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KLEIN & KLEIN, LLC

Attorneys at Law
40 SE 11th Avenue
Ocala, Florida 34471

PHONE (352) 732-7750
FAX (352) 732-7754

HARVEY R. KLEIN (1922-2003)
H. RANDOLPH KLEIN
FRED N. ROBERTS, JR.
LAWRENCE C. CALLAWAY, III

October 24, 2018

Via Federal Express

Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Sunset Harbor Hill Property Owners Association, Inc.
Our File No. 2120-001

Ladies and Gentlemen:

Please find attached the original Articles of Incorporation for Sunset Harbor Hill Property Owners Association, Inc. Please file the Articles and provide us with a certified copy and a Certificate of Status. I have enclosed a check in the amount of \$87.50 to cover the filing fee, Registered Agent Designation, certified copy and Certificate of Status.

A return pre-paid Federal Express envelope is enclosed for return of the above-mentioned documents. Should you have questions, do not hesitate to contact me.

Very truly yours,

KLEIN & KLEIN, LLC

A handwritten signature in black ink, appearing to read 'Lawrence C. Callaway, III', written over a horizontal line.

Lawrence C. Callaway, III

LCC/kak
Enclosures

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2018

**ARTICLES OF INCORPORATION
OF
SUNSET HARBOR HILL 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, as amended, and do hereby certify:

ARTICLE 1.

Name

The name of the Corporation is SUNSET HARBOR HILL PROPERTY OWNERS' ASSOCIATION, INC., hereinafter called the "Association". The mailing address and street address for the Association's principal place of business are: P.O. Box 725, Ocklawaha, Florida 32183 (mailing); 12281 SE 134th Court, Ocklawaha, Florida 32179 (street)..

ARTICLE 2.

Registered Agent

The name of the Registered Agent is LAWRENCE C. CALLAWAY, III, whose address is 40 SE 11th Avenue, Ocala, Florida 34471.

ARTICLE 3.

Definitions

All definitions in the Declaration of Easements, Covenants and Restrictions for HARBOR HILL (the "Declaration") to which a copy of these Articles are attached, are incorporated herein by reference and made a part hereof.

ARTICLE 4.

Purpose and Definitions

Section 4.1 Purpose. The primary purpose of this Association is to create an entity to provide a forum for discussion and communication among the Owners of property in HARBOR HILL and to facilitate and assure the maintenance and operation of such property as may be subjected to the terms of the Declaration pursuant to its terms, including but not limited to the Access Easement and drainage facilities.

Section 4.2 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 5.

Powers

The Association shall have all the powers and duties set forth in Chapters 617 and 720, Florida Statutes, and those reasonably necessary to operate and maintain the Association including the following:

Section 5.1 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 at length.

Section 5.2 To establish, levy, collect, and disburse adequate assessments against Members of the Association for the cost of maintenance, operation and upkeep of the Access Easement, including roadways and the Surface Water Management System Facilities located within SUNSET HARBOR HILL.

Section 5.3 To manage, operate, maintain, repair and improve the Access Easement, and any Surface Water Management System Facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas and wetland mitigation areas located within SUNSET HARBOR HILL 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. The Association shall operate, maintain, and manage the Surface Water Management System Facilities in a manner consistent with the Southwest Florida Water Management District requirements and applicable district rules, and shall assist in the enforcement of the Declaration which relate to the Surface Water Management System Facilities.

ARTICLE 6.

Membership

The Declarant and every Owner of a Tract as defined in the Declaration shall be a member of the Association. Except for the Declarant, membership shall be appurtenant to and may not be separated from ownership of any Tract. 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 7.

Voting Rights

Section 7.1 The Declarant, until five (5) of the Tracts within the Subject Property have been sold, shall be entitled to three (3) votes for each Tract owned.

Section 7.2 Each Owner of a Tract shall be entitled to one (1) vote for each Tract owned. When one or more persons hold an interest in any Tract, 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 Tract. In the event all of the Owners of a Tract cannot agree on any vote, no vote shall be cast for such Tract; provided, however, that the Association may conclusively rely on the vote cast by any of the Owners of a Tract as being authorized by all such Owners unless the Association has been notified in writing to the contrary by one or more such Owners.

ARTICLE 8.
Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons who need not be members of the Association. The first Board shall consist of three (3) Directors. Thereafter, the number of Directors may be increased to a maximum of five (5) by a majority vote of the Board of Directors.

The first election of Directors shall be held between twelve (12) months and fifteen (15) months after the filing of the Articles of Incorporation with the Secretary of State. Three (3) Directors shall be elected at this first election, each for a term of one (1) year. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for a one (1) year term. At the expiration of any term, any Director may be re-elected. The Directors shall be elected by the vote of a majority of the votes to be cast thereon at a meeting at which a quorum of the Members 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 member 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>
Agnes E. Albright	P.O. Box 725, Ocklawaha, Florida 32183
Justin Albright	P.O. Box 725, Ocklawaha, Florida 32183
Robert Clayton Albright	P.O. Box 725, Ocklawaha, Florida 32183

At any time a Tract in the Subject Property is owned by Declarant (or his specific assignee of the right granted herein) the Declarant 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 9.

Assessments

The Directors are required to establish a Maintenance Assessment to be levied against each Tract sufficient to maintain, extend or improve any areas which are to be maintained by the Association, any Surface Water Management System Facilities located within the Subject Property, or otherwise necessary to pay maintenance expenses. The Directors shall notify any Owner of the amount of the then Maintenance Assessment upon written request, along with an explanation for the determination of the Maintenance Assessment in such detail as the Directors determine. The amount of the Maintenance Assessment may be changed by the Directors as frequently as deemed necessary by them to assure that the amount of the Maintenance Assessment is sufficient to pay all Maintenance Expenses or otherwise satisfy all obligations of the Association. The Assessment so established may be levied and collected annually, quarterly or monthly, either in arrears or in advance, at the sole discretion of the Directors.

The Directors may, in their complete and sole discretion, propose a Special Assessment against the Tracts for one time and/or extraordinary expenses associated with the maintenance, extension or improvement of the areas to be maintained by the Association or as provided for in the Declaration. The Directors shall give each member notification of the proposed Special Assessment, and the time and location for the meeting of the Directors and members for consideration of the special 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 special assessment (or any revised special assessment provided that the total amount is not greater than the proposed special assessment sent with the notice of the meeting) may be adopted by an affirmative vote of at least sixty percent (60%) of the votes then entitled to be cast.

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, those portions of SUNSET HARBOR HILL for which the Association is responsible, costs and expenses of operating and maintaining the Association, or for purposes otherwise authorized by the Declarations, or the Board of Directors. 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 Management System Facilities, including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE 10.

Duration

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE 11.

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. 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 if that is not accepted, then the Surface Water Management System Facilities shall be conveyed to a not for profit corporation which would comply with any requirements of the Southwest Florida Water Management District, including requirements of 40C-42.027, F.A.C. and be approved by the Southwest Florida Water Management District, prior to such termination, dissolution or liquidation.

ARTICLE 12.

Amendments

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

Section 12.1 Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.

Section 12.2 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 entitled to vote thereon.

Section 12.3 Adoption of Amendment. Adoption of the amendment will require the affirmative vote of three-fourths (3/4) of the votes entitled to be cast at that time.

Section 12.4 Restrictions on Amendment. No amendment to these Articles of Incorporation affecting in any way the ownership, maintenance or operation of any Surface Water Management System Facilities in SUNSET HARBOR HILL constructed pursuant to a permit issued by the St. Johns River Water Management District shall be effective without the written consent of District.

ARTICLE 13.

Subscribers

The names and street addresses of the subscribers and incorporators to these Articles of Incorporation are:

AGNES E. ALBRIGHT

P.O. Box 725, Ocklawaha, Florida 32179

ARTICLE 14.

Officers

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

<u>Name</u>	<u>Address</u>	<u>Office</u>
AGNES E. ALBRIGHT	P.O. Box 725, Ocklawaha, Florida 32183	President
JUSTIN ALBRIGHT	P.O. Box 725, Ocklawaha, Florida 32183	Secretary/ Treasurer

ARTICLE 15.

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 as provided therein. Any amendments to Bylaws shall be binding on all Members of the Association.

ARTICLE 16.

Indemnification of Officers and Directors

The Association shall and does hereby indemnify and hold harmless Declarant 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 17.
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 Declarant, or an affiliate of the Declarant, 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 may be interested in any such contract or transaction.

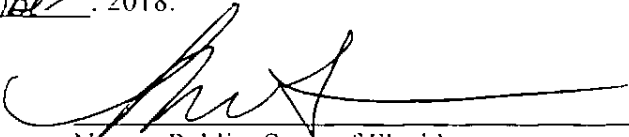
Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers and incorporators of this Association, have executed these Articles of Incorporation this 24 day of October, 2014.


AGNES E. ALBRIGHT

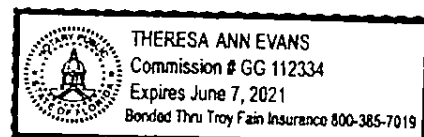
STATE OF FLORIDA
COUNTY OF MARION

The foregoing was acknowledged before me by AGNES E. ALBRIGHT being () personally known to me or ☒ who provided driver license as identification, this 24th day of October, 2018.



Notary Public, State of Florida

My Commission Expires:



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

LAWRENCE C. CALLAWAY, III, whose address is 40 SE 11th Avenue, Ocala, Florida 34471, the initial registered agent named in the Articles of Incorporation to accept service of process of SUNSET HARBOR HILL PROPERTY OWNERS' ASSOCIATION, INC., organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 24 day of October 2018.



LAWRENCE C. CALLAWAY, III

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