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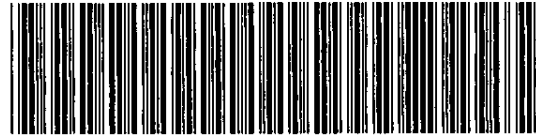
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Ann Robert

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FOXWOOD PARCELS "A-F" PROPERTY OWNERS' ASSOCIATION, INC.

DOCUMENT NUMBER: N16000009087

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

R WILLIAM FUTCH

(Name of Contact Person)

R WILLIAM FUTCH, PA

(Firm/ Company)

2201 SE 30TH AVE, SUITE 202

(Address)

OCALA FL 34471

(City/ State and Zip Code)

BILL@FUTCHLAW.NET

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

R WILLIAM FUTCH

352

732-8080

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 23, 2017

R. WILLIAM FUTCH
2201 SE 30TH AVE., STE 202
OCALA, FL 34471

SUBJECT: FOXWOOD PARCELS "A-F" PROPERTY OWNERS'
ASSOCIATION, INC.
Ref. Number: N16000009087

We have received your document for FOXWOOD PARCELS "A-F" PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return 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) 245-6050.

Carol Mustain
Regulatory Specialist II

Letter Number: 417A00003537

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FOXWOOD PARCELS "A-F"
PROPERTY OWNERS' ASSOCIATION, INC.

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, 2016, as may be amended, and do hereby certify that these Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast were sufficient for approval of these Amended and Restated Articles of Incorporation, and further certify the following:

ARTICLE I.
Name and Address

The name of the Corporation is FOXWOOD PARCELS "A-F" PROPERTY OWNERS' ASSOCIATION, INC., hereinafter called the "Association" whose street address is 1041 S.E. 69th Place, Ocala, Florida 34480 and whose mailing address is the same.

ARTICLE II.
Registered Agent

The name of the Registered Agent is R. William Futch, P.A. and the Registered Office is 2201 S.E. 30th Avenue, Suite 202, Ocala, Florida 34471.

ARTICLE III.
Definitions

All definitions in the Declaration of Easements with Covenants Affecting Land recorded at Official Records Book 6411, Pages 1447-1471, Public Records of Marion County, Florida (the "Declaration"), to which a copy of these Amended Articles are incorporated by reference and made a part thereof, are adopted as if fully set forth herein.

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CLERK OF STATE
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ARTICLE IV.
Purpose and Definitions

Section 1. Purpose. The primary purpose of this Association is to create an entity to provide a forum for discussion and communication among each Owner of Lots (also defined as "Outparcels" in the Declaration) as shown on the Plat of SHOPS AT FOXWOOD REPLAT, recorded in Plat Book 12, Page(s) 161-163, Public Records of Marion County, Florida (cumulatively, the "Property"), and to facilitate and assure the maintenance and operation of the Property as may be subject to the terms of the Declaration, including, but not limited to, Common Areas, as well as all Easements for roadways and drainage facilities.

Section 2. Nonprofit Character of Association. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

ARTICLE V.
Powers

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

(a) To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as recorded in the Public Records of Marion County, Florida, 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) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions, or agreements to effectuate all of the purposes for which the Association is organized.

(c) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

(d) To establish, collect, and disburse Assessments to be used for the maintenance and upkeep of the Common Areas, roadways, and the storm water and surface water drainage facilities located within the Property.

(e) To manage, operate, maintain, repair and improve the Common Areas and any storm water or surface water management facility areas located within the Property or any property owned by another third party for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services.

(f) To enforce covenants, conditions or restrictions affecting the Property to the extent the Association may be authorized to do so under any Declaration or the Bylaws.

(g) To enter into, make, perform or enforce contracts of every kind and description; and to all other acts necessary, appropriate or advisable in carrying out any purpose of the Association with or in association with any corporation or other entity or agency, public or private.

(h) To operate, maintain, and manage the surface water or storm water management systems located on the Property in a manner consistent with the requirements of the Southwest Florida Water Management District's rules or regulations, and to assist in the enforcement of the restrictions and covenants of the Declarations which related to the Surface Water and Storm Water Management System.

(i) To levy and collect adequate Assessments against Members of the Association for the cost of maintenance and operation of the surface water or storm water management systems located within the Property.

(j) To own and convey property.

(k) To operate and maintain the surface water management system facilities, 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.

(l) To establish rules and regulations.

- (m) To assess Members and enforce assessments.
- (n) To sue and be sued.
- (o) To contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company.
- (p) To require all the Owners of Lots to be Members.
- (q) To exist in perpetuity; however, if the Association is dissolved, 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 and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.
- (r) To take any other action necessary for purposes for which the Association is organized.

ARTICLE VI.

Membership

Every Owner of a Lot (also defined as an Outparcel in the Declaration) located within the Property shall be a Member of this Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot. All Members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

ARTICLE VII.

Voting Rights

The voting rights in the Association shall be as follows:

- (a) The Developer (as defined in the Declarations), for so long as the Developer owns any Lots within the Property, and subject to paragraph (c) below, shall be entitled to four (4) votes for each Lot owned.

(b) All other Owners of a Lot shall be entitled to one (1) vote for each Lot owned. When one or more persons hold an interest in any Lot, all such persons shall be Members of the Association, but in no event shall more than one vote be cast with respect to any single Lot. In the event all of the Owners of a Lot cannot agree on any vote, no vote shall be cast for such Lot; provided, however, that the Association may conclusively rely on the vote cast by any of the Owners of a Lot as being authorized by all such Owners unless the Association has been notified in writing to the contrary by one or more such Owners.

(c) Six (6) months after such time as the total number of votes to which the Developer is entitled under the provisions of this Article is equal to the number of votes held by other Owners, the number of votes to which the Developer is entitled shall be reduced to one (1) vote per Lot owned by the Developer.

ARTICLE VIII.

Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three or more than nine persons who need not be Members of the Association. The first Board shall consist of three Directors. Thereafter, the number of Directors may be increased up to a maximum of five by a majority vote of the Board of Directors.

The first election of Directors shall be held within sixty (60) days after filing of these Amended Articles of Incorporation, at a meeting of the Members called for that purpose. Three Directors shall be elected at this first election. Said Board shall also determine the term for each new directorship so created. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the new one year term. At the expiration of any term, any Director may be re-elected for an additional consecutive term. The Directors shall be elected by the vote of a majority of the Members entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining 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 qualified, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
●MARK A. JANK	1041 S.E. 69 th Place, Ocala, Florida 34480
●SCOTT SIEMENS	3505 S.E. 17 th Court, Ocala, Florida 34471
●FRED C. WOLLETT	6950 S.E. 12 th Terrace, Ocala, Florida 34480

At any time a Lot in the Property is owned by the Developer (or its specific assignee of the right granted herein) the Developer shall be entitled to appoint one (1) member of the Board of Directors, the balance of the Board of Directors to be elected as noted above.

ARTICLE IX.

Assessments

The Directors are required to establish a proposed Assessment to be levied against each Lot sufficient to maintain, extend or improve, and for the express purpose of maintaining, extending, or improving the Common Areas, any Easement areas, and any other areas which are maintained or partially maintained by the Association, as well as any surface water or storm water management systems located within the Property. Notice of the proposed Common Assessment for the next ensuing year shall be provided by the Association to all Members not less than fourteen (14) days nor more than sixty (60) days prior to an annual meeting of the Members, which notice shall include the time and place for the proposed annual meeting [which shall be in Marion County, Florida]. At the annual meeting of the Membership a proposed Common Assessment (or any new Common Assessment provided that its total amount is not greater than the original proposed Common Assessment included in the notice to the Members) may be adopted by the affirmative vote of the Owners of not less than fifty-one percent (51%) of the Lots within the Property. The Assessment so established may be levied and collected annually, quarterly, or monthly, at the sole discretion of the Directors. If, after the first Common Assessment is adopted, a revised annual budget is not adopted at the annual meeting of the Members at which a proposed Common Assessment is considered, the Common Assessment for the following year shall be the prior year's Common Assessment until such time as a revised annual budget is adopted.

The Directors may, in their complete and sole discretion, propose a Reconstruction Assessment against the Lots for one time and/or extraordinary expenses associated with the maintenance, extension or improvement of the Common Areas of the Property. The Directors shall give each Member notification of the proposed assessment, and the time and location for the meeting of the Directors and Members for consideration of the assessment (which shall be in Marion County, Florida) not less than fourteen (14) or greater than sixty (60) days prior to the scheduled special meeting of the Members. At the special meeting the assessment (or any revised assessment provided that the total amount is not greater than the proposed assessment sent with the notice of the meeting) may be adopted by an affirmative vote of the Owners of at least fifty-one percent (51%) of the Lots within the Property.

The Directors shall establish a separate account for the deposit of all funds collected pursuant to this Article, and shall not place any other funds, regardless of source, in said account. All funds so deposited shall be disbursed only for improvements to, and extensions or maintenance of, the Common Areas, roadways, and drainage retention areas within the Property. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any Member of the Association requesting access to same.

The assessments collected by the Association in accordance with the provisions of this Article shall also be used, to the extent required, for the maintenance and repair of the surface water or storm water management systems, including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE X.

Dissolution

In the event of the dissolution of the Association, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be used for such similar purposes.

Notwithstanding any other provisions contained within this Article, the Association may be dissolved only as provided in the Declaration, the Bylaws of the Association, and the laws of

the State of Florida. In the event of the termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management systems located within the Property must be transferred to and accepted by an entity which would comply with the provisions of Section 40C-42.027, Florida Administrative Code (as amended), and must be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI.

Duration

The corporation shall exist in perpetuity.

ARTICLE XII.

Amendments

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

Section 1. Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting of the Board of Directors at which a proposed amendment is considered.

Section 2. Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association.

Section 3. Adoption of Amendment. Adoption of the amendment will require the affirmative vote of three-fourths of the votes entitled to be cast thereon by the Board of Directors.

Section 4. Restrictions on Amendment. No amendment to these Articles of Incorporation affecting in any way the ownership, maintenance or operation of any surface water or storm water management system located on the Property shall be effective without the written consent of the Southwest Florida Water Management System.

ARTICLE XIII.

Subscribers

The names and street addresses of the subscribers and incorporators to these Articles of Incorporation is as follows:

SECOND NINE PARTNERS, LLC, a Florida limited liability company
1041 S.E. 69th Place, Ocala, Florida 34480

ARTICLE XIV.

Officers

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- MARK A. JANK.....President
- SCOTT SIEMENS.....Secretary/Treasurer

ARTICLE XV.

Bylaws

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the Directors by the majority vote of the Directors otherwise entitled to vote thereon at a meeting at which a majority of the Directors entitled to vote are present. Any amendments to Bylaws shall be binding on all Members of the Association.

ARTICLE XVI.
Indemnification of Officers and Directors

The Association shall and does hereby indemnify and hold harmless Developer and 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 he may be made a part by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he 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 Officer may be entitled.

ARTICLE XVII.
Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation the Developer or an affiliate of the Developer, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this Association 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 or committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

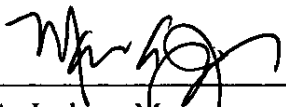
ARTICLE XVIII.
Conflicts

Section 1. Conflicts. In the case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in the case of any conflict between the Declarations and these Articles of Incorporation, the Declarations shall control.

IN WITNESS WHEREOF, under the laws of the State of Florida, we, the undersigned, constituting the subscribers and incorporators of this Association, have executed this Amendment to Articles of Incorporation this 13 day of February, 2017.

Subscriber and Incorporator

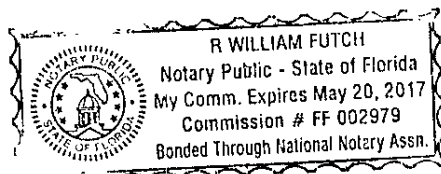
SECOND NINE PARTNERS, LLC
a Florida limited liability company


By 
Mark A. Jank, as Manager

STATE OF FLORIDA)
COUNTY OF MARION)

BEFORE ME, a notary public duly authorized to take acknowledgments in the state and county set forth above, personally appeared MARK A. JANK, as Manager of SECOND NINE PARTNERS, LLC, a Florida limited liability company, known to me and known by me to be the person who executed the foregoing as Subscriber and Incorporator, and acknowledged to me that he executed the same freely and voluntarily.

WITNESS my hand and official seal this 13 day of February, 2017.



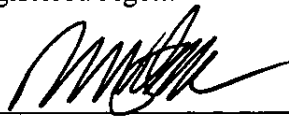

Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in §617.0501, Fla. Stat.

DATED this 13 day of February, 2017.

R. WILLIAM FUTCH, P.A.
Registered Agent

By 

R. WILLIAM FUTCH, as President