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Sea Gate Village Homeowners' Association, Inc.

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**ARTICLES OF INCORPORATION
OF
SEA GATE VILLAGE HOMEOWNERS' ASSOCIATION, INC.
(A Corporation Not For Profit)**

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, the undersigned does hereby adopt and set forth these Articles of Incorporation, viz:

**ARTICLE 1
NAME AND ADDRESS OF CORPORATION**

The name of this corporation shall be:

SEA GATE VILLAGE HOMEOWNERS' ASSOCIATION, INC.

hereinafter in these Articles of Incorporation referred to as the "Association." The initial principal office address of the Association is 804 West DR. Martin Luther King Jr. Boulevard, Brooksville, Florida 34601.

**ARTICLE 2
PURPOSES**

2.1 General Purposes. The Association is organized for the purpose of promoting the health, safety, and social welfare of the owners of Parcels within the community in Hernando County, Florida, known as "Sea Gate Village" (the "Community"), which is being sold for development by Robert E. Bodiford and Ryan W. Bodiford ("Land Owner"), and performing all duties assigned to the Association under the provisions of the "Declaration of Maintenance Covenants for Sea Gate Village" (the "Declaration") to be recorded in the Public Records of Hernando County, Florida and the Plat of Sea Gate Village recorded in Plat Book 39, Page 16 in the Public Records of Hernando County, Florida.

2.2 Specific Purposes. The purposes of the Association shall include the following:

A. To operate, maintain, manage, improve, and administer the use of the Common Areas, including the Surfacewater Management System, and other portions of the Community, to the extent set forth in the Declaration.

B. To perform all duties and obligations assigned to the Association by the terms of the Declaration.

C. To take such other action as may be deemed appropriate by the Board of Directors to promote the health, safety, and social welfare of the Owners.

D. To operate without profit and for the sole and exclusive benefit of its members.

2.3 Construction. All capitalized words and terms used herein which are defined in the Declaration shall be used herein with the same meanings as defined in the Declaration. In the event of any conflict between the provisions of these Articles of Incorporation and the provisions of the Declaration, the provisions of the Declaration shall control.

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ARTICLE 3
GENERAL POWERS

3.1 **General Powers.** The Association shall have all powers which are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

3.2 **Specific Powers.** The powers of the Association shall include the following:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell, or otherwise dispose of, any real or personal property related to the purposes or activities of the Association; to make, enter into, perform, and carry out contracts of every kind and nature with any person, firm, corporation, or association; and to do any other acts necessary or expedient for carrying on any of the activities of the Association and pursuing any of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To establish budgets and to fix Assessments to be levied against Parcels in the Community pursuant to the Declaration for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including reasonable contingency funds for ensuing years and reasonable annual reserves for anticipated major capital repairs, maintenance, improvements, and replacements.

C. To place liens against any Parcel in the Community for delinquent and unpaid Assessments and to bring suit for the foreclosure of such liens or otherwise enforce the collection of such Assessments for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association, all in accordance with the provisions of the Declaration.

D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

E. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.

F. To delegate such of the ministerial functions of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

G. To charge recipients of services rendered by the Association and users of property of the Association where such charges are deemed appropriate by the Board of Directors.

H. To pay all taxes and other charges or assessments, if any, levied against property owned, leased, or used by the Association.

I. To borrow money for the acquisition of property or for any other lawful purpose of the Association, and to make, accept, endorse, execute, and issue debentures, promissory notes, or other obligations of the Association for borrowed monies, and to secure the payment of any such obligation by mortgage, pledge, security agreement, or other instrument of trust, or by lien upon, assignment of, or agreement in regard to all or any part of the real or personal property, or property rights or privileges, of the Association wherever situated.

J. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Declaration.

K. To exercise all powers conferred upon the Association by the Declaration, subject to all limitations and obligations imposed upon the Association by the terms thereof.

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L. To operate and maintain the Common Areas, including the Surfacewater Management System, and other portions of the Community, to the extent set forth in the Declaration

**ARTICLE 4
MEMBERS**

4.1 Members. The Association shall have one class of members, comprised of all Owners of Parcels.

4.2 Termination of Membership. The membership of the members in the Association shall automatically terminate upon conveyance or other divestment of title to such member's Parcel, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more Parcels as long as such member continues to own at least one Parcel.

4.3 Membership Appurtenant to Parcel Ownership. The interest of any member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Parcel that is the basis of his membership in the Association.

4.4 List of Members. The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes a member of the Association, it shall be such party's duty and obligation to so inform the Secretary in writing, giving his name, mailing address, and legal description of his Parcel; provided, however, that any notice given to or vote accepted from the prior Owner of such member's Parcel before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records or make other inquiry to determine the status and correctness of the list of members of the Association maintained by him and shall be entitled to rely upon the Association's records until notified in writing of any change in membership.

**ARTICLE 5
VOTING**

The voting rights of the members of the Association shall be as set forth in the Declaration.

**ARTICLE 6
BOARD OF DIRECTORS**

6.1 Number. The affairs of the Association shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three Directors.

6.2 Appointment and Election. All Directors shall be appointed by Land Owner until the Turnover Meeting of the members. Commencing with the Turnover Meeting, all Directors shall be elected by the members of the Association, provided each Parcel shall have one Board Member. As used herein, the Turnover Meeting shall mean the first annual or special meeting of members following the earlier of the following two dates: (a) date which is three months after 2 of the 3 Parcels that will ultimately be included in the Community have been conveyed to Owners other than Land Owner; or (b) the date on which Land Owner, by written notice to the Association, relinquishes its right to appoint the Directors.

6.3 Election Procedures. Elections of Directors shall be by plurality vote.

6.4 Qualification and Term. Directors need not be members of the Association. Directors appointed by Land Owner shall not serve fixed terms, but shall serve at the pleasure of Land Owner. Except as may be otherwise required by the terms of Article 6.2, Directors elected by the members shall be elected at the annual meeting of members, and their term shall expire at the next succeeding annual meeting of members.

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6.5 Removal. Any elected Director may be removed from office with or without cause only by vote of members representing a majority of the Association's membership voting rights. Any Director appointed by Land Owner may be removed and replaced with or without cause by Land Owner, in Land Owner's sole discretion.

6.6 Initial Board. The names and addresses of the persons constituting the first Board of Directors are as follows:

Robert E. Bodiford, Jr. 804 West DR. Martin Luther King Jr. Boulevard, Brooksville, FL 34601

Ryan W. Bodiford 804 West DR. Martin Luther King Jr. Boulevard, Brooksville, FL 34601

**ARTICLE 7
OFFICERS**

7.1 Number, Qualification, and Term. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two or more offices, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected at the annual meeting of the Board of Directors, and their term shall expire at the next succeeding annual meeting of the Board of Directors.

7.2 Initial Officers. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors are as follows:

Robert E. Bodiford, Jr. President/Secretary
804 West DR. Martin Luther King Jr. Boulevard
Brooksville, FL 34601

Ryan W. Bodiford Vice President/
804 West DR. Martin Luther King Jr. Boulevard Treasurer
Brooksville, FL 34601

**ARTICLE 8
CORPORATE EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE 9
BYLAWS**

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or repealed by a majority vote of the Directors in the manner provided by such Bylaws.

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ARTICLE 10
AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors.

ARTICLE 11
REGISTERED OFFICE AND REGISTERED AGENT

The registered and principal office of the Association shall be at 804 West DR. Martin Luther King Jr. Boulevard, Brooksville, Florida 34601, and the registered agent at such address shall be Robert E. Bodiford, Jr. The Association may, however, maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE 12
BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by Assessments levied against its members in accordance with the provisions of the Declaration, as the same may be supplemented by the provisions of these Articles of Incorporation and the Association's Bylaws. Pursuant to the Declaration, the Board of Directors shall annually adopt budgets for the operation of the Association for the ensuing fiscal year and for the purpose of levying Assessments against the Parcels, which budgets shall be conclusive and binding upon all members; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budgets.

ARTICLE 13
INCORPORATOR

The name and street address of the incorporator of the Association is as follows:

Robert E. Bodiford, Jr. 804 West DR. Martin Luther King Jr. Boulevard
Brooksville, FL 34601

ARTICLE 14
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all officers and Directors for 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 15
DISSOLUTION OF THE ASSOCIATION

15.1 Dissolution. Upon expiration of the term of the Declaration, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds of the members of the Board of Directors and upon compliance with any applicable laws then in effect.

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15.2 Distribution of Assets. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner.

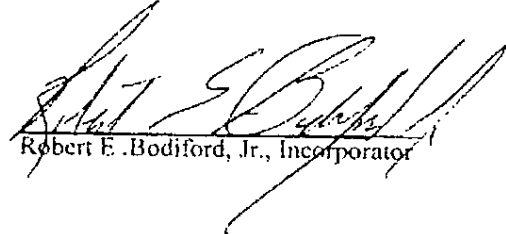
A. Any Common Areas owned by the Association shall be conveyed to an appropriate agency of local government, provided such agency is willing to accept the conveyance. If no such agency is willing to accept the conveyance, then the common areas shall be dedicated to such other entity as may be approved by the City of Brooksville.

B. Except as may be otherwise provided by the terms of the Declaration, all remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the Parcels pro rata to the number of Owners of such Parcels based on each Owners' share of the Common Expenses as set forth in Article 8.2 of the Declaration, and the share of each Parcel shall be distributed to the then Owner thereof.

**ARTICLE 16
BINDING EFFECT**

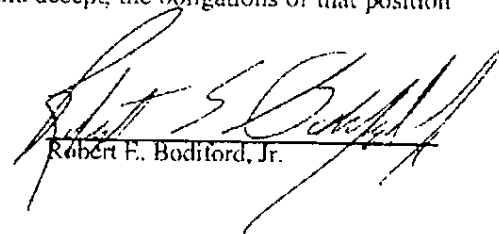
The provisions hereof shall bind and inure to the benefit of the members and their respective successors and assigns.

IN WITNESS WHEREOF, the above-named incorporator has executed these Articles of Incorporation this 24th day of May, 2018.


Robert E. Bodiford, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed Registered Agent for the above corporation, I hereby accept such appointment. I further certify that I am familiar with, and accept, the obligations of that position as provided by Florida Statutes.


Robert F. Bodiford, Jr.

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BYLAWS
OF
SEA GATE VILLAGE HOMEOWNERS' ASSOCIATION, INC.

ARTICLE 1
IDENTITY AND DEFINITIONS

Sea Gate Village Homeowners' Association, Inc., a Florida corporation not for profit (the "Association"), has been organized for the purpose of promoting the health, safety, and social welfare of the owners of parcels within the community in Hernando County, Florida, known as "Sea Gate Village" (the "Community") and performing all duties assigned to it under the provisions of the "Declaration of Maintenance Covenants for Sea Gate Village" (the "Declaration") to be recorded in the Public Records of Hernando County, Florida and the Plat of Sea Gate Village recorded in Plat Book 39, Page 16 recorded in the Public Records of Hernando County, Florida. The terms and provisions of these Bylaws are expressly subject to the Articles of Incorporation of the Association and to the terms, provisions, conditions, and authorizations contained in the Declaration. All words and terms used herein which are defined in the Declaration shall be used herein with the same meanings as defined in the Declaration.

ARTICLE 2
LOCATION OF PRINCIPAL OFFICE

The principal office of the Association shall be located at 804 West DR. Martin Luther King Jr. Boulevard, Brooksville, Florida 34601, or at such other place as may be established by resolution of the Board of Directors of the Association.

ARTICLE 3
MEMBERSHIP, VOTING, QUORUM AND PROXIES

3.1 Membership and Voting. The qualification and classification of members, the voting rights of members, and the manner of their admission to membership and termination of such membership shall be governed by the provisions of Article 4 and Article 5 of the Association's Articles of Incorporation, as supplemented by the provisions of these Bylaws.

3.2 Quorum. A quorum at any meeting of the Association's members shall consist of members representing at least two-thirds of the total votes of the Association's members as determined in the manner set forth in Article 3.3 of the Declaration.

3.3 Proxies. Votes may be cast in person, by proxy, or by written ballot. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary at or before the designated time of the meeting.

3.4 Joint Ownership. Where an individual Parcel is owned by more than one person, the vote to which such Parcel is entitled may be cast by any of the joint owners; provided, however, that if more than one of the joint owners cast the vote to which their Parcel is entitled, the vote shall be apportioned equally among such of the joint owners as cast the vote.

3.5 Record Date. The number of votes to which any member is entitled at any meeting of members shall be determined as of the date fixed by the Board of Directors as the record date for such meeting, provided that such record date shall not be more than 60 days or less than 10 days prior to the date of such meeting. In the event the Board of Directors does not set a record date for any meeting of members, the record date for such meeting shall be the date of the notice of such meeting. The determination of the number of votes to which any member is entitled as of the record date shall be final, and no conveyance or acquisition of any Parcel arising after such record date shall be taken into consideration in determining the number of votes to which such member is entitled at such meeting.

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3.6 **Required Vote.** Except as otherwise provided by law or by the provisions of the Articles of Incorporation, these Bylaws, or the Declaration, the affirmative vote of members representing a majority of the membership voting rights (as determined pursuant to Article 3.3 of the Declaration) represented at any duly called members' meeting at which a quorum is present shall be necessary for approval of any matter and shall be binding upon all members.

**ARTICLE 4
ANNUAL AND SPECIAL MEETINGS OF MEMBERS**

4.1 **Annual Meeting.** An annual meeting of the membership of the Association shall be held each year during November or such other month as the Board of Directors may determine. The date, time, and place of the annual meeting shall be designated by the Board of Directors. The annual meeting shall be held for the purpose of electing Directors and transacting any other business authorized to be transacted by the members.

4.2 **Special Meetings.** Special meetings of the members of the Association shall be held whenever called by the President, by a majority of the Board of Directors, or by members entitled to cast votes representing at least one-third of the total votes of the Association membership as determined in the manner set forth in Article 3.3 of the Declaration.

4.3 **Notices.** Written notice of all members' meetings, annual or special, shall be given by the President, Vice President, or Secretary or by such other officer of the Association as may be designated by the Board of Directors. Such notice shall state the time and place of the meeting and the purpose for which the meeting is called and shall be given not less than 14 days prior to the date set for such meeting. If presented personally, a receipt of such notice shall be signed by the member, indicating the date on which such notice was received. If mailed, such notice shall be deemed to be properly given when deposited in the United States mails, postage prepaid, addressed to the member at his post office address as the same appears on the records of the Association. Proof of such mailing may be given by the affidavit of the person giving the notice and filed with the Association's minutes of meetings. Any member may, by written waiver signed by such member, waive such notice, and such waiver, when filed with the Association's minutes of meetings (whether executed and filed before or after the meeting), shall be deemed equivalent to the giving of such notice to such member.

4.4 **Lack of Quorum.** If any members' meeting cannot be organized because a quorum has not attended or because the greater percentage of the membership required to constitute a quorum for particular purposes has not attended, wherever the latter percentage of attendance may be required by the terms of the Articles of Incorporation, these Bylaws, or the Declaration, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

4.5 **Presiding Officer.** At meetings of the membership, the President, or in his absence the Vice President, shall preside, or in the absence of both, the Board of Directors shall select a chairman.

**ARTICLE 5
BOARD OF DIRECTORS**

5.1 **Number.** The affairs of the Association shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors may be changed from time to time by resolution of the Board of Directors, but may never be less than three.

5.2 **Quorum.** A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board of Directors, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

5.3 **Vacancies.** Any vacancy occurring on the Board of Directors due to a Director's death, resignation, or removal shall be filled by the Board of Directors, except that Land Owner shall fill any vacancy created by the death, resignation, or removal of any Director appointed by Land Owner. A Director appointed to fill a vacancy, whether by the Board of Directors or Land Owner, shall serve for the unexpired term of his predecessor in office.

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**ARTICLE 6
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

6.1 **Powers.** The Board of Directors shall have power.

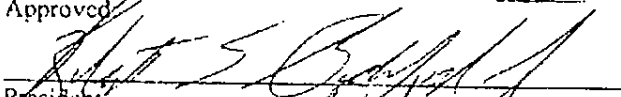
- A. To call meetings of the members.
- B. To appoint and remove at pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any member, officer, or Director of the Association in any capacity whatsoever.
- C. To establish, levy, and collect the Assessments necessary to operate the Association, carry on its activities, and pay the Association Expenses and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.
- D. To adopt and publish rules and regulations governing and restricting the use and maintenance of the Community (or any part thereof or improvements thereon) and the personal conduct of the members and their guests within the Community.
- E. To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.
- F. To appoint such committees as the Board of Directors may desire and to grant to such committees such duties and responsibilities as the Board of Directors may deem advisable.
- G. To enforce by appropriate legal means the provisions of the Declaration, the Articles of Incorporation, and these Bylaws.
- H. To exercise for the Association all powers, duties, and authority vested in or delegated to the Association, except those reserved to the members by the terms of the Declaration or the Articles of Incorporation.

6.2 **Duties.** It shall be the duty of the Board of Directors:

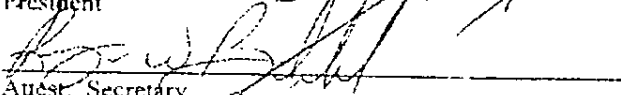
- A. To cause to be kept a complete record of all its acts and corporate affairs.
- B. To supervise all officers, agents, and employees of the Association and to see that their duties are properly performed.
- C. With reference to Assessments of the Association:
 - (1) To fix the amount of the Assessments against the members for each fiscal year in accordance with the provisions of the Declaration;
 - (2) To prepare a roster of the members, determine land acreage in each Parcel, and Assessments applicable thereto, which shall be kept in the office of the Association and shall be open to inspection by any member, and
 - (3) To send written notice of each Assessment to each member entitled thereto.
- D. To make payment of all ad valorem taxes assessed against property of the Association, real or personal.
- E. To pay all expenses incurred by the Association pursuant to the Declaration for repairs, maintenance, services, insurance, and other operating expenses.
- F. To ensure that all obligations of the Association under the Declaration are performed.
- G. To enforce by appropriate legal means the provisions of the Declaration, the Articles of Incorporation, and these Bylaws.

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The foregoing was adopted as the Bylaws of SEA GATE VILLAGE HOMEOWNERS' ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at its first meeting of the Board of Directors on the 24th day of May, 2018.

Approved: 

President



Attest: Secretary