

N13000000354

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H13000007643 3)))



H130000076433ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED
13 JAN 10 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : PENNINGTON, MOORE, WILKINSON, BELL & DUNBAR, P.A.
Account Number : F20020000114
Phone : (850) 222-3533
Fax Number : (850) 222-2126

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: JKelly@penningtonlaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION
Wilson Preserve Community Association, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

FILED
13 JAN 10 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu Corporate Filing Menu Help

J. Shivers JAN 11 2013

JAN-10-2013 09:52

PENNINGTON LAW FIRM
(((H13000007043 3)))

813 639 1488 P.002

**ARTICLES OF INCORPORATION
OF
WILSON PRESERVE COMMUNITY ASSOCIATION, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)**

(((H13000007643 3)))

TABLE OF CONTENTS

	Page
1. Name of Corporation	1
2. Principal Office	1
3. Registered Office - Registered Agent.....	1
4. Definitions	1
5. Purpose of the Association	1
6. Not for Profit	1
7. Powers of the Association	1
8. Voting Rights	2
9. Board of Directors.....	2
10. Dissolution	3
11. Duration	3
12. Amendments	3
12.1 General Restrictions on Amendments	3
12.2 Amendments Prior to the Turnover Date	3
12.3 Amendments From and After the Turnover Date	3
12.4 Compliance with HUD, FHA, VA, FNMA, GNMA and SWFWMD.....	3
13. Limitations	4
13.1 Declaration is Paramount.....	4
13.2 Rights of Declarant and Builder.....	4
13.3 Bylaws	4
14. Incorporator	4
15. Officers	4
16. Indemnification of Officers and Directors	4
17. Transactions in Which Directors or Officers are Interested	5

13 JAN 10 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
WILSON PRESERVE COMMUNITY ASSOCIATION, INC.
(A FLORIDA 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 WILSON PRESERVE COMMUNITY ASSOCIATION, INC. (the "Association").
2. Principal Office. The principal office of the Association is 4600 West Cypress Street, Suite 200, Tampa, Florida 33607.
3. Registered Office - Registered Agent. The street address of the Registered Office of Association is 1200 S. Pine Island Road, Suite 250, Fort Lauderdale, Florida 33324. The name of the Registered Agent of Association is:

CT CORPORATION

4. Definitions. The COMMUNITY DECLARATION FOR WILSON PRESERVE (the "Declaration") will be recorded in the Public Records of Hillsborough County, Florida, and shall govern all of the operations of a community to be known as WILSON PRESERVE. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.
5. Purpose of the Association. The 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, Bylaws and these Articles; and (c) administer the interests of the Association, Builder and the Owners.
6. Not for Profit. The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.
7. Powers of the Association. The 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:
 - 7.1 To perform all the duties and obligations of the Association set forth in the Declaration and Bylaws, as herein provided.
 - 7.2 To enforce, by legal action or otherwise, the provisions of the Declaration and Bylaws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Association and WILSON PRESERVE.
 - 7.3 To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and Bylaws.
 - 7.4 To pay all Operating Expenses, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association.
 - 7.5 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 or personal property (including the Common Areas) in connection with the functions of the Association except as limited by the Declaration.

7.6 To borrow money, and upon the approval of (i) a majority of the Board; and (b) fifty-one percent (51%) of the total Voting Interests (in person or by proxy) at a duly called meeting of the 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, including without limitation, the right to collateralize any such indebtedness with the Association's Assessment collection rights.

7.7 To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of WILSON PRESERVE 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 in the Declaration.

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

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

7.10 To have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 or Chapter 720, Florida Statutes by law may now or hereafter have or exercise.

7.11 To employ personnel and retain independent contractors to contract for management of the Association, WILSON PRESERVE, 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 the Association.

7.12 To contract for services to be provided to, or for the benefit of, the Association, Owners, the Common Areas, and WILSON PRESERVE as provided in the Declaration, such as, but not limited to, Telecommunications Services, maintenance, garbage pick-up, and utility services.

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

7.14 To operate and maintain the Surface Water Management System ("SWMS"), including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

7.15 To sue or be sued.

7.16 To contract for the maintenance and management of the Common Area, including but not limited to, any SWMS, and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration.

7.17 To require all Owners to be members of the Association.

7.18 To take any other action necessary in furtherance of the purposes for which the Association is organized.

8. Voting Rights. Owners, Builder and Declarant shall have the voting rights set forth in the Declaration, these Articles and the Bylaws.

9. 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. Prior to the Turnover Date, the initial number of directors shall be three (3) and thereafter no more than five (5). Board members shall be appointed and/or elected as stated in the Bylaws. The election of Directors shall be held at the Annual Members Meeting. Directors shall be elected for a term of two (2) years expiring on the date of the annual meeting

(((H13000007643 3)))

at the conclusion of the two-year term. 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
JOE FULGHUM	4600 West Cypress Street, Suite 200 Tampa, Florida 33607
CRAIG HOTOP	4600 West Cypress Street, Suite 200 Tampa, Florida 33607
DALE HUMAN	4600 West Cypress Street, Suite 200 Tampa, Florida 33607

10. 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 a 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 such 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, the SWMS owned by the Association, if any, shall be conveyed to an appropriate agency of local government. If a governmental agency will not accept the Surface Water Management System, then it must be dedicated to a similar non-profit corporation.

11. Duration. The Association shall have perpetual existence.

12. Amendments.

12.1 General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Declarant or Builder unless such amendment receives the prior written consent of Declarant or Builder, 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. Notwithstanding any other provision of these Articles to the contrary, prior to the Turnover Date, Builder's prior written consent to any proposed amendment shall be obtained prior to effectuating any such amendment.

12.2 Amendments Prior to the Turnover Date. Prior to the Turnover Date, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever, except Builder. Declarant'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 the Turnover Date, Association must first obtain Declarant's and Builder's prior written consent to any proposed amendment. Thereafter, an amendment identical to that approved by Declarant and Builder may be adopted by Association pursuant to the requirements for amendments from and after the Turnover Date. Declarant and Builder shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

12.3 Amendments From and 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) fifty-one percent (51%) of the Voting Interests present (in person or by proxy) at a duly called meeting of the members.

12.4 Compliance with HUD, FHA, VA, FNMA, GNMA and SWFWMD. Prior to the Turnover Date, the Declarant shall have the right to amend these Articles, from time to time, to make such

(((H13000007643 3)))

changes, modifications and additions therein and thereto as may be requested or required by HUD, FHA, VA, FNMA, GNMA, SWFWMD, or any other governmental agency or body as a condition to, or in connection with such agency's or body's regulatory requirements or agreement to make, purchase, accept, insure, guaranty or otherwise approve loans secured by mortgages on Lots. No approval or joinder of the Association, other Owners, or any other party shall be required or necessary to such amendment. After the Turnover Date, but subject to the general restrictions on amendments set forth above, the Board shall have the right to amend these Articles, from time to time, to make such changes, modifications and additions therein and thereto as may be requested or required by HUD, FHA, VA, FNMA, GNMA, SWFWMD or any other governmental agency or body as a condition to, or in connection with such agency's or body's regulatory requirements or agreement to make, purchase, accept, insure, guaranty or otherwise approve loans secured by mortgages on Lots. In addition, the Board may amend these Articles as it deems necessary or appropriate to make the terms of these Articles consistent with applicable law in effect from time to time. No approval or joinder of the Owners, or any other party shall be required or necessary to any such amendments by the Board.

13. Limitations.

13.1 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.

13.2 Rights of Declarant and Builder. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Declarant or Builder.

13.3 Bylaws. These Articles shall not be amended in a manner that conflicts with the Bylaws.

14. Incorporator. The name and address of the Incorporator of this corporation is:

Christian F. O'Ryan
Pennington, Moore, Wilkinson, Bell & Dunbar, P.A.
2701 N. Rocky Point Drive, Suite 900
Tampa, Florida 33607

15. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. Officers shall serve for a term of one year. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

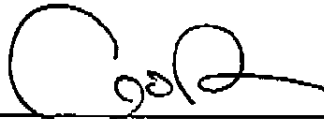
President:	JOE FULGHUM
Vice President:	CRAIG HOTOP
Secretary:	DALE HUMAN
Treasurer:	DALE HUMAN

16. Indemnification of Officers and Directors. The Association shall and does hereby indemnify and hold harmless every Director 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 such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer 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 Officers may be entitled.

(((H13000007643 3)))

17. Transactions in Which Directors or Officers are Interested. No contract or transaction between the Association and one (1) or more of its Directors or Officers or Declarant, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested 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 thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 9th day of January, 2013.



Christian F. O'Ryan, Esq.
Incorporator
2701 N. Rocky Point Drive, Ste. 900
Tampa, Florida 33607

JAN-10-2013 09:53

PENNINGTON LAW FIRM
(((H1300000/043 3)))

813 639 1488 P.009

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 10th day of January, 2013.

CT Corporation

By: Madonna Cuddihy

Print Name: _____

Title: _____

Madonna Cuddihy
Special Assistant Secretary

Registered Office:

1200 S. Pine Island Road, Suite 250
Fort Lauderdale, Florida 33307

Principal Corporation Office:

4600 West Cypress Street, Suite 200
Tampa, Florida 33607

FILED

13 JAN 10 AM 9:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

S:\Lay\Z\Clients\Lennar\Wilson Preserve\Governing Documents\Articles\Articles1 - Wilson Preserve.doc

WILSON PRESERVE
Articles
6

(((H13000007643 3)))

TOTAL P.009