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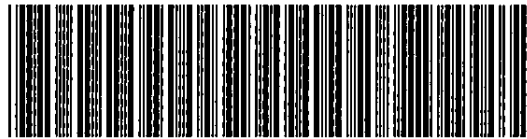
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37837 Meridian Avenue, Suite 100
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Pratico & Chane, P.A.

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October 10, 2013

SENT VIA UPS DELIVERY

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation for Walnut Grove Homeowners Association, Inc.

To Whom It May Concern:

Enclosed, please find the original Articles of Incorporation for Walnut Grove Homeowners Association, Inc., along with this firm's check in the amount of \$78.75, representing the filing fee and fee for a Certificate of Status.

Please return the original documents to this firm in the pre-addressed and stamped envelope provided.

Thank you in advance for your assistance with this matter. Should you have any questions, please feel free to give my office a call.

Very Truly Yours,

JOHNSON, AUVIL, PRATICO & CHANE, P.A.

Sheada Madani
(Enclosures as Indicated)

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Prepared By and Return To:

Leonard H. Johnson, Esquire / smp
Johnson, Auvil, Pratico & Chane, P.A.
37837 Meridian Avenue, Suite 100
Dade City, Florida 33525
www.dadecitylaw.com

ARTICLES OF INCORPORATION

OF

WALNUT GROVE HOMEOWNERS ASSOCIATION, INC.

A Florida Not For Profit Corporation

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribed, acknowledges and files with the Florida Department of State these Articles of Incorporation for the purpose of forming a not for profit Florida corporation organized under and by virtue of the laws of the State of Florida as contained in Chapter 617, Florida Statutes, as amended (the "Acts").

ARTICLE I
NAME

The name of this corporation is WALNUT GROVE HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called "Association" in these Articles).

ARTICLE II
OFFICE AND REGISTERED AGENT

The Association's principal office and mailing address is 4034 Gall Boulevard, Zephyrhills, Florida 33542. The Association's registered agent is Leonard H. Johnson, Esquire of the law firm of Johnson, Auvil, Pratico & Chane, P.A. who maintains an office at is 37837 Meridian Avenue, Suite 100, Dade City, Florida 33525. Both this Association's principal office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III
PURPOSE

This Association does not contemplate pecuniary gain or profit to its members. The specific purpose for which it is formed is to provide for and promote the maintenance, operation, preservation, management and architectural control of common areas and lots units within that certain tract of property described in that certain DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR WALNUT GROVE, to be recorded in the Public Records of Pasco County, Florida, and any amendments or modifications thereof,

(the "Declaration"), relating to certain real property located in Pasco County, Florida, and more particularly described as:

SEE EXHIBIT A ATTACHED HERETO,

(the "Property") or such other additional property as may be added in accordance with the Declaration. The purpose of the Association shall include, without limitation of the maintenance of the Common Area within the Property, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration.

ARTICLE IV
POWERS

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges, and perform all duties of this Association set forth in the Declaration, as same may be applicable to the Property, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the real or personal property of the Association;

(e) Borrowing. Borrow money and, with the approval of a majority of each class of members present (in person or by proxy) at a duly noticed meeting in which there is a quorum present, mortgage, pledge, deed in trust, hypothecate, assign, grant security interest in, or otherwise transfer any or all of its real or personal property as security for money borrowed, debts incurred, or any of its other obligations, including without limitation the right to collateralize any such indebtedness with the Association's assessment collection rights;

(f) Dedications. With the written approval of two-thirds (2/3) of each class of members present (in person or by proxy) at a duly noticed meeting in which there is a quorum present, dedicate, sell or transfer all or any part of the Association's real or personal property to any public agency, authority, or utility for such purposes, and subject to such conditions, as two-thirds (2/3) of each class of members determine;

(g) Easements. To grant easements as to the Common Area to the public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Property, and the providing of utility and other services.

(h) Mergers. With the approval of two-thirds (2/3) of each class of members present (in person or by proxy) at a duly noticed meeting in which there is a quorum present, participate in mergers and consolidations with other non-profit corporations organized for similar purposes, or annex additional real property and Common Area;

(i) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and Common Area (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(j) Budget. To adopt such annual budgets as are necessary to carry out the provisions of the Declaration and these Articles;

(k) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Restated Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted;

(l) Enforcement. To enforce by legal means the obligations of the members of this Association and the provisions of the Declaration;

(m) Litigation. To sue or be sued;

(n) Surface Water Management. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, and to contract for services for operation and maintenance of the surface water management system facilities and to otherwise authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(o) Contracts. To contract for services; and

(p) Other. To have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 and Chapter 720, Florida Statutes, by law may now or hereafter have or exercise, and, to engage in all lawful acts permitted or authorized by law, and to take any other action necessary for the purposes for which the Association is formed.

ARTICLE V **MEMBERSHIP**

This Association shall be a membership corporation, without certificates of shares of stock. Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by record conveyance or other transfer of title of a Lot. The share of an Owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such Owner's or member's Private Townhouse Residence (as defined in the Declaration).

ARTICLE VI **VOTING RIGHTS**

The voting rights of members are as set forth in the Declaration.

ARTICLE VII **BOARD OF DIRECTORS**

Section 1. This Association's affairs are managed by a Board of Directors comprised of three Directors. The number of Directors from time to time may be changed by amendment to this Association's Bylaws, and at all times it shall be no fewer than three (3) members nor more than seven (7) members. The Directors named below shall serve two (2) year terms until the Association's annual meeting held during the second year of such Director's term. The term of office for all Directors shall be two (2) years. Upon expiration of such two (2) year terms, any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may vote for each vacancy; however, cumulative voting is not permitted.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name:

Address:

Teri Butterfield

4034 Gall Boulevard
Zephyrhills, Florida 33542

Wayne Butterfield

4034 Gall Boulevard
Zephyrhills, Florida 33542

Toni Schmidt

4034 Gall Boulevard
Zephyrhills, Florida 33542

Section 3. The initial Board of Directors herein designated shall serve until Turnover and until the Turnover meeting thereafter. Directors elected at the Turnover meeting shall serve on the Board as set forth in the Bylaws.

ARTICLE VIII **DURATION**

This Association shall exist perpetually.

ARTICLE IX **DISSOLUTION**

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the consent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets, together with the control or right of access to any property containing the surface water management system facilities, shall be conveyed or dedicated to an appropriate governmental unit or public utility to be used for purposes similar to those for which this Association was created. If any such conveyance or dedication is refused, such assets, together with the control or right of access to any property containing the surface water management system facilities shall be granted, conveyed, and assigned to a non-profit corporation or other organization similar to the Association and devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE X **BYLAWS**

This Association's Bylaws will initially be adopted by the Board of Directors. Thereafter, the Bylaws shall be altered, amended, or rescinded solely by the approval of the Board of Directors. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration the Members may have authority to approve amendments to the Bylaws; in those circumstances such provisions shall control the alteration, amendment or rescission the Bylaws.

ARTICLE XI **AMENDMENTS**

Section 1. **General Restrictions on Amendments.** Notwithstanding any other provision herein to the contrary, no amendment to the Articles shall affect the rights of the Declarant unless such amendment receives the prior written consent of the Declarant, as applicable, which may be withheld for any reason whatsoever. If the prior written approval of any governmental agency or entity having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such agency or entity must also be obtained. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Pasco County, Florida.

Section 2. **Amendments Prior to Turnover.** Prior to Turnover, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Declarant's right to amend under this Section is to be construed as broadly as possible. In the event that the Association shall desire to amend these Articles prior to Turnover, the Association must first obtain the Declarant's prior written consent and approval of any proposed amendment. Thereafter, an amendment identical to that approved by the Declarant may be adopted by the Association pursuant to the requirements for amendments from and after Turnover. Thereafter, Declarant shall join in such identical amendment so that its consent to same will be reflected in the Public Records of Pasco County, Florida.

Section 3. **Amendments From and After Turnover.** From and after Turnover, but subject to the General Restrictions on Amendments set forth above, these Articles may be amended with the approval of two-thirds (2/3) of each class of members present (in person or by proxy) at a duly noticed meeting in which there is a quorum present.

ARTICLE XII **INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIII **INDEMNIFICATION**

Every Director and every Officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees reasonably incurred by or imposed on him/her in connection with any proceedings or settlement of any proceedings to which he/she may be a party or in which he/she may become involved by reason of his being or having been a Director or Officer of the Association, whether

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or not he/she is a Director or Officer at the time such expenses are incurred. The foregoing right to indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. 10 OCT 11 PM 2:28

ARTICLE VIX
INCORPORATOR

The names and addresses of the incorporator is:

Name:

Address:

Wayne Butterfield

4034 Gall Boulevard
Zephyrhills, Florida 33542

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation for Walnut Grove Homeowners Association, Inc., this 10th day of OCTOBER, 2013.

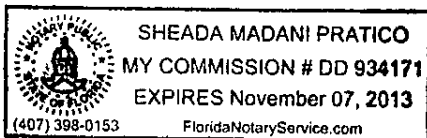
Wayne Butterfield
Wayne Butterfield
Incorporator

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 10th day of OCTOBER, 2013, by WAYNE BUTTERFIELD, as Incorporator of WALNUT GROVE HOMEOWNERS ASSOCIATION, INC., on behalf of said corporation, and who acknowledged before me that the execution thereof is her free act and deed. ~~He~~ () is personally known to me or ☒ has produced a driver's license as identification.

My Commission Expiration
and Commission Number:

Sheeda Madani Pratico
Print Name Sheeda Madani Pratico
NOTARY PUBLIC - STATE OF FLORIDA



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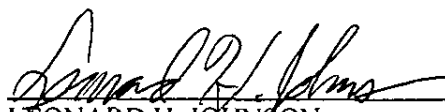
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0505, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

WALNUT CREEK HOMEOWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA AS A NOT-FOR-PROFIT
HOMEOWNERS ASSOCIATION, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED
AT 4034 GALL BOULEVARD IN ZEPHYRHILLS, PASCO COUNTY, STATE OF FLORIDA,
HAS NAMED LEONARD H. JOHNSON, ESQUIRE OF JOHNSON, AUVIL, PRATICO &
CHANE, P.A, WHOSE PHYSICAL ADDRESS IS LOCATED AT 37837 MERIDIAN AVENUE,
SUITE 100, DADE CITY, STATE OF FLORIDA, 33525, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION
607.0505, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE OF
REGISTERED AGENT:



LEONARD H. JOHNSON

DATE: 10/10/2013

EXHIBIT A

Tracts 66 and 79, in Section 15, Township 26 South, Range 21 East, ZEPHYRHILLS COLONY COMPANY LANDS, as per plat thereto recorded in Plat Book 1, Page 55, Public Records of Pasco County, Florida.

Pasco County Parcel Identification Number: 15-26-21-0030-06600-0000