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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
11/13/13

COVER LETTER

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

SUBJECT: **CEDAR LAKES WOODS & GARDENS, 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: **Melissa A. Norman**
Name (Printed or typed)

2331 NW 13th Place
Address

Gainesville, FL 32605
City, State & Zip

352-335-4432
Daytime Telephone number

missyno@bellsouth.net
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 5, 2013

MELISSA A NORMAN
2331 NW 13TH PLACE
GAINESVILLE, FL 32605

SUBJECT: CEDAR LAKES WOOD & GARDENS, INC.
Ref. Number: W13000061394

We have received your document for CEDAR LAKES WOOD & GARDENS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We have received your document for CEDAR LAKES WOOD & GARDENS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 013A00025733

ARTICLES OF INCORPORATION
OF
CEDAR LAKES WOODS & GARDENS, INC.
A Corporation Not For Profit

FILED
13 NOV 13 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation not for profit under Chapter 617, Florida Statutes, the undersigned hereby incorporates the corporation for the purposes and with the powers herein specified, pursuant to the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is CEDAR LAKES WOODS & GARDENS, INC., a Florida corporation not for profit.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of the corporation is 4990 NE 180th Avenue, Williston, FL 32696. The mailing address of the corporation is P.O. Drawer 260, Williston, FL 32696.

ARTICLE III. PURPOSE

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The further purposes of the Corporation are:

- a. To provide an educational recreation facility for area residents.
- b. To provide an educational facility for use by regional educational institutions.
- c. To support research ventures where consistent with the purposes outlined in these articles.
- d. To provide a facility for social functions for area organizations of conservation, recreation, and botanical orientation.

ARTICLE IV. POWERS

The corporation will have all of the powers and privileges granted to corporations not for profit under the laws of Florida, subject to and to be exercised in accordance with the provisions hereof, the Bylaws and the Act.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V. MEMBERS

The membership of the corporation shall be limited to the members of the Board of Directors and officers as enumerated herein. Persons may become members of the corporation and Board of Directors by affirmative vote of a simple majority of the Board of Directors existing at the time of admission. The number of members of the first Board of Directors will be five (5).

ARTICLE VI. DIRECTORS AND OFFICERS

Subject to such restrictions, if any, as may be set forth in the Bylaws, the Board of Directors will have the general management and control of the corporation and may exercise all of the powers of the corporation. The Board of Directors will appoint annually by simple majority vote: a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers, and other officers as the Board of Directors will deem advisable from time to time. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President will not be held by the same person, nor will the office of President and Secretary or Assistant Secretary be held by the same person. The officers will have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

ARTICLE VII. INITIAL DIRECTORS AND OFFICERS

The names and addresses of the members of the first Board of Directors and the officers who will hold office for the first year of the corporation's existence, and thereafter until their successors are selected, are as follows:

Raymond Webber [Director and President]
4490 NE 180th Avenue
Williston, FL 32696

William Bennett [Director & Secretary]
5850 NE SR 121
Williston, FL 32696

Don Goodman [Director & Vice President]
15508 SW 75th Street
Archer, FL 32618

Margret Cox [Director]
1850 SE 111th Court
Morrison, FL 32668

Brenda Standridge [Director & Treasurer]
3431 SE 201st Terrace
Morrison, FL 32668

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of these Articles is: Melissa A. Norman, 2331 NW 13th Place, Gainesville, Florida 32605

ARTICLE IX. REGISTERED OFFICE

The name and Florida street address of the corporation's initial registered agent is: Melissa A. Norman, 2331 NW 13th Place, Gainesville, Florida 32605

ARTICLE X. AMENDMENT

Amendments to these Articles may be proposed and passed and the Bylaws of this corporation are to be made, altered or rescinded by vote of a simple majority at a meeting of the members of the Board of Directors of this corporation to be called by any member of the Board of Directors with not less than 5 days advance notice to the members of the Board of Directors.

ARTICLE XI. INDEMNIFICATION

None of the Directors or officers shall be personally liable for the expenses, liabilities, debts, or for claims, torts, or responsibilities of the corporation. Every Director and every officer of the corporation will be indemnified by the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party, or which they may become involved, by reason of their being or having been a Director or officer of the corporation, whether or not they are a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification will be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XII. FIDELITY BONDING

In addition to the indemnification provisions hereof, the corporation will obtain and maintain blanket fidelity bonds on each Director, officer, employee, and volunteer of the corporation. The total amount of fidelity bond coverage will be based upon the best judgment of the Board of Directors.

ARTICLE XIII. EXISTENCE/DISSOLUTION

The corporation will have perpetual existence, unless voluntarily dissolved or dissolved by operation of law. Upon any dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, Florida Statutes.

Melissa A. Norman 10-31-2013
Melissa A. Norman, Incorporator Date
2331 NW 13th Place
Gainesville, FL 32605

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for CEDAR LAKES WOODS & GARDENS, INC., a Florida not for profit corporation, at the place designated in these Articles of Incorporation, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping the office open. I further acknowledge that I am familiar with and accept the obligations imposed upon registered agents, including the obligation imposed by Section 507.0505, Florida Statutes.

Melissa A. Norman 10-31-2013
Melissa A. Norman, Registered Agent Date
2331 NW 13th Place
Gainesville, FL 32605

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13 NOV 13 PM 3:30
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TALLAHASSEE, FLORIDA