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Eleanor Tesarek agent
(Requestor's Name)

140 Old Tung Grove Rd
(Address)

(Address)

Monticello FL 32304-850-997-
(City/State/Zip/Phone #) 1226

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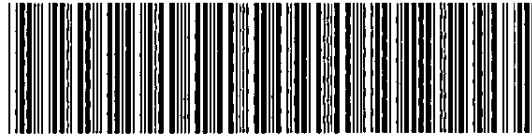
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ARTICLES OF INCORPORATION

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**AIRSTRIP COMMITTEE
OPERATIONS AND MAINTENANCE CORPORATION**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, who is a resident of Florida, and who is of full age, has this day voluntarily executed these Articles of Incorporation for the purpose of forming a corporation not for profit as agreed by the Airstrip Committee membership, present and by proxy, during the special meeting held on October 10, 2009.

ARTICLE I

NAME

The name of this Corporation shall be AIRSTRIP COMMITTEE OPERATIONS AND MAINTENANCE CORPORATION, hereafter called the "Corporation".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation is located at 1656 Ashville Highland Drive, Greenville, Florida 32331.

ARTICLE III

PURPOSE AND POWERS OF THE CORPORATION

This Corporation does not contemplate pecuniary gain or profit to the members hereof. The specific purposes for which it is formed are to carry out those duties and obligations assigned to the Airstrip Committee by the AAPOA Bylaws, Article XIV, as presently recorded, and herewith attached as Exhibit "A", to provide for the preservation, care, operation and maintenance of the airstrip and all common areas that are part of the Airport as described in Jefferson Landing, a Section 10, and 15, Township 2 North, Range 6 East, Block "A" and Ashville Highlands-Phase-2, a Subdivision in Sections 10, 11, 14, and 15, Township 2 North, Range 6 East, Block "C", Jefferson County, Florida:

(a) exercise all of the powers and to perform all the duties and obligations set forth in ARTICLE XIV of the AAPOA Bylaws as currently recorded and this Corporation Bylaws as approved and voted on by Executive Directors.

(b) collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of these Articles or the Bylaws properly adopted hereunder.

(c) have and exercise any and all powers, rights and privileges which a corporation organized under chapter 617 of the laws of the State of Florida may now or hereafter have or exercise.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS

Section 1. Each owner of a lot within the Airport, as described by EXHIBIT "B", herein attached, shall be a member of the Corporation.

Section 2. Each owner of a lot shall be a member of the AAPOA.

Section 3. Each lot shall be entitled to one vote at every duly called meeting of the Corporation, including one vote in electing directors to serve as Executive Directors of the Corporation.

Section 4. The present Executive Committee Members of the Airstrip Committee will serve as Executive Directors of the Corporation for the remainder of their term. The owners of all lots shall elect new members to be Executive Directors of the Corporation to serve for a period of two years unless re-elected in accordance with the terms hereof.

ARTICLE V

EXECUTIVE DIRECTORS

The affairs of this Corporation shall be managed by three (3) Executive Directors who must be members of this Corporation. The name and addresses of the persons who are to act in the capacity of Executive Directors until the selection of their successors are:

Eleanor Tesarek	140 Old Tung Grove Dr Monticello, Florida 32344
Buddy Westbrook	P.O. Box 45 Monticello, Florida 32345
Daniel Peterson	105 West 4 th Ct Greenville, Florida 32331

Directors shall be elected for a term of two years at the annual meeting of the Corporation.

ARTICLE VI

DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the membership. Upon dissolution the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this association was created.

ARTICLE VII

DURATION

The Corporation shall exist perpetually.

ARTICLE VIII

AMENDMENTS

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

ARTICLE IX

BYLAWS

The first Bylaws of this Corporation shall be adopted by the Executive Directors and may be amended, altered or rescinded at any regular or special meeting of the members of the Corporation by a vote of a majority of a quorum of the members present in person or by proxy.

ARTICLE X

REGISTERED OFFICE AND AGENT

The street address of the initial Registered office, and name of the initial Registered Agent at such address, is Eleanor Tesarek, 140 Old Tung Grove Dr., Monticello, Florida 32344.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence to exist on October 10th, 2009 at 9:55 A.M. Eastern
~~Standard~~ Time.

Daylight

ARTICLE XII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is as follows:

Buddy Westbrook
P.O. Box ~~45~~ 415
Monticello, Florida 32345

HAVING BEEN NAMED to accept services of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Eleanor Tesarek
Eleanor Tesarek, Registered Agent

Date 10/10/09 - 9:41 AM

Buddy Westbrook
Buddy Westbrook, Incorporator

Date 10-10-09 9:40 AM

majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE XIV

AIRSTRIP COMMITTEE

Section 1. Membership and Voting. The owners of Lots 6-32, inclusive, Block "C", ASHVILLE HIGHLANDS, PHASE 2, and of all lots in Block "A", JEFFERSON LANDING, and the lessees of private or individual hangar spaces or tie-down areas from the Association, shall be designated as and shall act as the "Airstrip Committee" of the Association, which Committee shall act by and through an "Executive Committee" on behalf of the Association with respect to the specific matters set forth in this Article, and with respect to assessments as may be set forth in Article IV of the Declaration, to the extent said assessments exceed those levied on owners of lots who are not members of the Airstrip Committee. The "Executive Committee" shall be elected by a majority vote of the "Airstrip Committee", and shall consist of three (3) members, who are all members of the "Airstrip Committee" as defined above, and who shall serve as such until their successors are chosen as set forth above. In the event an owner of a lot who is a member of the Airstrip Committee by virtue of his

ownership of such lot is also a lessee of a private or individual hangar space or tie-down area from the Association, said owner/lessee shall be entitled to cast separate votes by virtue of each such status, with each owner/lessee being entitled to cast one (1) vote for each such lot owned and one (1) additional vote for each such space or area leased.

Section 2. Authority to Designate Use of Funds. The Executive Committee of the Airstrip Committee shall have the authority to, and may, by a majority vote, designate and specify on behalf of the Association the use of the "airstrip-related" assessments (which shall be defined as the amount by which the assessments levied on owners of lots who are members of the Airstrip Committee exceed the assessments levied on owners of lots who are not members of the Airstrip Committee) which may be assessed pursuant to the authority of the Association as set forth in Article IV of the Declaration, and the rental income received from the leasing of private or individual hangar spaces or tie-down areas, for the limited and restricted purposes of maintaining, grading and mowing the turf airstrip, taxiways, tie-down and hangar areas and aircraft-related areas or facilities as may exist or as may be shown on the plats containing same. If requested by the Executive Committee, all "airstrip-related" assessments shall be maintained in a separate bank account, and may be disbursed by the Executive Committee.

Section 3. Leasing of Hangar Spaces and Tie-Down Areas. The Executive Committee of the Airstrip Committee may, on behalf of the Association, lease out for periods of one (1) year private or individual hangar spaces or tie-down areas to any lot owner in the AUCILLA SHORES SUBDIVISION, SMOKEHOUSE FARMS, PHASES 1 and 2 SUBDIVISIONS, ASHVILLE HIGHLANDS, PHASES 1 and 2 SUBDIVISIONS, SNEAD'S

EX-11814X3

HIDEAWAY SUBDIVISION and JEFFERSON LANDING SUBDIVISION, Jefferson County, Florida, on a priority basis established by the order in which the Airstrip Committee receives requests for said leases. The rental for each such individual or private hangar space or tie-down area shall be paid annually, in advance, and shall be in an amount equal to \$100.00 in excess of all "airstrip-related" assessments (as defined hereinabove) imposed upon members of the Airstrip Committee. Said \$100.00 amount shall also be increased annually in the same ratio as the cost of living index hereinafter designated shall have increased during the preceding lease period; however, in no event shall said \$100.00 amount be decreased. The cost of living index to be used shall be the "Consumer's Price Index for Moderate Income Families of the City of New York" published by the Bureau of Labor Statistics of the U.S. Department of Labor, or any successor or substitute index. In the event that said index ceases to use the 1967 average of 100 as the basis of calculation, or if a substantial change is made in the terms or particular items contained in the price index, then the price index shall be adjusted to the figure that would have been arrived at, had the change in the manner of computing the price index in effect at the commencement of each respective lease not been effected. In the event that such index (or a successor or substitute index) is not available, a reliable governmental or other non-partisan publication evaluating the information theretofore used in determining the price index shall be used. Upon the expiration of each such one (1) year lease, the then current lessee shall have the first right to re-lease the respective hangar spaces or tie-down areas from the Association for the following one (1) year period at the then current rental rates as computed and determined hereinabove.

EXHIBIT A

Section 4. Adoption of Rules and Regulations. The

Executive Committee of the Airstrip Committee may adopt or publish rules and regulations governing the use of the airstrip, taxi-ways, tie-down and hangar areas and aircraft-related areas or facilities owned or maintained by the Association and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

Section 5. Decrease in Assessments. The Board of

Directors of the Association may not decrease the amount of any "airstrip-related" assessments (as defined hereinabove) without the prior written consent of two-thirds (2/3) of the Airstrip Committee.

Section 6. Increase in Assessments. The Board of Directors

of the Association shall increase the amount of the "airstrip-related" assessments up to a maximum of ten percent (10.0%) if such is requested by at least two (2) of the Executive Committee members. In addition, the Board of Directors of the Association shall increase the amount of the "airstrip-related" assessments in excess of ten percent (10.0%) if such is requested by at least two (2) of the Executive Committee members, provided same is approved by at least two thirds (2/3) of the members of the Airstrip Committee who attend, in person or by proxy, a meeting of the Airstrip Committee where such matter is considered. The general provisions of these bylaws relating to notice, quorum and otherwise to calling and conducting a meeting shall apply.

Section 7. Amendment. Any other provisions herein to

the contrary notwithstanding, this Article XIV of the Bylaws (regarding the Airstrip Committee) may only be altered, amended or rescinded by an affirmative vote of ninety percent (90%) of the members of the Airstrip Committee.

EXHIBIT "B"

**Jefferson Landing Subdivision, Sections 10, and 15, Township 2 North, Range 6 East,
Block "A" Jefferson County, Florida.**

Hangar Lots

A-01 to A-08; B-01 to B-08; C-01 to C-10; D-01 to D-10 total 36 hangar lots.

**Jefferson Landing Subdivision Block "A"
5 +-Acres Residential Lots**

JL-A03 to JL-A28 total 26 lots

**Ashville Highland Subdivision- Phase 2, Sections 10, 11, 14 and 15, Township 2 north,
Range 6 East, Jefferson County, Florida.**

5+- Acres Residential Lots

AH2-C06 to AH2-C32 total 27 lots

TOTAL 89 LOTS