

118000004278

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

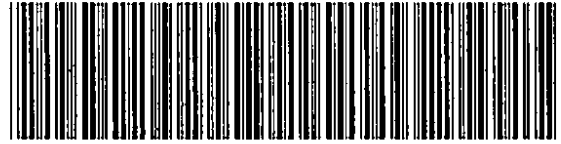
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

APR 17 2018

T. SCOTT



900311419499

04/10/18--01012--006 \*\*70.00

2018 APR 10 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

FILED

2018 APR 10 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
WOODHAVEN TOWNHOMES PROPERTY OWNERS' ASSOCIATION, INC.**

(A corporation not for profit)

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and so hereby certify:

**ARTICLE I**

The name of the corporation is **WOODHAVEN TOWNHOMES PROPERTY OWNERS' ASSOCIATION, INC.**

**ARTICLE II**

The principal office of the Association is located at 2379 Beville Road, Daytona Beach, Florida, 32119.

**ARTICLE III**

J. Andrew Hagan, Esquire, whose address is 2379 Beville Road, Daytona Beach, FL 32119, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV**  
**PURPOSES AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots and Common Areas, and to promote the common interests of the residents within WOODHAVEN TOWNHOMES, including any additions thereto as may hereafter be brought within the jurisdiction of this Association. In furtherance of their purposes, the Association shall have the power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants and Restrictions, (hereinafter called the "Declaration") and all plats applicable to WOODHAVEN TOWNHOMES, which plats and Declaration are to be recorded in Official Public Records of Volusia County.

Florida, and as the same may be amended from time to time. Capitalized terms herein shall have the meaning set forth in the Declaration:

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

The assessments shall also be used for the maintenance and repair of the surface water or stormwater management systems including, but not limited to, work within retention areas, drainage structures and drainage easements and for maintenance and repair of the private roads, landscaping and walls within common areas;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise;

(h) The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained hereon;

(i) The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system including, but not limited to, work within retention areas, drainage structures and drainage easements and for maintenance and repair of the private roads, landscaping and walls within common areas.

## ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the Declaration and the jurisdiction by the Association shall automatically be a member 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 be appurtenant to, and may not be separated from ownership, of any Lot which is subject to the jurisdiction of the Association.

## ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership, as outlined below, which shall have the voting rights specified below:

Class A. Class A members shall consist of all of the Owners of Lots within any phase of WOODHAVEN TOWNHOMES with the exception of CC Woodhaven, LLC (the "Developer"). Each Class A member shall be entitled to one (1) vote for each Lot owned. In the event any Owner has purchased two (2) adjacent Lots and has utilized both Lots for the situs of one single-family residence, such Owner shall be entitled to only one (1) vote. Following the Conversion Date, both Class A members and Class B members shall be entitled to vote in the affairs of the Association on the basis of one vote for each Lot owned, and Class A members, excluding any builder, contractor, or other who has purchased a Lot for the purpose of constructing improvements thereon for resale, shall be entitled to elect a majority of the Board of Directors. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as the fractional owners of such Lot agree in writing, but in no event shall more than one vote be cast with respect to any Lot, nor shall any fractional vote be cast. Decisions of the members shall be rendered in accordance with the provisions of the By-laws of the Association.

Class B. Class B shall consist of Developer and any person or entity to which Developer assigns its rights hereunder. Until the Conversion Date, the Class B member shall be entitled to cast two (2) votes for each vote that the Class A members are entitled to cast. Upon the occurrence of the Conversion Date, Class B members shall be entitled to cast one (1) vote for each Lot owned, but any member who is a builder, contractor, or other who has purchased a Lot for the purpose of constructing improvements thereon for sale shall not be allowed to vote for a majority of the Board of Directors. After the Conversion Date, the Association shall succeed to all of the rights, obligations and powers of Developer. The Conversion Date shall be defined as the earlier of the following to transpire:

(a) the date the Developer voluntarily relinquishes control of the Association to the Class A members,

(b) within three (3) months after Developer conveys ninety percent (90%) of all lots in all phases (including proposed phases) of the WOODHAVEN TOWNHOMES subdivision, that will ultimately be governed by the Association; or

(c) Ten (10) years after the date of the original recording of the Declaration in the public records of Volusia County.

## ARTICLE VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors composed of three (3) directors. Directors need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Dick Smith, President	2379 Beville Road Daytona Beach, FL 32119
David Haas, Vice President	2379 Beville Road Daytona Beach, FL 32119
Ben Wormeck, Secretary/Treasurer	2379 Beville Road Daytona Beach, FL 32119

All directors shall be appointed by Developer until the Conversion Date. After the conversion Date, all other directors shall be elected by a majority vote of the Class A members, except that any builder, contractor, or other who has purchased a Lot for the purpose of constructing improvements thereon shall not be entitled to vote for directors. The Conversion Date shall be defined as the earlier of the following occur:

- (a) the date Developer voluntarily relinquishes control of the Association to the Class A members;
- (b) within three (3) months after Developer conveys ninety percent (90%) of all lots in all phases (including proposed phases) of WOODHAVEN AT PORT ORANGE, that will ultimately be governed by the Association; or
- (c) Ten (10) years after the date of the original recording of the Declaration in the public records of Volusia County.

At the first annual meeting after the Conversion Date, the members shall elect one (1) director for a term of one (1) year, and one (1) director for a term of two (2) years and one (1)

director for a term of three (3) years. At each annual meeting thereafter, the members shall elect a new director for a term of three (3) years.

#### ARTICLE VIII DISSOLUTION

The Association may be dissolved only with the assent given in writing and signed by not less than three-fourths (3/4) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted such similar purposes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 62-330, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

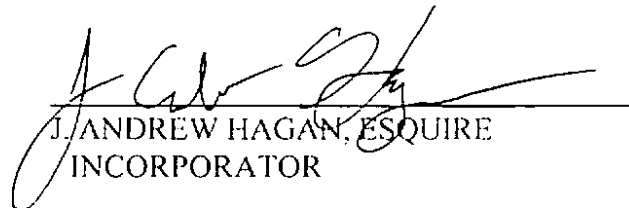
#### ARTICLE IX DURATION

The corporation shall exist perpetually unless otherwise described as provided above.

#### ARTICLE X AMENDMENTS

Except where otherwise provided herein, amendment of these Articles may be made provided such amendment does not conflict with the Declaration and shall require the assent of two-thirds (2/3) of the total votes entitled to be cast.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 9th day of April, 2018.

  
J. ANDREW HAGAN, ESQUIRE  
INCORPORATOR

## ACKNOWLEDGEMENT

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 9th day of April, 2018, by **J. Andrew Hagan**, who is personally known to me.

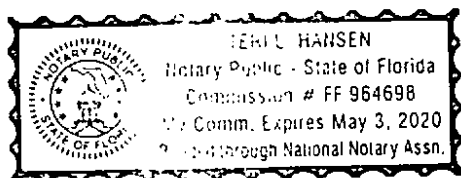
NOTARY PUBLIC:

Sign: *Teri L. Hansen*

Print: TERI L. HANSEN

State of Florida at Large

(Seal)



My Commission Expires: May 3, 2020

Title/Rank: \_\_\_\_\_

Commission Number: FF964698

## **DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent for the above stated Association, the undersigned hereby agrees to act in this capacity, and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duties.

*J. Andrew Hagan*  
J. Andrew Hagan

Dated: April 9, 2018