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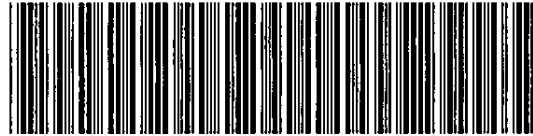
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/4

JOHN D. CASSELS, JR., P.A.  
LAURA ANN McCALL, P.A.

LAW OFFICE OF  
**CASSELS & McCALL** *a Partnership of Professional Associations*

P. O. BOX 968 • 400 NW 2<sup>nd</sup> STREET • OKEECHOBEE, FL 34973 • TELEPHONE 863-763-3131 • FAX 863-763-1031 • E-MAIL mail@legal-one.com

May 29, 2012

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Glades Newland Property Owners Association, Inc.**

Dear Sir/Madam:

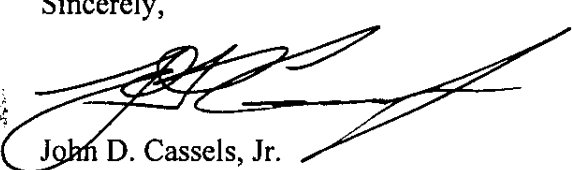
Enclosed you will find an *original* executed Articles of Incorporation for the above referenced corporation together with a copy of same. I have also enclosed our firms's check in the amount of \$78.75 representing your filing fee as follows:

Filing Fee of Articles	\$35.00
Certified Copy of Articles	\$8.75
Certificate Designating Registered Agent	<u>\$35.00</u>
	\$78.75

Please return the certified copy of the Articles of Incorporation, together with the Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,



John D. Cassels, Jr.  
JDC/gmc

Enclosures: As stated.

**GLADES NEWLAND PROPERTY OWNERS ASSOCIATION, INC.**

(A Corporation not for profit under the laws of the State of Florida)

**ARTICLES OF INCORPORATION**

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I. NAME**

The name of the corporation shall be GLADES NEWLAND PROPERTY OWNERS ASSOCIATION, INC., herein referred to as the "Association", or the "Corporation".

**ARTICLE II. PURPOSE**

A. The purpose for which the Association is organized is to provide an entity to own and operate certain lands located in Glades County, Florida, which lands are to be used in common by all of the members of the Association, which membership shall consist of all of the owners of property lying within the plat of GLADES NEWLAND, Glades County, Florida. The association shall be responsible for the management of GLADES NEWLAND in keeping with the terms and conditions as set forth in the "Declaration of Covenants, Conditions, Restrictions and Easements for Glades Newland", and the enforcement of such covenants.

B. The Association shall make no distributions of income to its members, directors or officers.

**ARTICLE III. POWERS**

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

B. The Association shall have all of the powers and duties set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Glades Newland, and these Articles and Declarations, and all of the powers and duties reasonably necessary to operate the property pursuant to the Declaration of Covenants, Conditions, Restrictions and Easements for Glades Newland as they may be amended from time to time, including but not limited to the following:

1. To make and collect assessments against Lot owners to defray the costs, expenses and losses of the GLADES NEWLAND subdivision property.

2. To use the proceeds of assessments in the exercise of its powers and duties.

3. To maintain, repair, replace and operate the property of the GLADES NEWLAND subdivision property.

4. To purchase insurance upon the property of the GLADES NEWLAND subdivision property and insurance for the protection of the Association and its members as Lot owners.

5. To reconstruct the improvements after casualty and to further improve the property.

6. To make and amend reasonable regulations regarding the use of the GLADES NEWLAND subdivision property.

7. To approve or disapprove the transfer, mortgage and ownership of the Lots as may be provided in the Declaration and the By-Laws of the Association.

8. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of the Association and the Rules and Regulations of GLADES NEWLAND.

9. To contract for the management of the Association property and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration of Covenants, Conditions, Restrictions and Easements for Glades Newland to require the approval of the Board of Directors or the membership of the Association.

10. To employ personnel to perform the services required for proper operation of the Association property.

C. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

D. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

**ARTICLE IV. MEMBERS**

A. The members of the Association shall consist of all of the record owners of Lots at GLADES NEWLAND. Such membership shall be evidenced by delivery of a membership certificate at time of closing on the Lot.

B. After receiving the approval of the Association required by the Declaration, change of membership in the Association shall be established by recording in the Public Record of Glades County, Florida, a deed or other instrument establishing a record title to a Lot in GLADES NEWLAND and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Lot.

D. As a member of the Association, each Lot owner shall be entitled one vote for each Lot owned. The manner of exercising voting rights shall be determined by the By-Laws of the Association. Should a lot be owned by more than one person, they shall be permitted to collectively cast only one vote.

#### **ARTICLE V. DIRECTORS**

A. The affairs and property of this Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) directors. The first Board of Directors shall have three (3) members, and the number of directors on subsequent Board will be determined from time to time in accordance with the provisions of the By-Laws of the Association.

B. Directors shall be elected by the voting members in accordance with the By-Laws at regular annual meetings of the membership of the Association, in the manner set out by the By-Laws. Directors shall be elected to serve for a term of one (1) year. In the event of a vacancy, the elected directors may appoint an additional director to serve the balance of the term.

C. Except as provided in the By-Laws, the first election of directors shall not be held until after the Developer has transferred ninety (90%) per cent of the Lots at GLADES NEWLAND, or until the Developer elects to terminate its control of the Association, whichever shall first occur. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the Developer.

D. The names and addresses of the members at the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follow:

**RACHEL NORDSTROM**

1213 Linda Road, Lot 38, BHR  
Okeechobee, FL 34974

**JUDI KINNER**

1213 Linda Road, , Lot 44, BHR  
Okeechobee, FL 34974

**JERRI STEVENS**

1213 Linda Road, Lot 65, BHR  
Okeechobee, Florida 34974

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are elected by the Board of Directors, or until earlier removed or replaced by the Developer, are as follows:

**RACHEL NORDSTROM**

President

**JUDI KINNER**

Secretary

**JERRI STEVENS**

Treasurer

#### **ARTICLE VII. INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled under Florida law.

#### **ARTICLE VIII. BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors or the members of the Association in the manner provided by the By-Laws.

#### **ARTICLE IX. AMENDMENTS**

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

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

B. A resolution for the adoption of a proposed amendment may be either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

1. Such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than a majority of the votes of the entire membership of the Association; or

2. Until the first election of a majority of Directors by the members, by a majority of the Directors selected by the Developer.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section C or ARTICLE III without approval in writing by all members and the joinder of all record owners of mortgages upon GLADES NEWLAND. No amendment shall be made that is in conflict with the Declaration.

D. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Declaration of Articles, which certificate shall be executed by the officers of the Association or by the Developer, if only Developer approval is required as set forth herein or in the Declaration or By-Laws, with the formalities of a deed. The amendment shall be filed with the Secretary of State's Office, and a certified copy recorded in the Public Records of Glades County, Florida.

#### ARTICLE X. TERM

The term of the Association shall be perpetual.

#### ARTICLE XI. ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Association in the State of Florida shall be 400 NW 2<sup>nd</sup> Street, Okeechobee, Florida 34972. The name of the initial registered agent at this address shall be JOHN D. CASSELS, JR. The Board of Directors may from time to time move the registered office to any other address. The principal address is the same as the registered office.

#### ARTICLE XII. SUBSCRIBERS

The names and addresses of the subscriber of these Articles is as follows:

**RACHEL NORDSTROM**

1213 Linda Road, Lot 38, BHR  
Okeechobee, FL 34974

IN WITNESS WHEREOF, the subscriber has affixed her signature this 20<sup>th</sup> day of April, 2012.

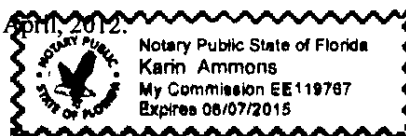
 (SEAL)  
RACHEL NORDSTROM

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE

BEFORE ME, the undersigned authority authorized to administer oaths and take acknowledgments, personally appeared, RACHEL NORDSTROM (X) (who is personally known to me) or ( ) (who has produced \_\_\_\_\_ as identification). He has executed the foregoing ARTICLES OF INCORPORATION OF GLADES NEWLAND PROPERTY OWNERS ASSOCIATION, INC., and who after being duly cautioned and sworn according to law acknowledged that he executed the same for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 20 day of April, 2012.

  
NOTARY PUBLIC - My Commission expires:



**CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE**

I, JOHN D. CASSELS, JR., hereby agree to be the resident agent for GLADES NEWLAND PROPERTY OWNERS ASSOCIATION, INC., and further hereby agree to accept any and all correspondence directed to said corporation and addressed to the registered office at 400 NW 2<sup>nd</sup> Street, Okeechobee, Florida 34972.

  
SIGNATURE OF RESIDENT AGENT

FILED  
12 MAY 30 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA