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## FLORIDA PROFIT/NON PROFIT CORPORATION

Fox Hounds at Golden Ocala Homeowners Association, I

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**ARTICLES OF INCORPORATION  
OF  
FOX HOUNDS AT GOLDEN OCALA HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the "Florida Not For Profit Corporation Act" ("Act"), the undersigned subscriber to these Articles, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida and does hereby certify:

**ARTICLE I  
NAME**

The name of the corporation is **FOX HOUNDS AT GOLDEN OCALA HOMEOWNERS ASSOCIATION, INC.**, hereinafter called the "Corporation" or "Association", whose corporate mailing address is 8300 N.W. 31<sup>st</sup> Lane Road, Ocala, Florida 34482. The Association is NOT a condominium association under Chapter 718, Florida Statutes. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act.

**ARTICLE II  
DURATION**

The Association shall exist perpetually unless sooner dissolved as provided by law.

**ARTICLE III  
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Covenants, Restrictions and Easements for Fox Hounds at Golden Ocala (the "Declaration"), to be recorded among the Public Records of Marion County, Florida, as the same may be amended from time to time, unless the context otherwise requires.

**ARTICLE IV  
COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed with the Department of State of the State of Florida.

**ARTICLE V  
PURPOSE AND POWERS 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 the maintenance, preservation and architectural control, to the extent set forth in the Declaration, of the Lots and Common Areas within that certain property referred to as Fox Hounds at Golden Ocala, legally described in the Declaration (the "Property"), and any additional real property within Golden Ocala Golf & Country Club in Ocala, Florida, which may hereafter be brought under the provisions of the Declaration, and for this purpose to:

A. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association, as set forth in the Declaration, including, but not limited to, making and establishing rules and regulations (the "Rules and Regulations"), as are necessary or desirable to govern the use of the Property; and

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





C. The names of the officers who are to serve in the office indicated until the first election or appointment of their successors shall be appointed at the initial meeting of the Board of Directors.

The name of the incorporator of this Corporation is R.L.R. INVESTMENTS, L.L.C., an Ohio limited liability company, whose street address is Corporate Legal Department, 600 Gilliam Road, Wilmington, Ohio 45177.

**E. Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded among the Public Records of Marion County, Florida.

## Page 4 of 7

County, Florida. The cost of recording and of enforcement, including reasonable attorneys' fees, shall be added to the lien. In addition, said lien shall be subordinated to the lien of an Institutional First Mortgage, as defined in the Declaration, provided that the lien of such Institutional First Mortgage is recorded among the Public Records of Marion County, Florida, prior to the recording of a claim of lien by the Association.

#### **ARTICLE XIV INDEMNIFICATION**

A. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including reasonable attorneys' fees at all judicial levels), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, unless: (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe this conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, have reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A of this Article XIV, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith. Any costs or expenses incurred by the Association in implementing any of the provisions of this Article XIV shall be fully assessable against Owners as Common Expenses of the Association.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon the receipt of any undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this Article XIV.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article XIV may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

**ARTICLE XV**  
**SELF DEALING, VALIDITY OF AGREEMENT AND WAIVER OF CLAIMS**

A. No contract, agreement or undertaking of any sort between or among the Association, the Master Association (or its or the Association's directors, employees, agents, or officers), the Members or the Declarant shall be invalidated or affected by reason that any of them holds the same or similar positions with another homeowners association within the Property or Community, or that they are financially interested in the transaction or that they are employed by the Declarant or any affiliate.

B. By acquisition of a Lot or Unit, any interest therein, within the Property, each and every individual or entity, of whatsoever kind or nature, thereby waives any claim for damages or other relief grounded in tort, contract or equity arising out of the negotiation, execution, performance and enforcement of contracts, agreements or undertakings described above, that may accrue at the time of purchase of their Lot or Unit or thereafter against the Association, its directors, officers, Members, agents and employees, or the Declarant.

**ARTICLE XVI**  
**DISSOLUTION**

The Association may be dissolved by a unanimous vote of Members at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting, and that so long as the Declarant owns at least one (1) Lot in the Project, the Declarant's written consent to the dissolution of the Association must first be obtained.

The undersigned Incorporator has executed these Articles of Incorporation, for the purpose of forming this Corporation under the laws of the State of Florida, this 7<sup>th</sup> day of March, 2008.

INCORPORATOR:

R.L.R. INVESTMENTS, L.L.C., an Ohio  
limited liability company

By: 

Name: Ralph L. Roberts, Sr.

Title: Chief Executive Officer

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, as amended, the Corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida, as follows:

1. The name of the Corporation is: Fox Hounds at Golden Ocala Homeowners Association, Inc.
2. The name of the registered agent and registered office of the Corporation for service of process within the State of Florida are: CT Corporation System, whose street address is 1200 South Pine Island Road, Plantation, Florida 33324.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN SUCH CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF THE UNDERSIGNED RELATING TO THE DESIGNATION HEREIN, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

REGISTERED AGENT:

CT CORPORATION SYSTEM

By: 

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**Madonna Cuddihy  
Special Assistant Secretary**