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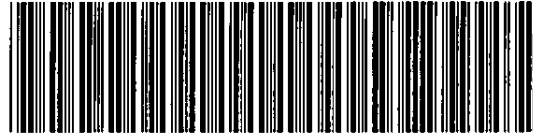
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**Board Certified Real Estate Lawyer

April 12, 2012

Division of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

VIA HAND DELIVERY

SUBJECT: Heron Creek Subdivision Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation of Heron Creek Subdivision Homeowners Association, Inc. with a check in the amount of \$70.00 for the filing fee.

If you have any questions, please contact me.

Sincerely,

Bruce I. Wiener

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**ARTICLES OF INCORPORATION
OF**

HERON CREEK SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a non-profit corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **HERON CREEK SUBDIVISION HOMEOWNERS ASSOCIATION, INC.** (hereafter the "Association"). The initial principal place of business and mailing address of the Association shall be 304 East Tennessee Street, Tallahassee, Florida 32301.

ARTICLE II

The owners of lots in HERON CREEK, a subdivision in Wakulla County, Florida (hereafter "the Subdivision"), shall be members of the Association as provided in the Declaration of Covenants, Conditions, Restrictions and Easements encumbering the Subdivision (hereafter the "Declaration"). The Association's purpose is to generally promote the health, safety, and welfare of the residents within the Subdivision.

In furtherance of the purposes, the Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Declaration as amended from time to time which are applicable to the Subdivision;

(b) Affix, levy and collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration as amended; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association;

(c) Acquire (by gift, purchase, or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of, real and personal property in connection with the affairs of the Association;

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes; or annex additional residential property as provided in the Declaration.

(e) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration applicable to the Subdivision and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is located in the Subdivision, but excluding persons or entities holding title merely as security for the performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot in the Subdivision.

ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

The name and address of the initial Registered Agent are Bruce I. Wiener, 1300 Thomaswood Drive, Tallahassee, Florida 32308.

ARTICLE VI

The affairs of the Association shall be managed by a Board of Directors, a President and Vice President [both of whom shall at all times be members of the Board of Directors], and a Secretary and Treasurer. The officers shall be elected at the first meeting of the Board of Directors following each annual meeting of members.

The names of the officers who are to serve until the first election are:

President: William G. Smith, III
Vice President: Kyle Phelps

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Secretary: Tony Vila
Treasurer: Tony Vila

ARTICLE VII

The number of persons constituting the first Board of Directors of the Association shall be three (3), and the name and address of the persons who shall serve as Directors until the first election are:

William G. Smith, III, 304 East Tennessee Street, Tallahassee, Florida 32301
Kyle Phelps, 304 East Tennessee Street, Tallahassee, Florida 32301
Tony Vila, 304 East Tennessee Street, Tallahassee, Florida 32301

The Board of Directors shall have the number of Directors and be elected as specified in the Bylaws, and shall always have at least three (3).

ARTICLE VIII

Subject to the rights of the Declarant expressed in the Declaration, the Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of a majority of the members existing at the time of, and present at, such meeting except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE IX

Subject to the rights of the Declarant expressed in the Declaration, amendments to these Articles of Incorporation may be proposed by any member of the Association and these Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of the members existing at the time of, and present at, such meeting.

ARTICLE X

The Association shall have two (2) classes of voting members:

Class A – Class A members shall be all owners of property within the Subdivision with the exception of Declarant, and shall be entitled to one (1) vote for each lot owned as defined in the Declaration. When more than one (1) person holds an interest in any lot, all such persons shall be members and the vote for that lot shall be exercised as they may determine among themselves.

12 APR 12 AM 11:11
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Class B – The Class B member shall be the Declarant, as such term is defined in the Declaration who shall be entitled to three (3) votes for each lot within the Subdivision owned by Declarant. The Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

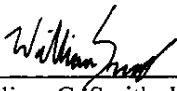
ARTICLE XI

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE XII

The name and street address of the incorporator to these Articles of Incorporation is William Smith, 304 East Tennessee Street, Tallahassee, Florida 32301.

EXECUTED by the incorporator on this 6 day of April, 2012.

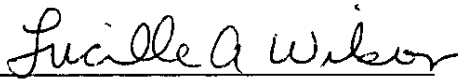


William G. Smith, III

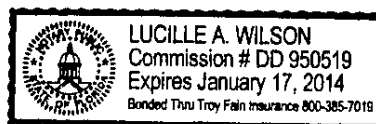
STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared William G. Smith, III, who, first being duly sworn by me, and to me well known to be the individual described in the foregoing Articles of Incorporation, acknowledged to and before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal on this 6 day of April, 2012.



NOTARY PUBLIC
Print Name: _____
My Commission Expires: _____



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

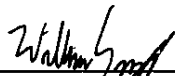
1. The name of the corporation is: **HERON CREEK SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**

2. The name and address of the Registered Agent and office are:

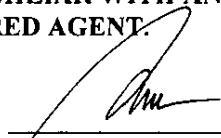
Bruce I. Wiener, 1300 Thomaswood Drive, Tallahassee, Florida 32308.

DATED this 6 day of April, 2012.

HERON CREEK SUBDIVISION
HOMEOWNERS ASSOCIATION, INC.

By: 
William G. Smith, III
Its President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Bruce I. Wiener
Dated: April 9, 2012

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DIVISION OF CORPORATE REGISTRATION