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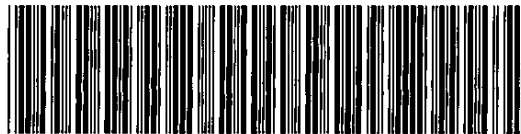
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

km 12/13/07

CURTIS LAW FIRM, L.L.C.
13820 W NEWBERRY RD., SUITE 300
JONESVILLE, FLORIDA 32669
TELEPHONE (352) 333-7207
FACSIMILE (352) 333-7208
E-MAIL: RCURTIS@CURTISLAWFIRM.NET

Ryan C. Curtis

December 12, 2007

VIA U.S. MAIL (850) 245-6052

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: BASELINE SURFACE WATER MANAGEMENT ASSOCIATION, INC.

To whom it may concern:

Enclosed are the following documents:

1. Original Articles of Incorporation of Baseline Surface Water Management Association, Inc., a Florida Not-For-Profit Corporation;
2. Copy of the Articles of Incorporation for Baseline Surface Water Management Association, Inc.; and
3. Certificate of Acceptance by Registered Agent.

Also enclosed is a check in the amount of \$80.75 for the filing fee and for a certified copy of the articles of incorporation.

Please call if you have any questions.

Very truly yours,



Ryan C. Curtis

**ARTICLES OF INCORPORATION
of
BASELINE SURFACE WATER
MANAGEMENT ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 DEC 13 PM 2:34

APPROVED
AND
FILED

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, *Florida Statutes*, and pursuant to the following provisions ("these Articles"):

**ARTICLE I
NAME**

The name of the corporation shall be BASELINE SURFACE WATER MANAGEMENT ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

**ARTICLE II
DURATION**

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Secretary of State.

**ARTICLE III
DEFINITIONS**

The following words shall have the definitions set forth below for purposes of these Articles:

3.1 **"Association"** shall mean and refer to BASELINE SURFACE WATER MANAGEMENT ASSOCIATION, INC., a Florida corporation not for profit, or its successors and assigns.

3.2 **"Common Expenses"** shall mean and refer to the actual and estimated expenses of operating the Association and meeting the costs incurred or to be incurred relative to the performance of the duties of the Association, including without limitation, the costs incurred for purchase, operation, maintenance, and improvement of any D.R.A. 1.0 Property (including but without limitation all ditches, retention or detention areas, drainage, other surface water management works, and preservation or conservation areas, wetland or wetland mitigation areas which are owned or controlled by the Association or owners in common), including any reserves established by the Association, all as may be found to be necessary and appropriate by the Board of Directors of the Association pursuant to the Declaration, the Bylaws, and these Articles of Incorporation of the Association.

3.3 **"D.R.A. 1.0 Property"** shall mean and refer to the property so described in Exhibit "B" attached hereto, and any improvements located thereon that are intended to be devoted to the storage, maintenance, and/or treatment of surface water or storm water runoff resulting from the property described in Exhibit "A." "D.R.A. 1.0 Property" shall also include any additional property obtained by the Association and dedicated to the storage, maintenance, and/or treatment of storm water runoff resulting from any of the property described in Exhibit "A."

Without limitation, D.R.A. 1.0 Property shall mean and refer to all ditches, retention or detention areas, drainage, other surface water management works, and preservation or conservation areas, wetland or wetland mitigation areas that are owned or controlled by the Association or the Owners in common. D.R.A. 1.0 Property shall also include landscaping and fencing of the D.R.A. 1.0 area.

3.4 **"The Declarant"** shall mean and refer to GAIL W. CURTIS, INDIVIDUALLY AND AS TRUSTEE. No successor or assignee of the Declarant shall have any rights or obligations of the Declarant hereunder unless such rights and obligations are specifically set forth in the instrument of succession or assignment, or unless such rights pass by operation of law.

3.5 **"Member"** shall mean and refer to each Owner of Real Property who is a Member of the Association.

3.6 **"Real Property"** shall mean and refer to separately owned parcels of The Property as more particularly described in Exhibit "A" attached hereto that are individually owned by the Members of the Association.

3.7 **"The Property/Properties"** shall mean and refer to the real property described in Exhibit "A".

3.8 **"Owner"** shall mean and refer to the record title holder of the various parcels of Real Property that collectively constitute The Property/Properties.

ARTICLE IV **PRINCIPAL OFFICE**

The mailing address and principal office of the Association is located at 11635 NW 1st Avenue, Gainesville, Florida 32607.

ARTICLE V **REGISTERED OFFICE AND AGENT**

Ryan C. Curtis, whose address is 13820 W Newberry Rd., Ste. 300, Jonesville, FL 32669 is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI **PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is formed to provide for, among other things, the management, improvement, maintenance, operation, and care of all D.R.A. 1.0 Property (described in Exhibit "B" attached hereto or hereafter acquired by the Association) and all ditches, retention or detention areas, drainage, other surface water management works, and preservation or conservation areas, and wetland and wetland mitigation areas that are controlled by the Association. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles or the Bylaws of this Association. The Association shall have the power and duty to do any and all lawful things that may be authorized, assigned, required, or permitted to be done by these Articles and the Bylaws, and to do and perform any and all acts that may be necessary or proper for, or incidental to, the exercise of any of the duties

or powers of the Association for the benefit of the Owners and for the maintenance, administration, and improvement of all D.R.A. 1.0 Property within its jurisdiction. The Association shall not pay dividends, and no part of any income of the Association shall be distributed to its Members, directors, or officers. The Association's powers shall include, but are not limited to, the following powers:

6.1 To fix and make assessments to the Owners of the Real Property, and collect the assessment, as well as any cost of collection, including but not limited to reasonable attorneys' fees, by any lawful means.

6.2 To borrow money if needed to carry out the purpose and works of the Association.

6.3 To use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which this Association is formed, i.e., to pay debts and obligations of the Association.

6.4 To maintain, repair, replace, operate, and care for real and personal property, including but without limitation, all ditches, retention or detention areas, drainage, other surface water management works, and preservation or conservation areas, and wetland and wetland mitigation areas that are owned or controlled by the Association or the Owners in common in a manner consistent with the permit issued by the St. Johns River Water Management District and the operation and maintenance plan attached thereto.

6.5 Purchase and maintain property and/or liability insurance if deemed necessary or desirable by the Directors of the Association.

6.6 To make, amend, impose, and enforce by any lawful means, reasonable rules and regulations of the Association property, subject to approval of the St. Johns River Water Management District if said approval is so required.

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

6.8 To do and perform anything required by these Articles, the Bylaws, or the Declaration to be done by a lot owner, but if not done by the lot owner in a timely manner, at the expense of such owner.

The foregoing specific duties and responsibilities are not construed in any way as limiting the powers of the Association. Rather, the Association will have and exercise all the powers conferred upon Associations so formed.

The Association shall operate, maintain and manage the surface water management system in a manner consistent with St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE VII

MEMBERSHIP

Each Owner, including the Declarant, shall be a Member of the Association. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each Owner shall be appurtenant to the Real Property giving rise to such membership, and shall not be transferred except upon the transfer of title to said Real Property and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VIII

VOTING RIGHTS

8.1 **Voting Rights.** The Association shall have one (1) class of voting membership who shall be all Owners of Real Property. Members shall be entitled on all issues to one (1) vote for each full acre of Real Property in which they hold the interest required for membership; provided, however, that no Owner, for purposes of voting rights, shall be deemed to have less than one (1) acre of Real Property.

Notwithstanding the other provisions contained in these Articles or the Declaration to the contrary, until the Declarant relinquishes control of the Association or otherwise allows control to transfer to the directors of the Association, Declarant shall provide at least thirty (30) days written notice to the St. Johns River Water Management District that all terms and conditions placed upon the Declarant by permits or authorizations from the St. Johns River Water Management District have been satisfied in full and that transfer is proposed to occur on a specific date.

8.2 **Multiple Owners.** Each vote in the Association must be cast as a single vote, and fractional votes shall not be allowed. In the event that joint or multiple Owners are unable to agree among themselves as to how their vote or votes shall be cast, they shall lose their right to vote on the matter in question. If any Owner or Owners cast a vote on behalf of a particular Real Property, it shall thereafter be conclusively presumed for all purposes that he/she was, or they were, acting with the authority and consent of all other Owners thereof. In the event more than the appropriate number of votes are cast for a particular Real Property, none of said votes shall be counted and said votes shall be deemed void.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not less than three (3) nor more than five (5) directors who need not be Members. The initial Board shall be comprised of three (3) people. Anything in these Articles to the contrary notwithstanding, until such time as the Declarant has conveyed to purchasers not affiliated with the Declarant all Real Property; or at such earlier date as may be selected by the Declarant, the Declarant shall be entitled to designate the Board of Directors of the Association. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are:

<u>Name</u>	<u>Address</u>
John M. Curtis	11635 NW 1 st Avenue, Gainesville, Florida 32607
Gail W. Curtis	11635 NW 1 st Avenue, Gainesville, Florida 32607
John Rudniansyn	101 NE 1 st Avenue, Ocala, Florida 34470

Once the Declarant relinquishes its right to appoint the Board of Directors, the Members shall elect the directors. All successor directors shall serve for terms of one (1) year each, or until his successor shall have been elected and qualified.

ARTICLE X **OFFICERS**

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting, and they 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>Office</u>	<u>Name</u>	<u>Address</u>
President	John M. Curtis	11635 NW 1 st Avenue Gainesville, FL 32607
Secretary/Treasurer	Gail W. Curtis	11635 NW 1 st Avenue Gainesville, FL 32607

ARTICLE XI **INDEMNIFICATION**

11.1 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 upon him in connection with any proceeding whether civil, criminal, administrative, or investigative, or any settlement of any proceedings, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

11.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative, or investigative may be paid by the Association in advance of the final disposition of such action, suit, or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

11.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XII

BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the Bylaws.

ARTICLE XIII

AMENDMENTS

Amendments to these Articles of Incorporation and the Bylaws shall be made in the following manner:

13.1 **Resolution.** The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

13.2 **Notice.** Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

13.3 **Vote.** At such meeting a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of Members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

13.4 **Multiple Amendments.** Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

13.5 **Agreement.** If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 through 13.3 had been satisfied.

13.6 **Action Without Directors.** The Members may amend these Articles without an act of the Directors at a meeting for which notice of the changes to be made is given.

13.7 **Limitations.** No amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration. So long as the Declarant shall own any lands within the the Property, no Declarant- related amendment shall be made to the Declaration or to the Articles or Bylaws of the Association unless such amendment is first approved in writing by the Declarant. Any amendment shall be deemed to be Declarant related if it does any of the following:

- a. Directly or indirectly by its provisions or in practical application relates to the Declarant in a manner different from the manner in which it relates to other Owners;
- b. Modifies the definitions provided for by Article I of the Declaration in a manner that alters the Declarant's rights or status;
- c. Modifies or repeals any provision of Article II of the Declaration;

d. Alters the character and rights or membership as provided for by Article III of the Declaration, or affects or modifies in any manner whatsoever the rights of Declarant as a Member of the Association;

e. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements, or facilities;

f. Denies the right of the Declarant to convey to the Association D.R.A. 1.0 Property;

g. Modifies the basis or manner of assessment as applicable to the Declarant or any lands owned by the Declarant; and/or

h. Alters or repeals any of the Declarant's rights or any provision applicable to the Declarant's right as provided for by any such provision of the Declaration.

13.8 Further Limitations. Amendments to these Articles or the Bylaws that directly or indirectly impact operation and maintenance of the D.R.A. 1.0 Property or related systems may be made after approval by the St. Johns River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the St. Johns River Water Management District under the lawful adopted rules of the St. Johns River Water Management District in effect at the time of application for such modification. Amendments to the Articles or the Bylaws that do not impact operation or maintenance of the D.R.A. 1.0 Property or related systems may be made without authorization of the St. Johns River Water Management District; however, copies of any such amendments shall be forwarded to the District within thirty (30) days of approval.

13.9 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Marion County, Florida.

ARTICLE XIV **SUBSCRIBER**

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

<u>Name</u>	<u>Address</u>
John M. Curtis	11635 NW 1 st Avenue, Gainesville, FL 32607

ARTICLE XV **ASSESSMENTS**

Each Owner shall pay assessments according to the number of acres of Real Property owned.

ARTICLE XVI **DISSOLUTION OF ASSOCIATION**

In the event of termination, dissolution or final liquidation of this Association, all property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to the surface water management system, including, but without limitation, all D.R.A. 1.0 Property,

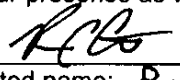
ditches, retention or detention areas, drainage, other surface water management works, and preservation or conservation areas, wetland or wetland mitigation areas that are owned by the Association or controlled by the Association, must be dedicated to and accepted for maintenance by the appropriate unit of government or otherwise transferred to and accepted for maintenance by an approved entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE XVII
NON-STOCK CORPORATION**

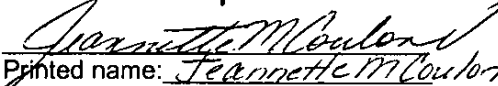
The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership that shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed as of this 11 day of December 2007.

Signed, sealed, and delivered
in our presence as witnesses:


Printed name: Ryan C. Curtis


John M. Curtis


Printed name: Jeannette M. Coulon

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 DEC 13 PM 2:35

APPROVED
AND
FILED

**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 **John M. Curtis** to me known to be the Subscriber described in the foregoing Articles of Incorporation, and having taken an oath, he acknowledged and swore to the execution of the said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 11 day of December, 2007.


Notary Public State of Florida



ACCEPTANCE BY REGISTERED AGENT:

The undersigned, having been named to act as Registered Agent for the corporation named herein, acknowledges said appointment and agrees to serve in such capacity and perform the duties associated therewith.


Ryan C. Curtis

Exhibit "A"

Description: (AS SURVEYED - Lots 1 -5 & D.R.A. 1.0)

COMMENCE AT THE S.W. CORNER OF THE N.W. 1/4 OF SECTION 18, TOWNSHIP 15 SOUTH, RANGE 23 EAST; THENCE S.88°51'38"E., ALONG THE SOUTH BOUNDARY OF SAID N.W. 1/4, 95.58 FEET TO A POINT ON THE EAST RIGHT OF WAY LINE OF COUNTY ROAD 35; THENCE N.00°48'22"W., ALONG SAID EAST RIGHT OF WAY LINE, 220.57 FEET TO THE POINT OF BEGINNING. THENCE CONTINUE ALONG SAID EAST RIGHT OF WAY LINE, N.00°48'22"W. A DISTANCE OF 742.98 FEET; THENCE N.00°47'37"W., ALONG SAID EAST RIGHT OF WAY LINE, 33.68 FEET TO A POINT ON THE NORTH BOUNDARY OF THE SOUTH 5 CHAINS OF THE NORTH 10 CHAINS OF THE WEST 6.37 CHAINS OF THE S.W. 1/4 OF THE N.W. 1/4 OF SAID SECTION; THENCE DEPARTING SAID EAST RIGHT OF WAY LINE, S.88°47'18"E., ALONG THE NORTH BOUNDARY OF SAID SOUTH 5 CHAINS, 340.62 FEET TO A POINT ON THE EAST BOUNDARY OF THE WEST 6.37 CHAINS OF THE S.W. 1/4 OF THE N.W. 1/4 OF SAID SECTION; THENCE S.00°02'47"E., ALONG SAID EAST BOUNDARY, 313.52 FEET TO A POINT ON THE NORTH BOUNDARY OF AN ACCESS ROAD DESCRIBED IN FINAL JUDGEMENT CASE NUMBER 88-568 CA-A; THENCE N.88°24'46"W., ALONG SAID NORTH BOUNDARY 11.66 FEET TO A POINT ON THE WEST BOUNDARY OF SAID ACCESS ROAD; THENCE S.00°01'28"W., ALONG SAID WEST BOUNDARY, 670.99 FEET TO A POINT 12.00 FEET NORTH OF, AS MEASURED PERPENDICULAR TO, THE SOUTH BOUNDARY OF THE N.W. 1/4 OF SAID SECTION; THENCE N.89°51'38"W., PARALLEL WITH SAID SOUTH BOUNDARY, 151.72 FEET; THENCE N.00°03'04"W. A DISTANCE OF 208.61 FEET; THENCE N.88°54'15"W. A DISTANCE OF 166.10 FEET TO THE POINT OF BEGINNING. SAID LANDS BEING SITUATE IN MARION COUNTY, FLORIDA AND CONTAINING 6.576 ACRES, MORE OR LESS.

EXHIBIT "B"

Stormwater Easement Description

COMMENCE AT THE S.W. CORNER OF THE N.W. 1/4 OF SECTION 18, TOWNSHIP 15 SOUTH, RANGE 23 EAST; THENCE S.88°51'38"E., ALONG THE SOUTH BOUNDARY OF SAID N.W. 1/4, 95.58 FEET TO A POINT ON THE EAST RIGHT OF WAY LINE OF COUNTY ROAD 35; THENCE N.00°48'22"W., ALONG SAID EAST RIGHT OF WAY LINE, 847.13 FEET, THENCE DEPARTING SAID RIGHT OF WAY LINE, CONTINUE S.88°47'18"E. A DISTANCE OF 267.17 FEET TO THE POINT OF BEGINNING. THENCE CONTINUE S. 00°01'26"W. A DISTANCE OF 600.13 FEET, THENCE CONTINUE N.88°47'18"W. A DISTANCE OF 92.02 FEET, THENCE CONTINUE S.00°03'04"E. S DISTANCE OF 234.46 FEET, THENCE CONTINUE S.88°51'38"E. A DISTANCE OF 151.72 FEET, THENCE CONTINUE N.00°01'26"E. A DISTANCE OF 234.26 FEET, THENCE CONTINUE N.88°47'18"W. A DISTANCE OF 40.01 FEET, THENCE CONTINUE N.00°01'26"E A DISTANCE OF 600.13 FEET, THENCE CONTINUE N.88°47'18"W. A DISTANCE OF 20.00 FEET TO THE POINT OF BEGINNING.