

NO9000000/704

JUAN CARLOS LONDONO

(Requestor's Name)

10,000 SW 52<sup>ND</sup> AVE 34-6

(Address)

GAINESVILLE, FL 32608

(Address)

(City/State/Zip/Phone #)

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BAILEY ESTATES of HIGH SPRINGS HOMEOWNERS ASSOC., INC.

(Business Entity Name)

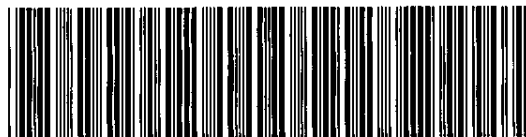
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
BAILEY ESTATES OF HIGH SPRINGS  
HOMEOWNERS ASSOCIATION, INC.**

**FILED**

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In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned incorporator has executed, adopted and caused to be delivered for filing these Articles of Incorporation (hereinafter called the "these Articles") for the purpose of forming a corporation not for profit and does hereby certify:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is BAILEY ESTATES OF HIGH SPRINGS HOMEOWNERS ASSOCIATION, INC. (hereinafter called the "Association").

**ARTICLE II  
PRINCIPAL OFFICE OF THE ASSOCIATION**

The initial principal place of business and the mailing address of the Association is located at 10,000 S.W. 52<sup>nd</sup> Avenue, Suite G-34, Gainesville, FL 32608.

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

The Association does not contemplate pecuniary gain or profit to the Members thereof. 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 shall have all the powers of a non-profit 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, the Bylaws, or the Declaration (as defined hereinafter). The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles or the Bylaws, and to do and perform any and all acts which 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, operation and improvement of the Property and Areas of Mutual Accountability. Except to the extent maintenance of any portion of the Drainage System has been assumed by any governmental authority, the Association shall operate, maintain and manage the Drainage System in a manner consistent with the Suwannee River Water Management District, and shall assist in the enforcement of the Declaration which relate to the Drainage System. The Association shall levy and collect adequate assessments against Members of the Association for the costs of operation, maintenance and management of the Drainage System.

**ARTICLE IV  
DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Covenants, Conditions and Restrictions for Bailey Estates of High Springs recorded or to be recorded in the Public Records of Alachua County, Florida, as it may from time to time be amended (hereinafter called the "Declaration").

**ARTICLE V**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 10,000 S.W. 52<sup>nd</sup> Avenue, Suite G-34, Gainesville, FL 32608, and the name of the initial registered agent to accept service of process within the State of Florida at that address is Juan Carlos Londono.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The affairs of this Association shall be managed and administered by a Board of Directors, consisting of three (3), five (5), or seven (7) members. Initially, the Board shall consist of three (3) members, with the number in subsequent years to be determined by the members of the Board; provided that there shall always be an odd number of directorships created. The number of directors may be changed by amendment to the Bylaws 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 are:

<u>NAME</u>	<u>ADDRESS</u>
Juan Carlos Londono	10,000 SW 52 <sup>nd</sup> Ave, Suite G-34, Gainesville, FL 32608
Jack Londono	2100 W. Beach Drive, #I-201, Panama City, FL 32401
Nohra Londono	2100 W. Beach Drive, #I-201, Panama City, FL 32401

Notwithstanding any other provision of this Article VI to the contrary, Owners other than Declarant shall be entitled to elect at least a majority of the members of the Board of Directors not later than three (3) months after ninety percent (90%) of the Lots for the Property, that will ultimately be operated by the Association, have been conveyed to Owners. Until then, Declarant shall be entitled to appoint all members of the Board of Directors. Thereafter, Declarant shall be entitled to elect at least one member of the Board of Directors as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots in the Property. After Declarant relinquishes control of the Association, Declarant may exercise the right to vote any Declarant owned voting interests in the same manner as any other Owner, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board of Directors. Interim vacancies in the Board of Directors shall be filled by Declarant until Declarant has no authority to appoint Directors and thereafter by the majority of the remaining Directors, and any such appointed Director shall serve for the remaining term of his predecessor. After Declarant relinquishes its right to appoint the Board of Directors, the Members shall elect the directors by majority vote, for staggered terms of three (3) years each. To create the staggered terms, one post shall be deemed vacant at the end of the second year, and a successor director shall be elected. The third post shall be deemed vacant at the end of the third year, and a successor director shall be elected. All successor directors shall serve for terms of three (3) years each. In the event that the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.

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## **ARTICLE VII**

### **OFFICERS**

The day-to-day affairs of the Association shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Association, which may include a President, Vice-President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors 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	Juan Carlos Londono	10,000 SW 52 <sup>nd</sup> Ave, Suite G-34 Gainesville, FL 32608
Secretary/Treasurer	Nohra Londono	2100 W. Beach Drive, #I-201 Panama City, FL 32401
Vice-President	Jack Londono	2100 W. Beach Drive, #I-201 Panama City, FL 32401

## **ARTICLE VI**

### **MEMBERSHIP**

Section 1. Membership. The Declarant and each Owner shall be a Member of the Association. The Association membership of each Owner shall be appurtenant to and inseparable from the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

Section 2. Voting Rights. The Association shall have two (2) classes of voting membership:

(a) Class "A". Class "A" Members shall be all Owners of Lots other than Declarant, for so long as Declarant is a Class "B" Member. Each Class "A" Member shall have one (1) vote for each Lot owned by that Member.

(b) Class "B". The Class "B" Member shall be Declarant or any successor of the Declarant who takes title thereto. Declarant may assign one or more of its Class "B" votes. The Class "B" Member(s) shall be entitled to ten (10) Class "B" votes in all matters for each Lot owned by a Class "B" Member(s), or an aggregate of One Thousand Nine Hundred and Eighty (1,980) Class "B" votes representing ten (10) votes for each of the one hundred and ninety-eight (198) Lots in the Property. No Lot shall be entitled to votes until such time as it is annexed by the Supplemental Declaration; and at such time it shall be entitled to Class "B" votes in the same manner as provided herein. Class "B" Members shall cast on all issues their votes as they among themselves determine. It shall be permitted for the Declarant to retain and to cast all Class "B" votes. As each Lot in the Property is conveyed by Declarant to a Class "A" Member, Declarant's votes for that Lot shall lapse. The Class "B" membership shall terminate and become converted to Class "A" membership three (3) months after the happening of the earlier of the following:

(i) When the total outstanding Class "A" votes in the Association is equal or greater than the total outstanding Class "B" votes; or

(ii) Ten (10) years from the date of recording this Declaration, or ten (10) years from the date of the last annexation of property, whichever shall occur last; or

(iii) When, in its sole discretion, the Declarant may so decide.

Upon the happening of any one of these events, the Declarant shall call a meeting as provided in the Bylaws for special meetings to advise the Association membership of the termination of Class "B" status.

Section 3. 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 is to be cast, or if more than one (1) Class "A" vote is cast for any Lot, the votes for that Lot shall be lost and not counted on the matter in question. If any Owner(s) casts a vote on behalf of a particular Lot, 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 numbers of votes are cast for a particular Lot, none of said votes shall be counted and said votes shall be deemed void. Corporations, partnerships, and other entities must notify the Association of the natural person who will be considered a Member of the Association and be entitled to exercise its vote.

## **ARTICLE IX**

### **DURATION**

The Association shall commence to exist upon the filing of these Articles with the Florida Department of State, Division of Corporations, and the Association shall thereafter exist in perpetuity.

## **ARTICLE X**

### **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

Section 1. Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes. Subject to the terms of Articles XIV, any amendment to these Articles of Incorporation shall require the assent of two thirds (2/3) of the votes of the entire membership without regard to class.

Section 3. Recording. A copy of each amendment shall be filed with the Florida Department of State, Division of Corporations pursuant to the provisions of applicable Florida law, and a copy certified by the Florida Department of State, Division of Corporations shall be recorded in the Public

Records with an identification on the first page thereof of the book and page of said Public Records where the Declaration was recorded.

Section 4. Limitations. No amendment shall be made that is in conflict with the Declaration.

## **ARTICLE XI**

### **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 in the Bylaws.

## **ARTICLE XII**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. The Association shall defend, indemnify and hold harmless any person of the Association who is made 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 such person is or was a director, officer, committee member, employee or agent of the Association:

(a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with an action, suit, or proceeding (other than one by or in the right of the Association), if such person acted in good faith, and with respect to any criminal action or proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by such person in connection with the defense or settlement of an action or suit by or in the right of the Association, if such person acted in good faith.

Section 2. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that their conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of their duty to the Association.

Section 4. Any indemnification under Section 1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority vote of Members of the Association.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that such person is not entitled to indemnification by the Association.

Section 6. The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees or agents may be entitled under the Association's Bylaws, agreement(s), vote of Members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article XII is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section 8. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of their capacities as described in Section 1, whether or not the Association would have the power to indemnify such person under this Article XII.

Section 9. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

### **ARTICLE XIII**

#### **INCONSISTENCY**

Should a conflict or inconsistency exist or arise between any of the provisions of these Articles of Incorporation and the provisions of the Bylaws, the provisions of these Articles of Incorporation shall prevail and control. In the event of any conflict or inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles of Incorporation, the terms and provisions of the Declaration shall prevail and control.

### **ARTICLE XIV**

#### **REQUIRED APPROVALS**

Notwithstanding anything in these Articles to the contrary, as long as there exists a Class "B" membership, if any one or more of HUD, FHA or VA requires approval or consent by it or them to

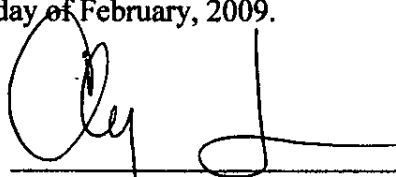
annexation of Additional Property, any merger or consolidation involving the Association, the placing of any mortgage lien on the Common Property, dedication to the public of any Common Property, any amendment of the Declaration or these Articles, or dissolution of the Association, by any one or more said agencies as a condition of making, insuring or purchasing loans on Residential Units in the Property, and any such loan has been approved, insured or purchased by the applicable agency at the time of the proposed annexation, merger, consolidation, mortgaging, dedication, amendment or dissolution, then the required consent or approval shall be obtained. In addition, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Drainage System must be transferred to and accepted by an entity which would comply with any laws, rules, regulation or administrative codes and be approved by the Suwannee River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE XV**  
**INCORPORATOR**

The name and street address of the sole incorporator to these Articles of Incorporation is as follows:

Juan Carlos Londono  
10,000 S.W. 52<sup>nd</sup> Avenue  
Suite G-34  
Gainesville, FL 32608

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 19<sup>th</sup> day of February, 2009.



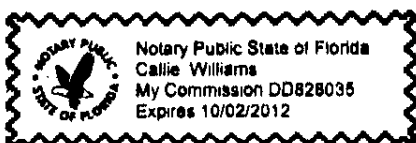
Name: Juan Carlos Londono  
Incorporator and Registered Agent

STATE OF FLORIDA

COUNTY OF ALACHUA

The foregoing Articles of Incorporation were acknowledged before me this 19<sup>th</sup> day of February, 2009, by Juan Carlos Londono, who is personally known to me.

[SEAL]



Callie Williams

NOTARY PUBLIC

Print Name: Callie Williams

My Commission Expires: 10/02/2012



## **CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS**

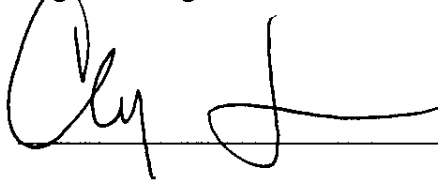
Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said statutes.

BAILEY ESTATES OF HIGH SPRINGS HOMEOWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 10,000 S.W. 52<sup>nd</sup> Avenue, Suite G-34, Gainesville, FL 32608, has named Juan Carlos Londono, located at the above-registered office, as its Registered Agent to accept service of process within this State.

### ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said statutes relative to keeping open said office.

Registered Agent:



Name: Juan Carlos Londono

Dated: February 19, 2009

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