

N 12000001761

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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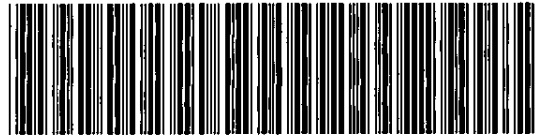
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

J. Shivers FEB 16 2012  
W12-8641



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 14, 2012

CAPITAL CONNECTION ATTN: SN

SUBJECT: WILLOW FARMS HOME OWNERS ASSOCIATION INC  
Ref. Number: W12000008641

We have received your document for WILLOW FARMS HOME OWNERS ASSOCIATION INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the corrected original and one copy of 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) 245-6052.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

Letter Number: 712A00006584

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Willow Farms Home Owners Association Inc

Signature \_\_\_\_\_

Requested by: SN

Name \_\_\_\_\_

Date 2/13

Time AM

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

\_\_\_\_ Cert. Copy \_\_\_\_\_

☒ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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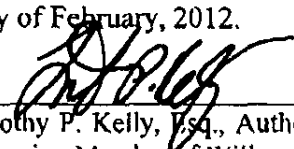
**ARTICLES OF DISSOLUTION  
FOR A LIMITED LIABILITY COMPANY**

- FIRST: The name of the Limited Liability Company is WILLOW FARMS HOMEOWNERS ASSOCIATION LLC, maintaining a principal address of 45321 Green Avenue, Callahan, FL 32011.
- SECOND: The filing date of the articles of <sup>organization</sup> ~~incorporation~~ was: January 23, 2012 and assigned document number: L12000010445.
- THIRD: The company has not commenced business. The limited liability company was formed in error.
- FOURTH: There are no debts, obligations and liabilities of the limited liability company that require payment or discharge.
- FIFTH: There is no property or assets that requires distribution among its members in accordance with their respective rights and interests.
- SIXTH: There are no suits pending against the company in any court.
- SEVENTH: The Company specifically waives the right to reinstate the Company, waives the right to reserve the name and releases the use of the name to WILLOW FARMS HOMEOWNERS ASSOCIATION INC., a Florida not-for-profit corporation.

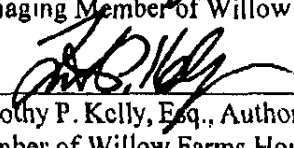
I certify that the information indicated on this document is true and accurate, that I have and that my electronic signature(s) shall have the same effect as if made under oath.

Signed this 14<sup>th</sup> day of February, 2012.

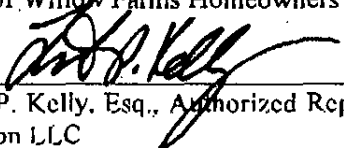
Signature \_\_\_\_\_

  
Timothy P. Kelly, Esq., Authorized Representative of Albert L. Higginbotham,  
Managing Member of Willow Farms Homeowners Association LLC

Signature \_\_\_\_\_

  
Timothy P. Kelly, Esq., Authorized Representative of Shari T. Graham, Managing  
Member of Willow Farms Homeowners Association LLC

Signature \_\_\_\_\_

  
Timothy P. Kelly, Esq., Authorized Representative Willow Farms Homeowners  
Association LLC  
1016 LaSalle Street  
Jacksonville, FL 32207  
Telephone: 904-399-3705

2012 FEB 14 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION  
OF WILLOW FARMS HOME OWNERS ASSOCIATION, INC.  
(a Corporation Not-For-Profit)**

In compliance with the requirements of the laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. **Name of Corporation.** The name of the corporation is WILLOW FARMS HOME OWNERS ASSOCIATION, INC. ("**Association**").

2. **Principal Office.** The principal office of the Association is 45321 Green Avenue, Callahan, Nassau County, Florida 32011.

3. **Registered Office - Registered Agent.** The name of the Registered Agent of the Association and the street address of the Registered Office of the Association is:

Timothy P. Kelly, PA.  
1016 LaSalle Street  
Jacksonville, FL 32207

4. **Definitions.** A declaration entitled Declaration of Covenants, Conditions and Restriction of Willow Farms Home Owners Association, Inc. ( the "**Declaration**") will be recorded in the Public Records of Nassau County, Florida, and shall govern all of the operations of a community to be known as *Willow Farms*. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. **Purpose of Association.** Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon; (b) perform the duties delegated to it in the Declaration; ( c ) administer the interests of the Association and the Owners; (d) promote the health, safety and welfare of the Owners

Further, the Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. TBD requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

6. **Not for Profit.** Association is a not-for-profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

7. **Powers of Association.** Association shall, subject to the limitations and reservations set forth in the Declaration , have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

a. To perform all the duties and obligations of Association set forth in the

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Declaration and By-Laws, as herein provided.

b. To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restriction and agreements governing or binding Association and *Willow Farms*.

c. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and By-Laws.

d. To pay all Operating Costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of Association.

e. To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real property (including the Common Areas) in connection with the functions of the Association except as limited by the Declaration.

f. To borrow money, and to mortgage, pledge or hypothecate any or all of its real of personal property as security for money or debts incurred.

g. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of *Willow Farms* to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided by the Declaration.

h. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

i. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing Association, *Willow Farms*, the Common Areas, Lots and, as provided in the Declaration, to effectuate all of the purposes for which Association is organized.

j. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida may now, or hereafter, have or exercise.

k. To employ personnel and retain independent contractors to contract for management of Association, *Willow Farms*, and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of Association.

l. To contract for services to be provided to, or for the benefit of, Association, Owners, the Common Areas, and *Willow Farms* as provided in the Declaration, such as but not limited to, telecommunications services, maintenance, garbage pick-up, and utility services.

m. To establish committees and delegate certain of its functions to those committees.

n. The obligation to operate, maintain and manage the Surface Water Management System within *Willow Farms* in a manner consistent with the applicable District Permit requirements and applicable District rules, and to assist in the enforcement of the Declaration which relate to the Surface Water Management System. The Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Surface Water Management System within *Willow Farms*.

8. **Surface Water Management System.** With respect to the Surface Water Management System within *Willow Farms*, the Association shall have the following duties:

a. Each Owner shall be responsible for his or her pro rata share of maintenance, operation and repair of the Surface Water Management System.

b. The Association shall be responsible for the maintenance, operation and repair of the Surface Water Management System within *Willow Farms*. Maintenance of the Surface Water Management System shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or storm water management capabilities as permitted by the District. The Association shall be responsible for such maintenance and operation. Any repair or reconstruction of the Surface Water Management System shall be as permitted, or if modified, as approved by the District.

c. Any amendment to the Declaration which alters the Surface Water Management System, beyond maintenance on its original condition, including the water management portions of the Common Areas, must have the prior approval of the District.

d. The District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained herein which relate to the maintenance, operation, and repair of the Surface Water Management System.

e. To the extent it is impractical for an Owner to maintain, operate and repair the portion of the Surface Water Management System within such Owner's Lot, or in any circumstance wherein the Association determines it to be in the best interest of the Association, the Association shall have all responsibility for maintenance, repair and operation of the Surface Water Management System.

9. **Voting Rights.** Owners and Developer shall have the voting rights set forth in the Declaration.

a. **Classification.** This Association has two classes of voting membership:

**CLASS A.** So long as there is Class B membership, Class A members are all owners, except Declarant. Class A members are entitled to one vote for each lot owned. Upon termination of Class B membership, Class A members will be all Owners, including G&H Land and

Timber Investments LLC, a Florida limited liability company ("Declarant"), so long as Declarant is an Owner.

**CLASS B.** The Class B member is G&H Land and Timber Investments LLC, a Florida limited liability company, or its designee, successor or assignee, as developer of the property. Votes for the Class B members are calculated as twice the number of lots in the subdivision. The Class B membership will cease and convert automatically to Class A membership on the first to occur of the following events: (i) when Class B member so designates in writing delivered to the Association; or (ii) when one-hundred percent (100%) of the lots in the subdivision are owned by persons other than the Declarant.

Upon the conversion of Class B membership, all provisions of the Declaration, these Articles, and the By-Laws referring to classes of membership will be of no further force and effect.

b. **Class B to Have Sole Voting Privileges.** Until such time as the Class B membership terminates, the Class B member shall be vested with the sole voting rights in the Association, and the Class A members shall have no voting rights except on such matters as to which the Declaration, the Articles of Incorporation, or the By-Laws of the Association specifically require a vote of the Class A members.

c. **Co-Ownership.** If more than one person owns a record fee simple interest in any lot, all such persons are members, although there is only one vote for such lot and no fractional votes are permitted. The vote may be exercised as the Owners determine among themselves, but no split vote is permitted. Before any meeting at which a vote is to be taken, each co-owner must file the name of the authorized voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any lot is held by husband and wife, either co-owner is entitled to cast the vote for such lot unless the Association is notified otherwise in writing.

10. **Board of Directors.** The affairs of the Association shall be managed by a Board of odd number with not less than three (3) nor more than five (5) members. The initial number of directors shall be three (3). Board members shall be appointed and/or elected as stated in the Bylaws. The election of Directors shall be held at the annual meeting. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed are as follows:

NAME

ADDRESS



Albert L. Higginbotham

45321 Green Avenue  
Callahan, FL 32011

Shari Graham

45321 Green Avenue  
Callahan, FL 32011

Leigh Anne Morgan

45321 Green Avenue  
Callahan, FL 32011

11. **Dissolution.** In the event of the dissolution of the Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of receiver to manage its affairs of the dissolved Association and to manage the Common Areas, in the place and stead of the Association, and to make sure provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties. In addition, if Association is dissolved, responsibility for the operation and maintenance of the surface water or stormwater 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 St. Johns River Water Management District prior to such termination, dissolution or liquidation.

12. **Existence and Duration.** Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence.

13. **Amendments.**

a. **General Restrictions on Amendments.** Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Developer unless such amendment receives the prior written consent of Developer, as applicable, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

b. **Amendments Prior to and Including the Turnover Date.** Prior to and include the Turnover Date, Developer shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Developer's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles prior to and including the Turnover Date, Association must first obtain Developer's prior written consent to any proposed amendment. Thereafter, an

amendment identical to that approved by Developer may be adopted by the Association pursuant to the requirements for amendments after the Turnover Date. Thereafter, Developer shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

c. **Amendments After the Turnover Date.** After the Turnover Date, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (I) sixty-six and two-thirds percent (66 2/3%) of the Board; and (ii) seventy-five percent (75%) of the votes present, in person or by proxy, at a duly noticed meeting of the members of Association at which there is a quorum.

14. **Limitations.**

a. **Declaration is Paramount.** No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

b. **Rights of Developer.** There shall be no amendment to these Articles which shall in any manner abridge, reduce, amend, effect or modify the rights of the Developer.

c. **By Laws.** The Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be amended or rescinded by a majority vote of a quorum of both classes of members present at any regular or special meeting duly called and convened, provided that, for so long as Declarant owns and holds any lot for sale in the ordinary course of business, all amendments must be approved by Declarant in writing.

d. **Amendments.** Amendments to these Articles may be proposed and adopted from time to time in the manner provided by the laws of the State of Florida, except that each such amendment must have the approval of two-thirds (2/3) of each class of members, and the written approval of Declarant for so long as Declarant owns and holds any lot for sale in the ordinary course of business.

e. **Other Approvals.** As provided in the Declaration, the approval of the Declarant and the holders of sixty-seven percent (67%) of the first mortgages from time to time encumbering the lots is required for the merger, consolidation, or dissolution of this Association.

15. **Incorporator.** The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Albert L. Higginbotham

45321 Green Avenue  
Callahan, FL 32011

Shari Graham

45321 Green Avenue  
Callahan, FL 32011

**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the laws of the State the Florida, the undersigned, constituting the incorporators of this association, have

executed these Articles of Incorporation this 10 day of February, 2012.

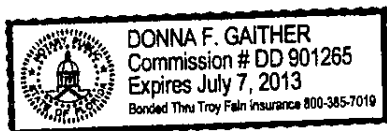
  
ALBERT L. HIGINBOTHAM

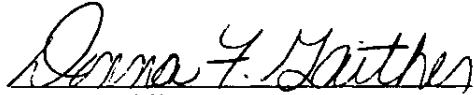
  
SHARI GRAHAM

STATE OF FLORIDA  
COUNTY OF DUVAL

I certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALBERT L. HIGINBOTHAM, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 10 day of February, 2012.



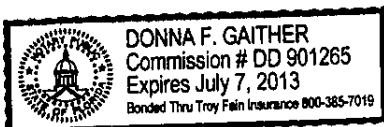


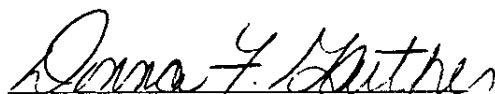
Notary Public  
State of Florida at Large  
My commission expires:

STATE OF FLORIDA  
COUNTY OF DUVAL

I certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, SHARI GRAHAM, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 10 day of February, 2012.



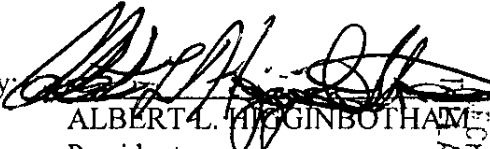


Notary Public  
State of Florida at Large  
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THE STATE  
OF FLORIDA AND NAMING THE REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED

WILLOW FARMS HOME OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its principal place of business in Duval County, Florida, has named TIMOTHY P. KELLY, PA, whose business office is 1016 LaSalle Street, Jacksonville, FL 32207, as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

DATED this \_\_\_\_ day of February, 2012.

By:   
ALBERT L. HIGINBOTHAM  
Its: President

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CLERK OF COURT  
JACKSONVILLE, FLORIDA

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ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 10 day of February, 2012.

TIMOTHY P. KELLY, PA

By:   
TIMOTHY P. KELLY  
Its: President