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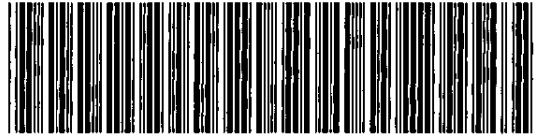
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
1/16



JOHN W. ARNETT*
M. THOMAS BOND, JR.
RAUL CARRERAS, JR.*
ANN MELINDA CRAGGS
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January 10, 2008

* BOARD CERTIFIED REAL ESTATE LAWYER

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Crosspointe Commons Property Owners Association, Inc.

To whom it may concern:

Enclosed please find Articles of Incorporation in connection with the above-referenced matter. Also, enclosed is our check in the amount of \$78.75 for filing fees and a Certified Copy.

Thank you for your assistance in this matter. Should you have any questions, please give me a call.

Yours very truly,

**BOND, ARNETT, PHELAN,
SMITH & CRAGGS, P.A.**

A handwritten signature in cursive script, appearing to read "Pam Tuck", is written over a horizontal line.

Pam Tuck
Real Estate Paralegal

**ARTICLES OF INCORPORATION
OF
CROSSPOINTE COMMONS
PROPERTY OWNERS ASSOCIATION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617 Florida Statutes, the undersigned, acting as incorporator of this corporation, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE 1. NAME

The name of this corporation shall be CROSSPOINTE COMMONS PROPERTY OWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE 2. ADDRESS

The address of the principal office of the Association is 2652 NE 24th St., Ocala, FL 34470, and the mailing address of the Association is 2652 NE 24th St., Ocala, FL 34470.

ARTICLE 3. REGISTERED AGENT

Robert L. Burns, Jr., whose address is 2652 NE 24th St., Ocala, FL 34470, is hereby appointed the initial registered agent of the Association.

ARTICLE 4. DURATION

This Association shall exist perpetually, commencing on the date of filing of these Articles with the Secretary of State, Tallahassee, Florida.

ARTICLE 5. PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof (hereinafter referred to individually as a "Member" and collectively as "Members"), and the specific purposes for which it is formed are to provide for the maintenance, preservation, and architectural control of the Property comprising CrossPointe Commons, and to promote the health, safety and welfare of the Owners and residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

ARTICLE 6. POWERS

The Association shall have the following powers and duties reasonably necessary to operate and maintain the Association including the following:

- 6.1. To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for CrossPointe Commons ("the Declaration") as recorded in the Public Records of Marion County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

- 6.2. To establish, collect, and disburse assessments to be used for the maintenance and upkeep of the Common Areas, roadways, and the storm water and surface water management systems located within CrossPointe Commons;
- 6.3. To manage, operate, maintain, repair, and improve the Common Areas and any storm water or surface water management system located within CrossPointe Commons or any property owned by another third party for which the Association by rule, regulation, Declaration, or contract has a right or duty to provide such services. The Association shall operate, maintain, and manage the storm water or surface water management systems in a manner consistent with the St. Johns River Water Management District requirements and applicable District rules, and shall assist in the enforcement of the Declaration which relate to the storm water or surface water management systems;
- 6.4. Any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have or exercise;
- 6.5. To fix, levy, collect, and enforce payment of, by any lawful means, all charges or Assessments pursuant to the terms of the Declaration, including, but not limited to, for the operation of the storm water or surface water management systems;
- 6.6. To acquire (by gift, purchase, or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property subjected to the Declaration or any other property for which the Association by rule, regulation, Declaration, or contract has a right or duty to provide such services;
- 6.7. To borrow money, and as provided in the Declaration, By-laws, or action of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- 6.8. To dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority or utility as set forth in the Declaration;
- 6.9. To enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;
- 6.10. To enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-laws;
- 6.11. To engage in activities which will actively foster, promote, and advance the interests of owners of real property subject to the Declaration;
- 6.12. To adopt the By-laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-laws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation or the Declaration; and
- 6.13. To promulgate or enforce rules, regulations, or agreements to effectuate all of the purposes for which the Association is organized.

ARTICLE 7. MEMBERSHIP

The Developer and every Owner of a Lot as defined in the Declaration shall be a Member of the Association. Except for the Developer, membership shall be appurtenant to and may not be separated from ownership of any Lot. All Members agree to be bound by the terms and provisions of these Articles and such By-laws as may be promulgated by the Association from time to time.

ARTICLE 8. VOTING RIGHTS

The voting rights in the Association shall be as follows:

- 8.1. The Developer, until ninety percent (90%) of the Lots within the Subject Property have been conveyed to Owners other than the Developer and/or other builders, shall be entitled to four (4) votes for each Lot owned.
- 8.2. Each Owner of a Lot shall be entitled to one (1) vote for each Lot owned. When one or more persons holds an interest in any Lot, all such persons shall be members of the Association, but in no event shall more than one vote be cast with respect to any single Lot. In the event all of the Owners of a Lot cannot agree on any vote, no vote shall be cast for such Lot; provided however, that the Association may conclusively rely on the vote cast by any of the Owners of a Lot as being authorized by all such Owners unless the Association has been notified in writing to the contrary by one or more such Owners.
- 8.3. Three (3) months after ninety percent (90%) of all the Lots in all phases of CrossPointe Commons have been conveyed to Owners other than the Developer and/or other builders, the number of votes to which the Developer is entitled shall be reduced to one (1) vote per Lot owned by the Developer.

ARTICLE 9. DIRECTORS

- 9.1. The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons, who need not be Members of the Association.
- 9.2. The first election of Directors shall be held no later than twelve (12) months after ninety percent (90%) of all the Lots in all phases of CrossPointe Commons have been conveyed to Owners other than the Developer and/or other builders. Three Directors shall be elected at this first election, each for a term of one year. At each annual meeting thereafter, for so long as the Developer has four votes for each Lot owned pursuant to Section 8.1 above, the number of Directors equal to that of those whose terms have expired shall be elected for a one year term. At the annual meeting following the reduction in the Developer's voting rights to one vote per Lot owned by the Developer pursuant to Section 8.3 above, the number of Directors equal to those who have terms that have expired shall be elected to staggered terms determined by the Board of Directors. For example, one Director for a one year term, one Director for a two year term, and one Director for a three year term, any Director may be re-elected. The Directors shall be elected by the vote of a majority of the Members entitled to vote thereon at a meeting at which a quorum of the Members are present. A quorum shall exist when thirty percent (30%) of the total voting interests are present at a meeting. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at such subsequent meeting shall be twenty-five (25%) of the votes of the membership. The Association may call as many such subsequent meetings

as necessary to obtain an authorized quorum. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting, without written notice.

- 9.3. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors, the names and addresses of the initial Directors are as follows:

NAME	ADDRESS
Robert L. Burns, Jr.	2652 NE 24 th St., Ocala, FL 34470
Michael W. Radcliffe	2611 SE Lake Weir Ave., Ocala, FL 34471
John Curington	2652 NE 24 th St., Ocala, FL 34470
Dan Curington	2652 NE 24 th St., Ocala, FL 34470

- 9.4. As long as at least one (1) Lot in the Subject Property is owned by Developer (or its specific assignee of the right granted herein) the Developer shall be entitled to appoint one (1) member of the Board of Directors, the balance of the Board of Directors to be elected as noted above.

ARTICLE 10. ASSESSMENTS

The Directors are required to establish a Common Assessment to be levied against each Lot sufficient to maintain, extend, or improve the Common Areas and any other areas which are maintained or partially maintained by the Association, any storm water or surface water management systems located within the Subject Property, or otherwise necessary to pay Common Expenses. The Directors shall notify the Owners of the amount of the then Common Assessment in such detail as the Directors determine. The amount of the Common Assessment may be changed by the Directors as frequently as deemed necessary by them to assure that the amount of the Common Assessment is sufficient to pay all Common Expenses or otherwise satisfy all obligations of the Association. The Assessment so established may be levied and collected annually, quarterly, or monthly, either in arrears or in advance, at the sole discretion of the Directors.

The Directors may, in their complete and sole discretion, propose and make one or more other Assessments, including, but not limited to, Special Assessments, Capital Improvement Assessments, and Reconstruction Assessments, as set forth in the Declaration. If required by the Declaration, the Directors shall give the Owners written notice of the proposed Special Assessment, Capital Improvement Assessment, and/or Reconstruction Assessment, and the time and location for the meeting of the Directors and Members for consideration of the Special Assessment, Capital Improvement Assessment, and/or Reconstruction Assessment (which shall be in Marion County, Florida) not less than fourteen (14) days prior to the scheduled meeting of the Board of Directors to consider such assessment. Such notice shall include a statement of the assessment(s) that will be considered at the meeting and the nature of the assessment(s). Notice for a meeting at which an Assessment will be considered shall be mailed, delivered, or electronically transmitted to the Owners and posted conspicuously on the property not less than fourteen (14) days before the meeting. At any meeting to consider a Capital Improvement Assessment and/or Reconstruction Assessment, such assessment may be adopted by an affirmative vote of a majority of the voting interests represented at the meeting, if such assessment requires membership approval.

The Directors shall establish separate accounts for the deposit of all funds collected pursuant to this Article, and shall not place any other funds, regardless of source, in such accounts. All funds so deposited shall be disbursed only for improvements to and extensions or maintenance of, the Common Areas, roadways, and storm water or surface water management systems within CrossPointe Commons, costs and expenses of operating and maintaining the Association, or for purposes otherwise authorized by the Declarations, or the Board of Directors. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any Member of the Association requesting access to same.

ARTICLE 11. INCORPORATOR

11.1. The name and address of the incorporator is as follows:

NAME

ADDRESS

Robert L. Burns, Jr.

2652 NE 24th St., Ocala, FL 34470

ARTICLE 12. DISSOLUTION OF THE ASSOCIATION

12.1. The term of the Association shall be perpetual unless dissolved only as provided in the Declaration, the By-laws of the Association, and the laws of the State of Florida.

12.2. In the event of the termination, dissolution, or final liquidation of the association, the responsibility for the operation and maintenance of the surface water and storm water management systems located within CrossPointe Commons must be transferred to and accepted by an entity which will comply with any requirements of the St. Johns River Water Management District, including but not limited to 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.

12.3. Upon dissolution, the Association's assets (including any real property and improvements thereon) remaining after payment to creditors and payment of all costs and expenses relating to such dissolution shall be distributed in the following priority:

12.3.1. To any municipal or governmental authority which is willing to accept such assets and use them for purposes similar to those for which this Association was created; and, if none, then,

12.3.2. To any nonprofit corporation, association, trust, or other organization to be used for similar purposes.

ARTICLE 13. AMENDMENT

13.1. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.

13.2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association entitled to vote thereon.

13.3. Adoption of the amendment will require the affirmative vote of three-fourths of the votes entitled to be cast at that time.

13.4. No amendment to these Articles of Incorporation affecting in any way the ownership, maintenance, or operation of any storm water or surface water management system within CrossPointe Commons shall be effective without the written consent of the St. Johns Water Management District.

ARTICLE 14. OFFICERS

The Board of Directors shall elect the President, Secretary, and Treasurer, and as many Vice-Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Robert L. Burns, Jr.	President
John Curington	Vice-President
Dan Curington	Secretary
John Curington	Treasurer

ARTICLE 15. BY-LAWS

The original By-laws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the By-laws of the Association may be amended, altered, or rescinded at a regular or special meeting of the Members by a majority of the votes then entitled to be cast at a meeting at which a majority of the votes then entitled to be cast are present or represented. Any amendments to By-laws shall be binding on all members of the Association.

ARTICLE 16. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless Developer and every Director and every Officer, their heirs, executors, and administrators, against all loss, cost, and expenses reasonably incurred in connection with any action, suit, or proceeding to which he or she may be made a part by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit, or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE 17. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation, the Developer, or an affiliate of the Developer, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this Association shall be invalid, void, or voidable solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by

reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned incorporator of this Association has executed these Articles of Incorporation this 15th day of November, 2007.

Robt L Burns, Jr.
Robert L. Burns, Jr.

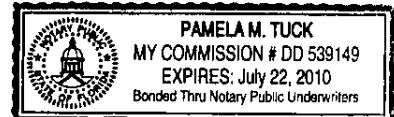
STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 15th day of November, 2007, by Robert L. Burns, Jr.

Pamela M. Tuck
Notary Public, State of Florida

Name: _____
(Please print or type)

Commission Number:
Commission Expires:



Notary: Check one of the following:

- ☒ Personally known OR
☐ Produced Identification (if this box is checked, fill in blanks below).
Type of Identification Produced: _____

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-named Association, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, as registered agent.

Rt 2 Rn
ROBERT L. BURNS, JR., Registered Agent

Date: 11-15-07

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08 JAN 13 PM 3:24
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TALLAHASSEE, FLORIDA