

N15000003217

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000270388350

03/10/15--01022--014 **70.00

15 MAR 30 AM 11:45
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 03/10/15 BY 60321

15-17727

MD 3/31



JAMES H. "MAC" MCCARTY, JR., JD, MBA
EMAIL: MAC@LAWGATORS.COM

JULIE M. NAIM, JD
EMAIL: JULIE@LAWGATORS.COM

ELIZABETH KEETER, JD
EMAIL: BETH@LAWGATORS.COM

2630-A NW 41ST STREET, GAINESVILLE, FL 32606
TELEPHONE: 352-240-1226 · FACSIMILE: 352-240-1228 · WWW.LAWGATORS.COM

March 6, 2015

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

Re: Saratoga South Homeowners Association, Inc.

Dear Sir or Madam,

Enclosed please find one original and one copy of the Articles of Incorporation for Saratoga South Homeowners Association, Inc. as well as this firm's check for \$70.00 for the filing fees.

Please feel free to contact me with any questions or concerns you may have.

Sincerely,

A handwritten signature in black ink, appearing to be 'JH', followed by a long horizontal line.

James H. McCarty, Esquire



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 12, 2015

JAME H. MCCARTY, ESQ.
MCCARTY NAIM KEETER
2630 NW 41ST STREET
GAINESVILLE, FL 32608

SUBJECT: SARATOGA SOUTH HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W15000017727

We have received your document for SARATOGA SOUTH HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 815A00005068



JAMES H. "MAC" MCCARTY, JR., JD, MBA
EMAIL: MAC@LAWGATORS.COM

JULIE M. NAIM, JD
EMAIL: JULIE@LAWGATORS.COM

ELIZABETH KEETER, JD
EMAIL: BETH@LAWGATORS.COM

2630-A NW 41ST STREET, GAINESVILLE, FL 32606
TELEPHONE: 352-240-1226 · FACSIMILE: 352-240-1228 · WWW.LAWGATORS.COM

March 26, 2015

VIA US MAIL

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

Re: SARATOGA SOUTH HOMEOWNERS ASSOCIATION, INC.
Ref. Number W15000017727

Dear Sir or Madam,

Please find enclosed a copy of your letter in regards to our documents for SARATOGA SOUTH HOMEOWNERS ASSOCIATION, INC., along with the original and one copy of the corrected Articles of Incorporation.

Please let us know if there are any further questions regarding these documents.

Sincerely,

James H. McCarty, Jr., Esq.

**ARTICLES OF INCORPORATION
OF
SARATOGA SOUTH HOMEOWNERS ASSOCIATION, INC.**

A Florida Corporation Not for Profit

The undersigned incorporator hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida, pursuant to Chapter 617 and Chapter 720, Florida Statutes (the "Act"), and to that end hereby sets forth:

1. **NAME.** The name of the Corporation is "Saratoga South Homeowners Association, Inc."

2. **REGISTERED AGENT.** The name of the initial registered agent of the Corporation is James H. McCarty, Jr., Esq. and his address is 2630-A NW 41st Street, Gainesville, Florida 32606.

3. **PRINCIPAL OFFICE.** The principal office and mailing address of the corporation is 220 Estuary Drive, Vero Beach, FL 32923.

4. **INCORPORATOR.** The name and address of the incorporator is James H. McCarty, Jr., McCarty, Naim & Keeter, P.A., 2630-A NW 41st Street, Gainesville, Florida 32606.

5. **MEMBERSHIP AND VOTING RIGHTS.**

a. **Voting.** The Association shall have two (2) classes of voting membership:

(i) **Class A Members** shall be all Owners, with the exception of the "Developer" (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify). Each Class A Member shall have one vote for each Lot owned by such member.

(ii) **Class B Member.** The Class B Member shall be the Developer who shall be entitled to ten (10) votes for each Lot owned by the Developer. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership; or

(b) Three (3) months after ninety percent(90%) of the Lots have been conveyed to members of the Association other than the Developer; or

(c) Such earlier date as the Developer may choose to terminate the Class B Membership upon notice to the Association.

All votes shall be exercised or cast in the manner provided by the Declaration and Bylaws. After transition of Association control as provided in Section 720.307(1), Florida Statutes ("Turnover"), the Class A Members may vote to elect the majority of the members of the Board. For the purposes of this Article, builders, contractors or others who purchase a Lot for the purpose of the constructing improvements thereon for resale shall not be deemed to be Class A Members. After Turnover, for so long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Lots within the Property, the Developer may elect at least one (1) Director. After Turnover, the Developer will be a Class A Member with respect to the Lots which it owns and shall have all rights and obligations of a Class A Member, except that it may not cast its votes for the purpose of reacquiring control of the Association. At Turnover, the Developer shall transfer control of the Association to Owners other than the Developer by causing enough of its appointed Directors to resign, whereupon it shall be the affirmative obligation of Owners other than the Developer to elect Directors and assume control of the Association. Provided at least thirty (30) days notice of Developer's decision to cause its appointees to resign is given to Owners, neither the Developer, nor such appointees, shall be liable in any manner in connection with such resignations even if the Owners other than the Developer refuse or fail to assume control.

6. PURPOSES. The objects and purposes of the Association are those objects and purposes as are authorized by the Covenants, Restrictions, and Easements for Saratoga South recorded (or to be recorded) in the Public Records, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to:

- a. Preserve the values in the Property and to maintain the Common Areas thereof for the benefit of the Owners who become members of the Association.
- b. To carry on one or more exempt functions of a homeowners association under the Internal Revenue Code of 1986, as amended (the "Code"), including those activities related to the acquisition, construction, management, maintenance, and care of association property (as defined in Section 528(c)(4) of the Code), all pursuant to such rules and policies as shall be set forth in its Bylaws;
- c. To make and collect Assessments and other charges against members as Owners (whether or not such sums are due and payable to the Association), and to use the proceeds thereof in the exercise of its powers and duties.
- d. To do such other acts and things, and engage in any lawful act or activity, for which corporations may be organized under, and as are authorized and permitted by, the Act and to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; provided, however, that in all events and circumstances, no part of any net earnings of the Corporation shall inure (other than by acquiring, constructing, or providing management, maintenance, and care of association property, and other than by a rebate of excess membership dues, fees, or assessments) to the benefit of any member of the Corporation or to the benefit of any private shareholder or individual (as defined in accordance with Treasury Regulations Section 1.528-7 promulgated

under the Code), the Corporation being organized to provide, among other things, for the acquisition, construction, management, maintenance, and care of association property.

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

a. General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida, (which are in effect at the time of filing of these Articles) except as expressly limited or restricted by applicable law, the terms of these Articles, the Declaration or the Bylaws.

b. Enumeration. In addition to the powers set forth in Section 5 above, the Association shall have all of the powers and duties reasonably necessary to operate the Property pursuant to 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:

(i) To make and collect Assessments and other charges against members as Owners (whether or not such sums are due and payable to the Association), and to use the proceeds thereof in the exercise of its powers and duties.

(ii) To buy, accept, own, operate, lease, sell, trade and mortgage both real and personal property in accordance with the provisions of the Declaration; provided however, the Common Areas may not be mortgaged without the consent of the Owners with voting power representing two thirds of the votes.

(iii) To maintain, repair, replace, reconstruct, add to and operate the Common Areas, and other property acquired or leased by the Association.

(iv) To purchase insurance upon the Common Property and insurance for the protection of the Association, its officers, directors and Owners,

(v) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Property and for the health, comfort, safety and welfare of the Owners.

(vi) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the rules and regulations for the use of the Common Areas and applicable law.

(vii) To contract for the management and maintenance of the Common Areas and to authorize a management agent 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 Areas with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties to make

assessments, promulgate rules and execute contracts on behalf of the Association.

(viii) To employ personnel to perform the services required for the proper operation and maintenance of the Common Areas.

(ix) To execute all documents or consents, on behalf of all Owners (and their mortgagees), required by all governmental and/or quasi-governmental agencies in connection with land use and development matters (including, without limitation, plats, waivers of plat, unities of title, covenants in lieu thereof, etc.), and in that regard, each Owner, by acceptance of the deed to such Owner's Lot and each Mortgagee of an Owner by acceptance of a lien on said Lot, appoints and designates the President of the Association as such Owner's agent and attorney-in-fact to execute any and all such documents or consents..

8. TERM. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida and shall exist in perpetuity. Provided, however, in the event that the Association is dissolved, the assets shall be dedicated to the public body or conveyed to a non-profit corporation with similar purpose.

9. OFFICER AND DIRECTOR LIABILITY. To the fullest extent permitted by applicable law, no director of the Corporation shall have any personal liability arising out of any action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a director. This Article shall not impair any right to indemnity from the Corporation that any director may now or hereafter have. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation hereunder on the personal liability of a director with respect to acts or omissions occurring prior to such repeal or modification.

10. DIRECTORS. The number of directors of the Corporation shall be fixed by the Bylaws. The number of directors constituting the initial Board of Directors shall be three (3) and the names of the persons who are to serve as directors until their successors are duly elected and qualified are:

<u>Name</u>	<u>Title</u>
Eduardo Leal	President and Director
Myrna Leal	Secretary, Treasurer and Director
James Coseo	Director

11. INDEMNIFICATION PROVISIONS. Officers, directors, agents and employees of the Association shall be indemnified as provided in the Bylaws.

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

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

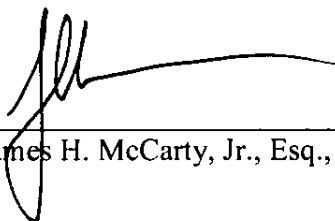
a. Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapters 617 and 720, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

b. Adoption. Amendments shall be proposed and adopted in the manner provided in Chapters 617 and 720, Florida Statutes and in the Act (the latter to control over the former to the extent provided for in the Act); provided that in all events such amendments shall be approved by the Owners representing two thirds of the votes of the members of the Association who have voting power at the time of such amendment. Any "Developer related amendments" shall be subject to the provisions of the Declaration.

c. Developer Amendments. Notwithstanding anything herein contained to the contrary, prior to transition of control of the Association to the Members as provided in Section 720.307, Florida Statutes, and to the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

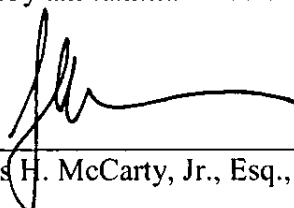
d. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Levy County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration are recorded which contains, as an exhibit, the initial recording of these Articles.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation, this 26th day of March, 2015


James H. McCarty, Jr., Esq., Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.


James H. McCarty, Jr., Esq., Registered Agent