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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[Signature] 09/24/13

COVER LETTER

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

SUBJECT: CANOPY OAKS PROPERTY OWNERS' ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: The Hogan Law Firm
Name (Printed or typed)

20 So. Broad Street
Address

Brooksville, Florida 34601
City, State & Zip

352-799-8423
Daytime Telephone number

kstanfield@hoganlawfirm.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

This instrument was prepared by

Deborah Hogan, Esq.
The Hogan Law Firm
PO Box 485
Brooksville, FL 34601

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ARTICLES OF INCORPORATION

FOR

CANOPY OAKS PROPERTY OWNERS' ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a not-for-profit corporation under the laws of the state of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1
NAME AND ADDRESS

The name of the corporation shall be **CANOPY OAKS PROPERTY OWNERS' ASSOCIATION, INC.** The principal address of the corporation is 24225 Croom Road, Brooksville, Florida 34601. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Covenants, Conditions and Restrictions as the "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

ARTICLE 2
PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation and maintenance of that certain rural subdivision known as "Canopy Oaks" located or to be located in Hernando County, Florida.

ARTICLE 3
DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants and Restrictions to be recorded in the Public Records of Hernando County, Florida, unless herein provided to the contrary or unless the context otherwise requires.

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**ARTICLE 4
POWERS**

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

- 4.1 **General.** The Association shall have all of the common-law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, or the Bylaws.
- 4.2 **Enumeration.** The Association shall have the powers and duties reasonably necessary to operate the Subdivision and manage, maintain and convey the real property associated therewith under the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:
- (a) To make and collect assessments and other charges against members and to use the proceeds thereof in the exercise of its powers and duties.
 - (b) To buy, own, operate, lease, sell, trade, and mortgage both real and personal property.
 - (c) To maintain, repair, replace, reconstruct, add to, and operate the Canopy Oaks surface water management system facilities, and other property acquired or leased by the Association.
 - (d) To purchase insurance for the benefit of Canopy Oaks and insurance for the protection of the Association, its Officers, Directors, and Lot Owners.
 - (e) To make and amend reasonable rules and regulations for the maintenance, conservation, and use of Canopy Oaks and for the health, comfort, safety, and welfare of the Lot Owners.
 - (f) To approve or disapprove the leasing, transfer of ownership, and occupancy to the extent authorized by the Declaration.
 - (g) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Canopy Oaks Property, subject, however, to the limitation regarding assessing land owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration or Bylaws.
 - (h) To contract for the management and maintenance of the Canopy Oaks Property and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules, and maintenance, repair and replacement of the Common Elements using funds made available by the Association. The Association and its Officers shall, however, retain at all times the following powers and duties, including, but not limited

to, the levy of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

(i) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of Canopy Oaks.

4.3 **Property.** All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the Bylaws.

4.4 **Distribution of Income; Dissolution.** The Association shall make no distributions of income to its members, Directors or Officers.

4.5 **Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration and the Bylaws which include the following disclaimer made pursuant to the Class C approval letter from the Hernando County Board of County Commissioners dated 07/23/13:

"Subject land is contained within a subdivision which has not been formally platted and approved by the Board of County Commissioners of Hernando County and said County has absolutely no obligation to maintain or improve the streets, thoroughfares or easements within the subdivision".

And the following restrictions made pursuant to SWFWMD Permit 46035227.000 issued 02/26/10:

"No owner of property within the subdivision may construct or maintain any building, residence, or structure, or undertake or perform any activity in the wetlands, wetland mitigation areas, buffer areas, upland conservation areas and drainage easements described in the approved permit and recorded plat [Hernando County approval] of the [Class C] subdivision, unless prior approval is received from the Southwest Florida Water Management District, Brooksville Regulation Department."

"Each property owner within the subdivision at the time of construction of a building, residence, or structure shall comply with the construction plans for the surface water management system approved and on file with the Southwest Florida Water Management District (SWFWMD)."

ARTICLE 5
MEMBERS

5.1 **Membership.** The members of the Association shall consist of all of the record title Owners of Canopy Oaks. New members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.

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- 5.2 **Assignment.** 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 the Unit for which that share is held.
- 5.3 **Voting.** On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each land unit owned in Canopy Oaks, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.
- 5.4 **Meetings.** The Bylaws shall provide for an annual meeting of members, and may provide for regular and special meetings of members other than the annual meeting.

ARTICLE 6
TERM OF EXISTENCE

The Association shall have perpetual existence. Should this Association terminate for any reason, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility or a non-profit corporation similar to the association, and if none, then it shall become the duty of the Lot Owners to maintain the Surface Water Management Systems defined in the Declaration, in the manner required by the Southwest Florida Water Management District.

ARTICLE 7
INCORPORATOR

The name and address of the Incorporator of this Corporation is The Hogan Law Firm, LLC, whose address is 20 South Broad Street, Brooksville, Florida 34601

ARTICLE 8
OFFICERS

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association 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 Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties and qualifications of the Officers. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

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the affected Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article 10.

- 10.4 **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of that person.
- 10.5 **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Association, or is or was serving, at the request of the Association, as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.
- 10.6 **Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11
BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded and dissolved in the manner provided in the Bylaws and the Declaration.

ARTICLE 12
AMENDMENTS

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

- 12.1 **Notice.** Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
- 12.2 **Limitation.** No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4, or 4.5 of Article 4, titled "Powers," without the approval in writing of all members and the joinder of all record Owners of mortgages upon Units. No amendment shall be made that is in conflict with the Declaration, or the Bylaws, nor shall any amendment make any changes that would in any way affect any of the rights, privileges, powers, or options herein provided in favor of or reserved to the Developer, or an affiliate, successor, or assign of the Developer

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Title	Name and Address
President	James G. Stewart, Sr. 24225 Croom Road Brooksville, Florida 34601
Secretary	Stacey D. Stewart 24143 Hidden Meadows Road Brooksville, Florida 34601
Treasurer	Stacey D. Stewart 24143 Hidden Meadows Road Brooksville, Florida 34601

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ARTICLE 9
DIRECTORS

- 9.1 **Number and Qualification.** The property, business, and affairs of the Association shall be managed by a board consisting of the number of Directors determined in the manner provided by the Bylaws, but which shall consist of not less than three Directors and which shall always be an odd number.
- 9.2 **Duties and Powers.** All of the duties and powers of the Association existing under the Declaration, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners when such approval is specifically required.
- 9.3 **Election; Removal.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- 9.4 **Term of Developer's Directors.** The Developer of Canopy Oaks shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the Bylaws.
- 9.5 **First Directors.** The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

Name	Address
James G. Stewart, Sr.	24225 Croom Road Brooksville, Florida 34601

Name	Address
James G. Stewart, Jr.	26438 Croom Road Brooksville, Florida 34601
Russell D. Stewart	24225 Croom Road Brooksville, Florida 34601
Randall S. Stewart	24225 Croom Road Brooksville, Florida 34601
Stacey D. Stewart	24143 Hidden Meadows Road Brooksville, Florida 34601

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**ARTICLE 10
INDEMNIFICATION**

- 10.1 **Indemnity.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, employee, Officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, lawsuit, or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, lawsuit, or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner that he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.
- 10.2 **Expenses.** To the extent that a Director, Officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, lawsuit, or proceeding referred to in Section 10.1 above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection with that defense.
- 10.3 **Advances.** Expenses incurred in defending a civil or criminal action, lawsuit, or proceeding shall be paid by the Association in advance of the final disposition of such action, lawsuit, or proceeding upon receipt of an undertaking by or on behalf of

unless the Developer shall join in the execution of the amendment. No amendment to this paragraph 12.2 shall be effective.

- 12.3 **Developer Amendments.** To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration.
- 12.4 **Recording.** A copy of each amendment shall be filed with the Secretary of State under the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Hernando County, Florida.

ARTICLE 13
SOUTHWEST FLORIDA WATER MANAGEMENT DISTRICT

- 13.1 The Association and all Lot Owners shall comply with all governmental regulations including, but not limited to, those of SWFWMD. No owner of land within the Property may construct or maintain any building, residence, or structure, or undertake or perform any activity in the buffer area(s), upland conservation area(s), drainage easement(s) or alter lot grading plans as described in the approved permit, shown on the construction plans and recorded plat of the subdivision, unless prior approval is received from the SWFWMD Brooksville Regulation Department. Each property owner within the subdivision at the time of construction of a building, residence, or structure shall comply with the construction plans for the SWMS approved and on file with the SWFWMD. All lot owners shall be responsible for maintaining designed flow paths for side and rear drainage as shown in the permitted plans. If the constructed flow path is disturbed or modified, the Association has the authority to enter the Property and reconstruct the intended flow pattern and assess the Lot Owner with the expense. All terms used herein possessing variable interpretations are defined in the Declaration of Covenants.

ARTICLE 14
INITIAL REGISTERED OFFICE,
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered agent of the Corporation shall be The Hogan Law Firm, who shall also be a resident agent, whose address is 20 South Broad Street, Brooksville, Florida.34601

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IN WITNESS WHEREOF, the Incorporator has affixed her signature the day and year set forth below.

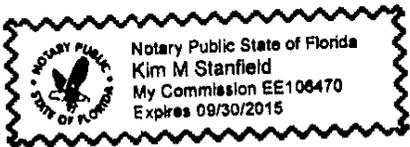
THE HOGAN LAW FIRM, LLC

Deborah Hogan

By: DEBORAH HOGAN, Manager
20 So. Broad Street
Brooksville, Florida 34601

STATE OF FLORIDA)
) ss.
COUNTY OF HERNANDO)

The foregoing instrument was acknowledged before me on September 12, 2013 by DEBORAH HOGAN, Manager of THE HOGAN LAW FIRM, LLC. who is personally known to me or who has produced _____ as identification and who did not take an oath.



Kim M. Stanfield

Signature of person taking acknowledgment

Name: Kim M. Stanfield
Notary Public, State of Florida
My commission expires: 9/30/2015

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the state of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Hernando, state of Florida, the corporation named in the said Articles has named **The Hogan Law Firm,** whose address is **20 South Broad Street, Brooksville, Florida 34601,** as its statutory registered agent.

Having been named the statutory agent of the corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.

DATED on Sept. 12, 2013



THE HOGAN LAW FIRM, Registered Agent
By: DEBORAH HOGAN, ESQ.

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