Fl 32331

President/
Director

James H. Coleburn

126 SW Sumatra Ave., Suite D
Madison, Fl 32340

Vice-President/
Director

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Patricia F. Coleburn

126 SW Sumatra Ave., Suite D
Madison, FL 32340

Secretary/Treasurer/
Director

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be at 126 SW Sumatra Ave., Suite D, Madison, Florida 32340. The initial registered agent of the Association shall be Patricia F. Coleburn, whose mailing and physical address is 126 SW Sumatra Ave., Suite D, Madison, Florida 32340.

ARTICLE IX

INITIAL CONTROL BY DEVELOPER

Notwithstanding the other provisions contained in these Articles to the contrary, PB&J OF MADISON, LLC, or its successor in interest (hereinafter referred to as "the Developer") shall have (a) the right to directly exercise any and all rights, powers and privileges of the Association, and, (b) absolute and complete voting control with respect to the Association, until the Developer relinquishes that right or ceases to be the owner of one or more lots within the Subdivision, whichever occurs first. The Developer, prior to relinquishing control of the Association or otherwise allowing control to transfer to the Board of Directors of the Association, shall provide at least thirty (30) days written notice to the District, that all terms and conditions placed upon the Developer by permits or authorization from the District have been satisfied in full and that transfer is proposed to occur on a specific date.

ARTICLE X

BY-LAWS

The Board of Directors shall adopt Bylaws for the Association and may from time to time modify, alter, amend or rescind the same by a majority vote of the members of the Board of Directors present at any regular or special meeting.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended at any time. Such amendment may be proposed by any member and any such proposal shall require adoption by the approval

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of a majority of the Board of Directors. Amendments to these Articles of Incorporation 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, 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 District. Such approval shall be in the form of a modification to any and all permits issued by the District under the lawfully adopted rules of the District in effect at the time of application for such modification. Amendments to these Articles of Incorporation or the Bylaws of the association which do not impact operation or maintenance of the system may be made without authorization of the District; however, copies of any such amendments shall be forwarded to the District within thirty (30) days of approval.

ARTICLE XII

DISSOLUTION

Prior to dissolution of the Association, all property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to 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, will be dedicated to and accepted for maintenance by the appropriate unit of government or otherwise transferred to and accepted for maintenance by an approved entity. Dedication or approval must be authorized by the District through modification of any and all permits or authorizations issued by the District. Such modification shall be made under the lawful adopted rules of the District in effect at the time of application for such modification.

ARTICLE XIII

CONFLICT

Should a conflict exist or arise between any of the provisions of these Articles of Incorporation and the provisions of the Bylaws of the Association, the provisions of the Articles of Incorporation shall control.

ARTICLE XIV

CERTIFICATION

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a corporation not-for-

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profit under the laws of the State of Florida, and to make and file this certificate hereby declaring and certifying that the facts set forth herein are true, and have accordingly set our hands and seals at Madison, Florida, this 19th day of SEPT., 2007.


WILLIAM BYRON "BUDDY" WITMER,
Incorporator


JAMES H. COLEBURN,
Incorporator


PATRICIA F. COLEBURN,
Incorporator

STATE OF FLORIDA
COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared WILLIAM BYRON "BUDDY" WITMER, JAMES H. COLEBURN, and PATRICIA F. COLEBURN, to me known to be the person described as the Incorporators in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

19th day of SEPT., A. D. 2007. WITNESS my hand official seal in the County and State named above this


Notary Public

My Commission Expires:



CLAY A. SCHNITKER
Notary Public, State of Florida
My comm. expires May 23, 2008
Comm. No. DD 298377

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

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

LOPER POND PLANTATION PHASE I PROPERTY OWNERS ASSOCIATION, INC., TO ORGANIZE OR QUALIFY UNDER THE LAWS OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 126 SW SUMATRA AVE., SUITE D, MADISON, FLORIDA 32340, STATE OF FLORIDA, HAS NAMED PATRICIA F. COLEBURN, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Dated: SEPT. 19, 2007


WILLIAM BYRON "BUDDY" WITMER,
Incorporator

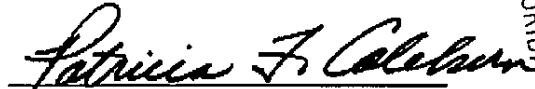
Dated: September 19, 2007


JAMES H. COLEBURN, Incorporator

Dated: September 19, 2007


PATRICIA F. COLEBURN, Incorporator

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF THAT POSITION, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


PATRICIA F. COLEBURN, Resident Agent
Dated: September 19, 2007

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STATE OF FLORIDA

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