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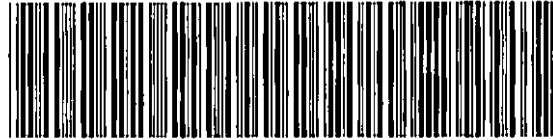
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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : 120000000195

REFERENCE : 899143 159607A

AUTHORIZATION :

COST LIMIT : \$770.00

*Lyndell Clemons*

ORDER DATE : November 6, 2017

ORDER TIME : 12:42 PM

ORDER NO. : 899143-005

CUSTOMER NO: 159607A

DOMESTIC FILING

NAME: THE WILDS PRESERVATION  
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner - EXT.

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF INCORPORATION**  
of  
**THE WILDS PRESERVATION ASSOCIATION, INC.**

I, the undersigned, by and under the provisions of statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit, do hereby declare as follows:

**ARTICLE I. - NAME OF CORPORATION**

The name of this corporation shall be THE WILDS PRESERVATION ASSOCIATION, INC., a Florida corporation not for profit, hereinafter referred to as the Association.

**ARTICLE II. - GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the residential subdivision located in Pinellas County, Florida, known as The Wilds, as more particularly described in the subdivision plat thereof recorded in the Public Records of Pinellas County, Florida, and to perform all acts provided in the Declaration of Covenants, Conditions and Restrictions for said residential subdivision, and all exhibits thereto, as duly amended from time to time, and the provisions of Chapters 720 and 617, Florida Statutes (2017).

**ARTICLE III.- POWERS**

The Association shall have all of the statutory powers of a corporation not-for-profit and all of the powers and duties set forth the Declaration of Covenants, Conditions and Restrictions of The Wilds and all exhibits attached thereto, as duly amended from time to time, and the powers and duties set forth in Chapters 720 and 617, Florida Statutes (2017).

**ARTICLE IV.- MEMBERS**

All persons owning a vested present interest in the fee title to a Lot in The Wilds, which interest is evidenced by a duly recorded proper instrument in the Public Records of Pinellas County, Florida, shall be Members of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall terminate automatically and immediately at the time a Member's vested interest in the fee title in and to his or her Lot terminates.

The change of Membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance transferring fee title to the Lot.

Membership shall be appurtenant to and shall not be separated from ownership of the Lot.

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Prior to the recording of the Declaration of Covenants, Conditions and Restrictions, Wilds Land Company, LLC, the Declarant shall constitute the sole Member of the Association.

#### **ARTICLE V.- VOTING RIGHTS**

The Association shall have two classes of Membership:

Class "A" Members shall be entitled to one (1) vote per Lot at Membership meetings. When more than one (1) person owns a Lot in The Wilds, the one (1) vote for that Lot shall be exercised as they, among themselves, determine and advise the Secretary of the Association, in writing, prior to the time the meeting is called to order, but in no event shall more than the one (1) vote allocated to that Lot be cast, and the vote will not be divided among the Owners of any one Lot. In the absence of any such notification to the Secretary of the Association, the vote allocated to the Lot shall be suspended if more than one (1) person seeks to exercise it. If a Class "A" Member owns more than one (1) Lot, such Member shall have the right to cast the one (1) vote allocated to that Lot for each Lot owned.

The Class "B" Member shall be the Declarant. The Class "B" Member shall have three (3) votes for each Lot which it owns; provided, however, that after transition of homeowners' association control from the Declarant to the nonDeclarant Members as provided in these Articles of Incorporation and Section 720.307, Florida Statutes (2017), has occurred, the Declarant shall not cast votes in an amount that exceeds one (1) vote per Lot.

#### **ARTICLE VI.- INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its Members, except as compensation for services rendered, and then only to the extent allowed by Chapter 720, Florida Statutes (2017).

#### **ARTICLE VII.- EXISTENCE**

The Association shall exist perpetually unless dissolved according to law. However, if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to one of the following: (1) local government units, including counties and municipalities; (2) active water control districts, drainage districts, Community Development Districts, Special Assessment Districts, or water management districts; (3) state or federal agencies; (4) duly constituted communication, water, sewer, stormwater, electrical, or other public utilities; (5) construction permittees; or (6) non-profit corporations, including homeowners' associations, property owners' associations, condominium owners' or master associations; provided that any non-profit corporation shall have sufficient powers to (a) own and convey property; (b) operate and perform maintenance of the permitted project on common property as exempted or permitted by the Agency; (c) establish rules and regulations governing membership or take any other actions.

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necessary for the purposes for which the corporation or association was organized; (d) assess members for the cost of operating and maintaining the common property, including the stormwater management system, and enforce the collection of such assessments; (e) sue and be sued; (f) contract for services to provide for operation and maintenance (if the association contemplates employing a maintenance company); (g) require all owners of real property or units to be members of the corporation or association; and (h) demonstrate that the land on which the system is located is owned or other wise controlled by the corporation or association to the extent necessary to operate and maintain the system or convey operation and maintenance to another entity.

**ARTICLE VIII.- REGISTERED OFFICE, REGISTERED AGENT,  
PRINCIPAL PLACE OF BUSINESS**

The registered office of the Association shall be at 3078 Eastland Boulevard, Unit 309A, Clearwater, Florida 33761-4149, and the registered agent at such address shall be Christie S. Jones, attorney at law, until such time as another registered agent is appointed by resolution of the Board of Directors. The initial principal place of business of the Association shall be 2611 Keystone Road, Suite B-4, Tarpon Springs, Florida 34688.

**ARTICLE IX.- NUMBER OF DIRECTORS**

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, as shall be designated by the Bylaws.

**ARTICLE X.- BOARD OF DIRECTORS AND OFFICERS**

The names and mailing addresses of the initial Board of Directors and officers are as follows:

<u>Name</u>	<u>Address</u>
MARC RUTENBERG	2611 Keystone Road, Suite B-4 Tarpon Springs, Florida 34688
GEORGE NUEBLING	2611 Keystone Road, Suite B-4 Tarpon Springs, Florida 34688
EVE WORSHAM	2611 Keystone Road, Suite B-4 Tarpon Springs, Florida 34688

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Except as expressly authorized pursuant to Chapter 720, Florida Statutes (2017), the Directors shall not be compensated by the Association for their services as Directors.

## **ARTICLE XI.- RECALL AND REMOVAL OF DIRECTORS**

Subject to the provisions of Article XIII hereof, and the provisions of Sections 720.307 and 720.303(10) Florida Statutes (2017), and any rules and regulations promulgated pursuant thereto, members of the Board of Directors may be recalled from office with or without cause, by the affirmative vote of a majority of the total voting interests of the Association.

## **ARTICLE XII.- INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and Directors shall be indemnified by the Association to the maximum extent required and allowed by Florida law. The Association may purchase and maintain insurance on behalf of all officers and Directors against any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

## **ARTICLE XIII.- RIGHTS OF DECLARANT**

A. As more particularly set forth in Section 720.307, Florida Statutes (2017), Members other than the Declarant are entitled to elect at least a majority of the members of the Board of Directors of the Association, when the earlier of the following events occurs:

1. Three (3) months after ninety percent (90%) of the Lots in The Wilds that will ultimately be operated by the Association have been conveyed to Class "A" Members:

2. Such other percentage of the Lots have been conveyed to Class "A" Members, or such other date or event has occurred, as is set forth in the governing documents in order to comply with the requirements of any governmental chartered entity with regard to the mortgage financing of Lots;

3. Upon the Declarant abandoning or deserting its responsibility to maintain and complete the amenities or infrastructure as disclosed in the governing documents. There is a rebuttable presumption that the Declarant has abandoned and deserted the property if the Declarant has unpaid assessments or guaranteed amounts under Section 720.308, Florida Statutes (2017), for a period of more than two (2) years;

4. Upon the Declarant filing a petition seeking protection under Chapter 7 of the federal Bankruptcy Code:

5. Upon the Declarant losing title to the property through a foreclosure action or the transfer of a deed in lieu of foreclosure, unless the successor owner has accepted an assignment of Declarant rights and responsibilities first arising after the date of such assignment:

6. Upon a receiver for the Declarant being appointed by a circuit court and not being discharged within thirty (30) days after such appointment, unless the court determines within thirty

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(30) days after such appointment that transfer of control would be detrimental to the Association or its Members; or

7. Upon delivery of written notice from the Declarant to the Association that the Declarant intends to transfer control of the Association to the nonDeclarant Members.

B. Members other than the Declarant are entitled to elect at least one member of the Board of Directors of the Association if fifty percent (50%) of the Lots in The Wilds which will ultimately be operated by the Association have been conveyed to Class "A" Members.

C. The Declarant is entitled to elect at least one (1) member of the Board of Directors of the Association as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots in The Wilds. After the Declarant relinquishes control of the Association, the Declarant may exercise the right to vote any Declarant-owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Directors.

D. For the purposes of this Article, the term "Members other than the Declarant" shall not include builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale.

E. Any Director appointed by the Declarant may be removed and replaced by the Declarant at any time, subject only to the foregoing rights of the Class "A" Members.

F. Election of members of the Board of Directors by Members other than the Declarant, and transfer of control of the Association from the Declarant to Members other than the Declarant, shall occur in accordance with the provisions of Section 720.307, Florida Statutes (2017), and any rules and regulations pertaining thereto promulgated by the Division of Florida Condominiums, Timeshares and Mobile Homes.

#### ARTICLE XIV.- BYLAWS

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

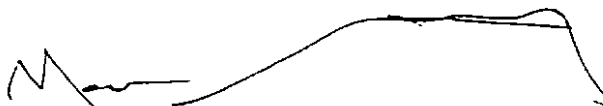
#### ARTICLE XV.- AMENDMENT

These Articles of Incorporation may be amended as set forth in Chapters 617 and 720, Florida Statutes (2017); provided, however, that any such amendment shall be approved by at least two-thirds (2/3rds) of the total voting interests of the Association. Until the election of a majority of the members of the Board of Directors by Members other than the Declarant has occurred, no amendment shall be effective without the prior written consent of the Declarant.

The name and street address of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
MARC RUTENBERG	2611 Keystone Road, Suite B-4 Tarpon Springs, Florida 34688

The undersigned, being the Incorporator of this corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 3rd day of November, 2017.



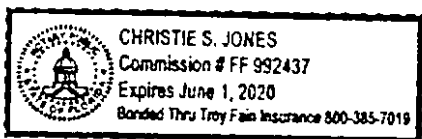
MARC RUTENBERG

STATE OF FLORIDA            )  
COUNTY OF PINELLAS        )

The foregoing instrument was acknowledged before me, a notary public authorized to take acknowledgments in the State and County set forth above, this by MARC RUTENBERG, who is personally known to me and who did not take an oath, and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of November, 2017  
in the aforesaid County and State.

NOTARY PUBLIC



  
Signature of Notary Public

CHRISTIE S. JONES

Printed Name of Notary Public

Commission Number:

My Commission Expires:

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NOTARY PUBLIC  
STATE OF FLORIDA



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, THE WILDS PRESERVATION ASSOCIATION, INC., a Florida corporation not for profit, desiring to organize under the laws of the State of Florida, hereby designates CHRISTIE S. JONES, ESQUIRE, of the law firm of CHRISTIE S. JONES, P.A., whose address is 3078 Eastland Boulevard, Unit 309A, Clearwater, Florida 33761-4149, as its Registered Agent to accept service of process within the State of Florida.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above named corporation, at the place designated herein, I hereby state that I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity

Dated the 3rd day of November, 2017.

  
CHRISTIE S. JONES, ESQUIRE

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