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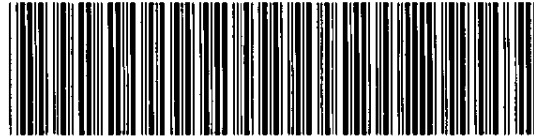
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
OAK VALLEY SMF MAINTENANCE ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certifies as follows:

**ARTICLE I - NAME**

The name of this corporation is **OAK VALLEY SMF MAINTENANCE ASSOCIATION, INC.** (this or the "Association").

**ARTICLE II - PRINCIPAL OFFICE**

The initial principal office of this Association shall be located at 1300 Thomaswood Drive, Tallahassee, Florida 32308, which office may be changed from time to time by action of the Board of Directors of the Association.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of the Association shall be Charles R. Gardner, 1300 Thomaswood Drive, Tallahassee, Florida 32308, which registered agent may be changed from time to time by action of the Board of Directors of the Association.

**ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to its members, its officers or its directors.

The specific purposes for which the Association is formed are to:

1. maintain and possibly own the stormwater management facility (hereinafter referred to as the "Oak Valley SMF"); and
2. be authorized and entitled to enforce the rights of the Declarant under and pursuant to that certain *Declaration of Easements* dated February 4, 2012, recorded in Official Records Book 4482, at Page 74, of the Public Records of Leon County, Florida.

The **Oak Valley SMF** is the same stormwater treatment and attenuation facility identified as "Oak Valley SMF" in the above-described *Declaration of Easements*.

The **Oak Valley SMF** is located in Leon County, Florida, within the boundaries of the real property described as follows:

Lot 14, Block "A", Oak Valley Commercial (unrecorded):

Commence at an iron pipe marking the Northeast corner of Section 31, Township 2 North, Range 1 West, Leon County, Florida, and run North 88 degrees 25 minutes 51 seconds West 1322.96 feet to a concrete monument marking the Northwest corner of the Northeast Quarter of the Northeast Quarter of said Section 31, thence continue North 88 degrees 25 minutes 51 seconds West 279.39 feet to a concrete monument lying on a curve concave to the Southwesterly on the Southwesterly right-of-way boundary of State Road No. 63 (U.S. Highway No. 27), thence from a tangent bearing of South 54 degrees 41 minutes 07 seconds East run Southeasterly along said right-of-way boundary and said curve with a radius of 8085.16 feet, through a central angle of 15 degrees 46 minutes 57 seconds, for an arc distance of 2227.11 feet to a concrete monument on the Westerly right-of-way boundary of State Road No. 263 (Capital Circle N.W.), thence South 09 degrees 48 minutes 28 seconds West along said right-of-way boundary 1096.11 feet, thence leaving said right of way boundary run North 89 degrees 35 minutes 59 seconds West 163.15 feet, thence North 85 degrees 47 minutes 33 seconds West 121.32 feet, thence North 04 degrees 12 minutes 27 seconds East 10.24 feet, thence North 88 degrees 16 minutes 36 seconds West 444.47 feet to the POINT OF BEGINNING. From said POINT OF BEGINNING continue North 88 degrees 16 minutes 36 seconds West 115.96 feet, thence North 01 degree 43 minutes 24 seconds East 160.23 feet to the Southerly right of way boundary of Corwin Drive (60 foot right of way), thence South 88 degrees 16 minutes 36 seconds East along said right of way boundary 115.96 feet, thence leaving said right of way boundary run South 01 degree 43 minutes 24 seconds West 160.23 feet to the POINT OF BEGINNING.

For the foregoing purposes, the Association is empowered to have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise.

**ARTICLE V- MEMBERSHIP AND VOTING RIGHTS**

This Association shall be a membership corporation, without certificates of shares of stock. Qualification for, and admission to, membership in the Association shall be regulated by the Bylaws of the Association.

## **ARTICLE VI - BOARD OF DIRECTORS**

The affairs of the Association shall be managed and governed by a Board of Directors consisting of at least two (2) directors. The number of directors may be changed by amendment of the Bylaws of the Association. Directors need not be members of the Association. The names and addresses of the persons, who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Charles R. Gardner	1300 Thomaswood Drive Tallahassee, Florida 32308
Richard J. Gardner, Jr.	1120 Savannah Trace Tallahassee, Florida 32312

Directors will be elected or appointed as set forth in the Bylaws of the Association.

## **ARTICLE VII - OFFICERS**

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Charles R. Gardner	President and Treasurer	1300 Thomaswood Drive Tallahassee, Florida 32308
Richard J. Gardner, Jr.	Vice-President and Secretary	1120 Savannah Trace Tallahassee, Florida 32312

## **ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator of these *Articles of Incorporation* is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles R. Gardner	1300 Thomaswood Drive Tallahassee, Florida 32308

#### **ARTICLE IX - BYLAWS**

The *Bylaws* of this Association shall be initially adopted by the Board of Directors. Thereafter, the *Bylaws* may be amended, altered or rescinded in the manner provided by the *Bylaws*.

#### **ARTICLE X - 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 or her in connection with any proceeding or settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these *Articles of Incorporation* this 2nd day of May, 2017.



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Charles R. Gardner  
Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 617.0501, Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**OAK VALLEY SMF MAINTENANCE ASSOCIATION, INC.**

2. The name and address of the registered agent and office are:

Charles R. Gardner, 1300 Thomaswood Drive, Tallahassee, Florida 32308

DATED this 2nd day of May, 2017.

**OAK VALLEY SMF MAINTENANCE  
ASSOCIATION, INC.**

By: \_\_\_\_\_

Charles R. Gardner  
Its: President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Charles R. Gardner  
Date: May 2, 2017

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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