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Daniel Hicks, P.A.

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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
SERENDIPITY FARMS OWNERS ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION  
OF  
SERENDIPITY FARMS OWNERS ASSOCIATION, INC.

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associated themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and do hereby certify:

ARTICLE I

Name

The name of the Corporation is SERENDIPITY FARMS OWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

Registered Agent/Office

The name of the Registered Agent is William J. Rodgers, III, 2333 E. Silver Springs Blvd., Ocala, Florida 34470, and the principle Office of the corporation is 2333 E. Silver Springs Blvd., Ocala, Florida 34470.

ARTICLE III

Existence and Duration

Existence of the Association shall commence a January 1, 2010. The Association shall exist in perpetuity.

ARTICLE IV

Definitions

All definitions in the Declaration of Covenants, Conditions and Restrictions for Serendipity Farms, recorded in Official Records Book 2893, Pages 1712 through 17, 28, inclusive, are incorporated herein by reference and made a part hereof.

ARTICLE V

Purpose and Definitions

Section 1. Purpose. The primary purpose of this Association is to create an entity to provide a forum for discussion and communication among the Owners of property in Serendipity Farms (the "Property"), to facilitate and assure the maintenance and operation of the property as may be subjected to the terms of the Declaration pursuant to its terms, including but not limited to the roadways and drainage facilities and to administer the Declaration.

Section 2. Nonprofit Character of Association. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

Section 3. Definitions. "Developer" or "Declarant" shall mean William J. Rodgers, Jr., deceased, and his successors in interest or assigns or all or, at the election of the Developer, substantially all of his interest in the Property.

ARTICLE VI

Powers

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

(a) To exercise all the powers and privileges and to perform all of the duties and obligations of the

Prepared by:  
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Association as set forth in the Declaration and as the same may be amended from time to time as therein provided.

(b) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate all of the purposes for which the Association is organized.

(c) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

(d) To establish, collect, and disburse assessments to be used for the maintenance and operation of the surface water or storm water management system located within Serendipity Farms.

(f) To enforce covenants, conditions or restrictions affecting the Property to the extent the Association may be authorized to do so under any Declaration, these Articles of Incorporation and the Bylaws.

(g) To enter into, make, perform or enforce contracts of every kind and description; and to all other acts necessary, appropriate or advisable in carrying out any purpose of the Association with or in association with any corporation or other entity or agency, public or private.

(h) The Association shall operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the Southwest Florida Water Management District Permit for Serendipity Farms and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

#### ARTICLE VII Membership

The Developer and every Owner of a Lot as defined in the Declaration shall be a member of the Association. Except for the Developer, membership shall be appurtenant to and may not be separated from ownership of any Lot. All members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

#### ARTICLE VIII Voting Rights

The voting rights in the Association shall be as follows:

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Developer and shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members but the vote for such lot shall be exercised by one of their number designated in the manner provided in the Association's By-Laws and in no event shall be more than one vote cast with respect to any lot.

Class B. The Class B member shall be the Developer who shall be entitled to one (1) vote plus two (2) votes for each lot in Serendipity Farms irrespective of by whom owned. The Class B membership shall cease and be converted to Class A membership at such time as the Class B member ceases to own any lot in Serendipity Farms or at such other earlier date as the Class B member may determine.

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ARTICLE IX  
Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three nor more than five persons who are members of the Association. The number of Directors may be set by a majority vote of the Board of Directors.

The names and addresses of the member(s) of the Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

NAME	ADDRESS
Kathy Morris	6555 SE 13 <sup>th</sup> Avenue Ocala, FL 34480
Michael Paglia	5960 SE 13 <sup>th</sup> Avenue Ocala, FL 34480
Pam Rodgers	6405 SE 13 <sup>th</sup> Avenue Ocala, FL 34480

ARTICLE X  
Assessments

The Directors are required to establish a proposed annual assessment and/or a special assessment to be levied against each Lot to promote the recreation, health, safety, security and welfare of the Owners of Lots sufficient to maintain, extend or improve, and for the express purpose of maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements, or improving the Common Areas, any other areas which are maintained or partially maintained by the Association. Notice of the proposed annual assessment for the next ensuing year shall be provided by the Association to all members not less than fourteen (14) days nor more than sixty (60) days prior to an annual meeting of the members, which notice shall include the time and place for the proposed annual meeting which shall be in Marion County, Florida. At the annual meeting of the members a proposed annual assessment (or any revised annual assessment provided that its total amount is not greater than the original proposed annual assessment included in the notice to the members) may be adopted by the affirmative vote of the Members. The assessment so established may be levied and collected annually, quarterly, or monthly, at the sole discretion of the Directors. If an annual budget is not adopted at the annual meeting of the members at which a proposed annual assessment is considered, the annual assessment for the following year shall be the prior year's annual assessment.

ARTICLE XI  
Dissolution

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with section 40C-42.027, F.A.C., and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

Notwithstanding any other provisions contained within this Article, the Association may be dissolved only as provided in the Declaration, the Bylaws of the Association, and the laws of the State of Florida.

ARTICLE XII  
Amendments

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

Section 1. Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.

Section 2. Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association entitled to vote thereon.

Section 3. Adoption of Amendment. Adoption of the amendment will require the affirmative vote of seventy-five (75%) percent of the Members entitled to vote thereon.

#### ARTICLE XIII

##### Subscribers

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

NAME	ADDRESS
William J. Rodgers, III	2333 E. Silver Springs Blvd. Ocala, Florida 34470

#### ARTICLE XIV

##### Officers

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME	TITLE	ADDRESS
Kathy Morris	President	6555 SE 13 <sup>th</sup> Avenue Ocala, FL 34480
Michael Paglia	Vice President	5960 SE 13 <sup>th</sup> Avenue Ocala, FL 34480
Pam Rodgers	Secretary/Treasurer	6405 SE 13 <sup>th</sup> Avenue Ocala, FL 34480

#### ARTICLE XV

##### Bylaws

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the Members by the majority vote of the Members otherwise entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present. Any amendments to Bylaws shall be binding on all members of the Association.

#### ARTICLE XVI

##### Indemnification of Officers and Directors

The Association shall and does hereby indemnify and hold harmless Developer and every Director

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and 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 part by reason of his being or having been a Director or Officer of The Association, including reasonable counsel fees, except as to matters 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 Director or Officer may be entitled.

## ARTICLE XVII

Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, Developer, association, or other organization including without limitation, the Developer, or an affiliate of the Developer, or a corporation in which one or more of its Officers or Directors are Officers or Directors of This Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers incorporator of this Association, have executed these Articles of Incorporation this 21<sup>st</sup> day of December, 2009.

  
WILLIAM J. RODGERS, III, Incorporator

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me, this 21<sup>st</sup> day of December, 2009, by William J. Rodgers, III, who is

- (a) ☒ personally known to me OR  
(b) \_\_\_\_\_ as identification.

NOTARY PUBLIC-STATE OF FLORIDA  
Tina Dotson  
Commission # DD518120  
Expires: FEB. 14, 2010  
Bonded Thru Atlantic Bonding Co., Inc.

  
Notary Public

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

William J. Rodgers, III, whose address is 2333 E. Silver Springs Blvd., Ocala, Florida 34470, is the registered agent named in the Articles of Incorporation to accept service of process for SERENDIPITY FARMS OWNERS ASSOCIATION, INC., organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 21<sup>st</sup> day of December, 2009.

  
WILLIAM J. RODGERS, III

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TALLAHASSEE, FLORIDA

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