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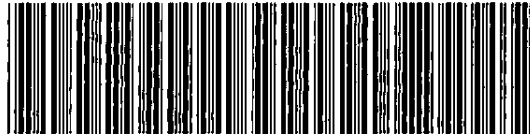
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUL 24 P 12:04

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JUL 27 2009
D.A. WHITE

GRUNDER & PETTEWAY, P.A.

Attorneys at Law

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Gary D. Grunder

Kyle E. Petteway

July 23, 2009

Secretary of State
Division of Corporations
New Filings Section
P. O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Hopewell Estates Homeowners' Association, Inc.

Dear Corporate Filing Representative:

Enclosed are the following documents relating to the incorporation of Hopewell Estates Homeowners' Association, Inc.:

- (1) Articles of Incorporation for Hopewell Estates Homeowners' Association, Inc., signed by the incorporators of the corporation;
- (2) Acceptance of Registered Agent, signed by the registered agent of the corporation; and
- (3) A check in the amount of \$78.75 for filing the Articles of Incorporation (\$35.00), filing the Acceptance of Resident Agent (\$35.00), and for issuance of a Certificate of Status for the corporation (\$8.75).

Please file the Articles of Incorporation and forward a Certificate of Status to me.

Please contact me if you have any questions regarding the enclosed documents. Thank you for your attention to this matter.

Sincerely,



Amy L. Kenner, CLA, FCP, FRP to
Grunder & Petteway, P.A.
9280

**ARTICLES OF INCORPORATION
OF
HOPEWELL ESTATES HOMEOWNERS' ASSOCIATION, INC.
A Not for Profit Corporation**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLE I
NAME AND TERM OF EXISTENCE**

The name of the corporation is Hopewell Estates Homeowners' Association, Inc., hereinafter referred to as the "association". The existence of the association shall commence upon the filing of these Articles of Incorporation with the Department of State of the State of Florida and shall continue in perpetuity.

**ARTICLE II
PURPOSE**

- A. The association is organized for the purpose of management, maintenance, operation and care of real and personal property, including, but not limited to all roads, lakes, ditches, canals, retention or detention areas, drainage, other surface water management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the association or the owners in common.
- B. The association shall have the power:
 - 1. To fix and make assessments of lots and lot owners and collect the assessment by any lawful means;
 - 2. To borrow money;
 - 3. To use and expend proceeds of assessments and borrowing in a manner consistent with the purposes for which the association is formed;
 - 4. To appoint an Architectural Control Committee;
 - 5. To maintain, repair, replace, operate, and care for real and personal property, including but not limited to, all lakes, ditches, canals, retention or detention areas, drainage, roads and lands of the surface water management system which are owned by the association or the owners in common in a manner consistent with the permit issued by the Suwannee River Water Management District and the operation and maintenance plan attached thereto;
 - 6. Purchase and maintain insurance;
 - 7. To make, amend, impose and enforce by any lawful means, reasonable rules regulating use of the common areas and association property;
 - 8. To contract for services with others;
 - 9. To do and perform anything required by these articles, the bylaws, or the Declaration of Covenants and Restrictions (Declaration) to be done by the owner, but if not done by the owner in a timely manner, at the expense of the owner;
 - 10. To do and to perform any obligations imposed upon the association by the Declaration or by the permit or authorization from any unit of local, regional, state, or federal government and to enforce by any legal means the provisions of these articles, the bylaws, and the declaration;
 - 11. To operate, maintain and manage the Surface Water or Storm Water Management System(s) in a manner consistent with Suwannee River Water Management District ("District") permit No. _____ and applicable District rules, and shall assist in the

enforcement of the Declaration of Covenants and Restrictions which related to the Surface Water or Storm Water Management System(s).

- C. The Association shall levy and collect adequate assessments against the member of the Association for the costs of maintenance and operation of the Surface Water or Storm Water Management System(s).

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 of the powers conferred upon association so formed.

ARTICLE III OFFICES

The principal offices of the association in the State of Florida shall be located at 8803 SW 61st Ave., Gainesville, Florida 32608. The association may have such other offices, either within or without the State of Florida, as the Board of Directors may designate or as the business of the association may require from time to time. The mailing address of the association shall be 8803 SW 61st Ave., Gainesville, Florida 32608.

ARTICLE IV MEMBERSHIP

Every person or entity who is, from time to time, the record owner of Lots 1 through 20 inclusive, of Hopewell Estates, a subdivision as recorded in the Public Records of Alachua County, Florida, shall be a member of the association. Membership shall be appurtenant to and may not be separated from the ownership. Each member shall be entitled to one vote for each lot owned by that member. If the owner owns a fractional interest in a lot, the member shall have a fractional vote proportional to ownership interest.

ARTICLE V DIRECTORS

The method of election of directors is as set forth in the bylaws. The following persons shall serve the association as directors until the first annual meeting or other meeting called to elect directors:

<u>NAME</u>	<u>ADDRESS</u>
Joseph C. Cauthen, IV	8803 SW 61 st Ave. Gainesville, FL 32608
Joseph C. Cauthen, III	8224 SW 28 th Place Gainesville, FL 32607
Virginia J. Cauthen	8224 SW 28 th Place Gainesville, FL 32607

ARTICLE VI INITIAL CONTROL BY DEVELOPER

Notwithstanding the other provisions contained in these articles to the contrary, Hopewell, LLC, or its successors in interest herein referred to as "developer" shall have full right and authority to elect and/or remove all directors until developer relinquishes that right or ceases to be the owner of one or more of the lots as described in Article III above. The developer prior to relinquishing control of the association or otherwise allowing control of the directors to transfer to the lot owners of the association, shall provide at least thirty days written notice to the Suwannee River Water Management District that all terms and conditions placed upon the developer by permits or authorizations from the Suwannee River Water Management District have been satisfied in full and that transfer is proposed to occur on a specific date.

ARTICLE VII ASSESSMENTS

Each lot owner shall be responsible for a fraction of the cost of carrying out the purposes of the association. The numerator of the fraction shall be the number of lots owned by the owner and the denominator shall be the total number of lots subject to assessment. The Board of Directors shall assess lot owner on an annual basis, a regular basis other than annually, and/or from time to time as the need arises in order to defray the costs incurred by the association and provide reserves that the Board of Directors in its judgment deems reasonable, for the operation of the association. Assessments shall be levied by resolution of the Board of Directors.

ARTICLE VIII BYLAWS AND AMENDMENT OF ARTICLES

- A. The bylaws will be adopted and may be amended by the directors, consistent with these Articles. Amendments to the Articles and bylaws which directly or indirectly impact operation and maintenance of the subsurface management system, including without limitation, all lakes, ditches, canals, retention or detention areas, drainage or other subsurface management works, and preservation or conservation areas, wetland and wetland mitigation areas which are owned by the association or the owners in common, may be made after approval by the Suwannee River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the Suwannee River Water Management District under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification. Amendment to the articles or the bylaws, which does not impact operation or maintenance of the system, may be made without authorization of the Suwannee River Water Management District; however, copies of any such amendments shall be forwarded to the Suwannee River Water Management District within thirty days of approval.
- B. Should a conflict exist or arise between any of the provisions of the Articles of Incorporation and the provisions of the Bylaws, the provisions of the Articles of Incorporation shall control.

**ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT**

The principal address and the registered office address shall be 8803 SW 61st Ave., Gainesville, Florida 32608. The name of the association's initial registered agent at such address is Joseph C. Cauthen, IV.

**ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

- A. 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 completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he 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 expense (including attorneys fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed was not opposed to the best interest of the association, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the association to procure a judgment in its favor, no indemnification shall be made in respect to any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duties to the association unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability such person is fairly and reasonably entitled to indemnity in view of the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors that the indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the association in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the association as authorized in this section.
- B. The association shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorneys fees, actually and reasonably incurred by him in connection therewith without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.
- C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

- D. In addition to the indemnification provided for herein, the association shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is Joseph C. Cauthen, IV, 8803 SW 61st Ave., Gainesville, Florida 32608.

ARTICLE XII
PRECONDITION TO DISSOLUTION

Prior to dissolution of this association, all property, interest in property, whether real, personal, or mixed which is directly or indirectly related to the surface management system, including but without limitation all lakes, ditches, canals, retention or detention areas, drainage or other subsurface management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned by the association or the owners in common, will be dedicated to, and accepted for maintenance by, the appropriate unit of government or otherwise transferred to, and accepted for maintenance by, another approved entity. Dedication or approval must be authorized by the Suwannee River Water Management District through modification of any and all permits or authorizations issued by the Suwannee River Water Management District. Such modification shall be made under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification.

The undersigned incorporator has executed these Articles of Incorporation on July 23, 2009, 2009.

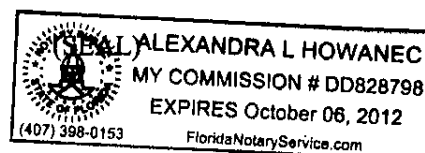
Joseph C. Cauthen IV
Joseph C. Cauthen, IV

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 23 day of July, 2009, by Joseph C. Cauthen, IV who

- (☒) is personally known to me.
() produced a current Florida driver's license as identification.
() produced _____ as identification.

Alexandra L. Howanec
Signature of Notary
My Commission Expires:



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for Hopewell Estates Homeowners' Association, Inc.

Dated this 23rd day of July, 2009.

Joseph C. Cauthen IV
Joseph C. Cauthen, IV

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TALLAHASSEE, FLORIDA