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5/30/12

**GBW** Gardner, Bist, Wiener,  
Wadsworth, Bowden, Bush,  
Dee, LaVia & Wright, P.A.  
ATTORNEYS AT LAW

Amanda H. Anderson  
Michael P. Bist  
Garvin B. Bowden  
Benjamin B. Bush  
David S. Dee  
Erin W. Duncan  
Charles R. Gardner  
John T. LaVia, III

1300 Thomaswood Drive  
Tallahassee, Florida 32308

Telephone  
850.385.0070

[www.gbwllegal.com](http://www.gbwllegal.com)

Facsimile  
850.385.5416

Murray M. Wadsworth\*  
Murray M. Wadsworth, Jr.  
Bruce I. Wiener\*\*  
Wendy Russell Wiener  
Robert Scheffel "Scheff" Wright

\*Of Counsel

\*\*Board Certified Real Estate Lawyer

May 25, 2012

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

VIA HAND DELIVERY

SUBJECT: Crooked Creek Phase II Homeowners' Association, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation of Crooked Creek Phase II 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

BIW/cll

enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 MAY 29 AM 8:00



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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12 MAY 29 PM 3:08  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

May 29, 2012

GARDNER, BIST, WIENER, ET. AL.

SUBJECT: CROOKED CREEK PHASE II HOWEOWNERS' ASSOCIATION, INC.

Ref. Number: W12000029185

We have received your document for CROOKED CREEK PHASE II HOWEOWNERS' 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):

You must list at least one incorporator with a complete business street address.

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.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 412A00015349

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12 MAY 29 AM 8: 00

**ARTICLES OF INCORPORATION**

**OF**

**CROOKED CREEK PHASE II HOMEOWNERS' ASSOCIATION, INC.**

In compliance with Chapter 617, Florida Statutes, the undersigned, who is a resident of the State of Florida and who is of full age, has this day voluntarily associated himself together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I**

The name of the corporation is Crooked Creek Phase II Homeowners' Association, Inc. (hereinafter the "Association").

**ARTICLE II**

The principal office of the Association is located at 304 East Tennessee Street, Tallahassee, Florida 32301. The mailing address of the Association is 304 East Tennessee Street, Tallahassee, Florida 32301.

**ARTICLE III**

The name and address of the initial Registered Agent are Bruce I. Wiener, 1300 Thomaswood Drive, Tallahassee, Florida 32308. The name and street address of the incorporator to these Articles of Incorporation is William G. Smith, III, 304 East Tennessee Street, Tallahassee, Florida 32301.

**ARTICLE IV**

**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential Lots and Common Area within that certain tract of property

located in Jefferson County, Florida, and described in the Declaration of Covenants, Conditions and Restrictions for Crooked Creek Phase II (hereinafter the "Declaration") recorded or to be recorded in the Public Records of Jefferson County, Florida, and as the same may be amended from time to time, said Declaration being incorporated herein by reference, and to promote the health, safety and welfare of the residents within the property described in the Declaration, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration;

(c) pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

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

(e) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members (provided, however, no such dedication or transfer shall be effective unless and until the

provisions set forth in the Declaration relating to such dedication, sale or transfer have been satisfied);

(g) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that all provisions set forth in the Declaration relating to such merger, consolidation or annexation have been satisfied; and

(h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter possess.

## ARTICLE V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of records to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## ARTICLE VI

### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. The Class A members shall be all Owners (as defined in the Declaration), with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such

Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier;

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) fifteen (15) years from the date the Declaration is recorded; or

(c) at such time as the Declarant under the Declaration elects to terminate the Class B membership.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The method of election of Directors shall be as stated in the By-Laws of the Association. The number of directors and directors' terms of office may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

#### NAME

#### ADDRESS

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

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

## ARTICLE VIII

### OFFICERS

The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time by resolution create. The election, term, removal and duties of the officers shall be as set forth in the By-Laws. Until the first election, William G. Smith, III will serve as President, Kyle Phelps will serve as Vice President, and Tony Vila will serve as Secretary and Treasurer.

## ARTICLE IX

### BY-LAWS

The initial By-Laws for the Association shall be adopted by a vote of a majority of the members of the Board of Directors. The By-Laws may be amended or altered at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, in the manner and subject to any other conditions set forth in the By-Laws.

## ARTICLE X

### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association



was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

## ARTICLE XI

### DURATION

The corporation shall exist perpetually.

## ARTICLE XII

### AMENDMENTS

1. Amendments to these Articles shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by these Articles, the By-Laws or general law for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon, unless any class of members is entitled to vote thereon as a class in which event the proposed amendment shall be

adopted upon receiving both the affirmative vote of a majority of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.

2. Any number of amendments may be submitted to the members and voted upon by them at one meeting.

3. If all of the Directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though subsection (l) had been satisfied.

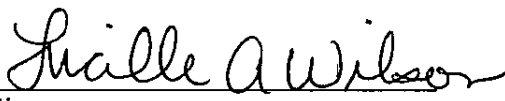
4. The members may amend these Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 25 day of May, 2012.

  
\_\_\_\_\_  
William G. Smith, III

STATE OF FLORIDA  
COUNTY OF LEON

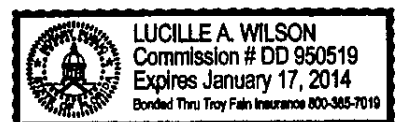
The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of May, 2012, by William G. Smith, III, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print or type name.

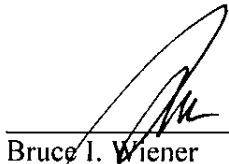
NOTARY PUBLIC

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

Bruce I. Wiener, having been named as the registered agent in the foregoing Articles of Incorporation of Crooked Creek Phase II Homeowners' Association, Inc., to accept service of process for the corporation at 1300 Thomaswood Drive, Tallahassee, Florida 32308, hereby agrees to act as the registered agent and comply with the laws of the State of Florida relative to such position.

  
\_\_\_\_\_  
Bruce I. Wiener  
Dated: May 25, 2012

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 MAY 29 AM 8:00