

N08000005684

Ker South Club Inc.
23685 NE Hwy 314
Salt Springs, Fl. 32134

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 5, 2008

KER SOUTH CLIN INC
23685 NE HWY 314
SALT SPRINGS, FL 32134

SUBJECT: KER SOUTH CLUB, INC.
Ref. Number: W08000027596

We have received your document for KER SOUTH CLUB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II

Letter Number: 908A00035061


RECEIVED
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DIVISION OF CORPORATIONS

23685 NE Hwy. 314
Salt Springs, FL 32134
April 13, 2008

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Ms Loria Poole, Regulatory Specialist II

Dear Ms Poole,
Please find attached: the corrected Articles of Incorporation for Ker South
Club, Inc. and your letter dated June 5th, 2008, Ref. Number:
W08000027596. Thank you for helping me with the wording to assure
compliance with Statute 617.

Sincerely yours,


Stewart L. Robinson
Incorporator
352-685-2261

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2009 JUN 13 PM 3:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF KER SOUTH CLUB, INC.
(a Florida Non-Profit Corporation)**

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby certifies for the purpose of forming a corporation not for profit, certifies:

ARTICLE I: NAME AND DURATION

The name of the corporation is KER SOUTH CLUB, INC., a homeowners' association and a Florida Non-Profit Corporation, hereinafter "KER SOUTH CLUB" or "CLUB". This corporation shall exist perpetually.

ARTICLE II: INITIAL - REGISTERED OFFICE, AGENT, PRINCIPAL OFFICE

The initial registered office and initial principal office of the CLUB is located at 23604 NE 124th Place Road, Salt Springs, Florida 32134. The initial registered agent at said office is John L. Vogelpohl.

ARTICLE III: PURPOSES OF THE CLUB

This CLUB does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation, maintenance, preservation and architectural control of the roads, common lot and areas, and improvements thereon, within that certain real property (and any additions thereto) described in the "Declaration of Covenants" to which these Articles of Incorporation will be attached as Exhibit "A", as recorded in the Public Records of Marion County, Florida, (hereinafter referred to as the "Declaration"), and to promote the health, safety and welfare of the members of the CLUB.

ARTICLE IV: POWERS OF THE CLUB

The CLUB shall have all the powers and duties reasonably necessary to operate and maintain the CLUB, including but not limited to, the following:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the CLUB as set forth in the Declaration as recorded in the Public Records of Marion County, Florida.
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the CLUB; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the CLUB, including all licenses, taxes or governmental charges levied or imposed against the property of the CLUB;
- (c) Acquire (by gift, purchase or otherwise), own, hold improve, build upon, operate, maintain, convey, sell, lease, improve, repair, insure, transfer or otherwise dispose of real or personal property in connection with the affairs of the CLUB;
- (d) Borrow money, and with the assent of two-thirds (2/3rds) of the members at a duly called meeting of the CLUB, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell or transfer all or any part of the common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of agreeing members to such dedication, sale, or transfer.
- (f) Participate in mergers and consolidations with other non-profit corporations

organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the members, except as otherwise provided in the Declaration.

(g) To promulgate or enforce rules, regulation, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the CLUB is organized;

(h) To have and to exercise any and all powers, rights and privileges which a nonprofit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

(i) To employ accountants, attorneys, architects and other professional personnel to perform the services required for proper operations of the CLUB.

ARTICLE V: MEMBERSHIP

The owner(s) of every Lot or Unit in the real property included in the Declaration shall be a member of the CLUB. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VI: VOTING RIGHTS

The CLUB shall have one (1) class of voting membership:

Each member shall be entitled to the number of votes as set forth by the Declaration and By-Laws.

ARTICLE VII: DIRECTORS AND OFFICERS

The affairs of this CLUB shall be managed by at least three (3) elected directors - officers in accordance with the By-Laws of the Club. The number of directors may be changed in accordance with the By-Laws but shall never be fewer than three (3). Officers - directors consist of President, Vice President, Secretary, and Treasurer of which one person may be elected to hold more than one officer position. Directors - officers shall be elected during the annual membership meeting by a vote of a majority of a quorum of members present in person or by proxy. Directors - officers shall serve one (1) year terms without limitation on the number of terms consecutively served.

The Initial Officers - Directors of the CLUB are:

John Vogelpohl, 23604 NE 124th Place Road, Salt Springs, Florida 32134 (President - Director)

George King, 23620 NE 124th Place Road, Salt Springs, Florida 32134 (Vice President - Director)

Denise G. Robinson, 23685 NE Hwy. 314, Salt Springs, Florida 32134 (Secretary & Treasurer - Director)

ARTICLE VIII: DISSOLUTION

In the event of the dissolution of the CLUB, other than incident to a merger or consolidation, the asset of the CLUB shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this CLUB was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, CLUB, trust or other organization to be devoted to such similar purposes.

ARTICLES IX: AMENDMENTS

Amendment of these Articles shall require the assent of 75 percent (75%) of the entire membership.

ARTICLE X: BY-LAWS

The original By-Laws of the CLUB shall be adopted by a majority vote of the members. Thereafter, the By-Laws of the CLUB may be amended, altered or rescinded at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XI: INDEMNIFICATION OF OFFICERS

The CLUB shall and does hereby indemnify and hold harmless 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 may be made a party by reason of his being or having been an Officer of the CLUB, including reasonable counsel fees, except as to matter 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 Officer may be entitled.

**ARTICLE XII:
TRANSACTIONS IN WHICH OFFICERS ARE INTERESTED**

Contracts or transactions between the CLUB and one (1) or more of its Officers, or between the CLUB and any other corporation, partnership, CLUB, or other organization in which one (1) or more of its officers are Officer of this CLUB shall be processed in accordance with the By-Laws of the CLUB.

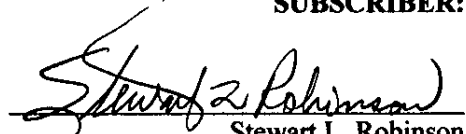
ARTICLE XIII: SUBSCRIBERS

The name and street address of the Incorporator of these Articles of Incorporation is Stewart L. Robinson, 23685 NE Hwy. 314, Salt Springs, Florida 32134.

WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 10th

day of June 2008.

SUBSCRIBER:



Stewart L. Robinson

STATE OF FLORIDA

COUNTY OF MARION

ACCEPTANCE OF REGISTERED AGENT

The undersigned, by his execution hereof, does hereby accept the designation as initial registered agent of KER SOUTH CLUB, INC. pursuant to Article II of these Articles of Incorporation.


John L. Vogelwohl

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA