

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ALACHUA CROSSINGS ASSOCIATION, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: RYAN C. CURTIS, ESQ.
Name (Printed or typed)

175 NW 138TH TER., SUITE 100
Address

NEWBERRY, FL 32669
City, State & Zip

352-333-7207
Daytime Telephone number

RCURTIS@CURTISLAWFIRM.NET
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles

**ARTICLES OF INCORPORATION
OF
ALACHUA CROSSINGS ASSOCIATION, INC.**

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles");

ARTICLE I
NAME

The name of the corporation shall be ALACHUA CROSSINGS ASSOCIATION, INC., a Florida not for profit corporation. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II
DURATION

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Association is located at 2404 NW 93rd St., Gainesville, Florida 32606.

ARTICLE IV
REGISTERED OFFICE AND AGENT

Curtis Law Firm, LLC, whose address is 175 NW 138th Ter., Suite 100, Newberry, Florida 32669, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to carry out the duties and responsibilities imposed upon it by the Declaration of Covenants, Conditions and Restrictions for the Alachua Crossings Office Park. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the By-laws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the By-laws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the property and the common property within its jurisdiction.

ARTICLE VI
MEMBERSHIP

Each Owner of a Lot as defined in the Declaration shall be a Member of the Association. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each such Owner shall be appurtenant to the Parcel giving rise to such membership and shall not be transferred except upon the transfer of title to said Parcel and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board, elected as provided for in the by-laws of the Corporation, of not less than three (3), nor more than five (5) directors who need not be Members. The initial Board shall be comprised of three (3) people. Anything in these Articles to the contrary notwithstanding, until such time as Declarant has conveyed to purchasers not affiliated with Declarant all lands, or at such earlier date as may be selected by Declarant, Declarant shall be entitled to designate the Board of Directors of the Association. The names and address of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are:

<u>Name</u>	<u>Address</u>
Jay Hutto	2404 NW 93 rd St. Gainesville, FL 32606
Janie Hutto	2404 NW 93 rd St. Gainesville, FL 32606
Mark Waldorff	P.O. Box 2 Evinston, FL 32633-0002

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Jay Hutto	2404 NW 93 rd St. Gainesville, FL 32606
Vice Pres/Secretary/Treasurer	Mark Waldorff	P.O. Box 2 Evinston, FL 32633-0002

ARTICLE IX
INDEMNIFICATION

9.1 Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. 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.

9.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

9.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE X **BY-LAWS**

The By-laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-laws.

ARTICLE XI **AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

11.1 **Resolution**. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

11.2 **Notice**. Within the time and in the manner provided in the By-laws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 **Vote**. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of Members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

11.4 **Multiple Amendments**. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.


11.5 **Agreement**. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 11.1 through 11.3 had been satisfied.

11.6 **Action Without Directors**. The Members may amend these Articles without an act of the Directors at a meeting for which notice of the changes to be made is given.

11.7 **Limitations**. No amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration. So long as Declarant shall own any lands within the Development Plan, no Declarant related amendment shall be made to the Declaration, or to the Articles or By-laws of the Association unless such amendment is first approved in writing by Declarant. Any amendment shall be deemed to be Declarant related if it does any of the following:

- a. Directly or indirectly by its provisions or in practical application relates to Declarant in a manner difference from the manner in which it relates to other Owners;
- b. Modifies the definitions provided for by Article I of the Declaration in a manner which alters Declarant's rights or status;
- c. Modifies or repeals any provision of Article II of the Declaration;
- d. Alters the character and rights or membership as provided for by Article III of the Declaration or affects or modifies in any manner whatsoever the rights of Declarant as a Member of the Association;
- e. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;

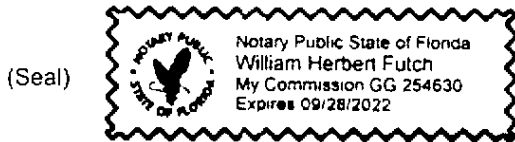
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 8th day of June, 2021.



Ryan C. Curtis

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Articles of Incorporation were acknowledged before me by means of physical presence or online notarization, this 8th day of June, 2021, by Ryan C. Curtis, who is personally known to me or produced _____ as identification.





Notary Public
My Commission Expires: _____

- f. Denies the right of Declarant to convey to the Association Multi-Use Site Common Property;
 - g. Modifies the basis or manner of assessment as applicable to Declarant or any lands owned by Declarant;
 - h. Alters or repeals any of Declarant's rights or any provision applicable to Declarant's right as provided for by any such provision of the Declaration.
- 11.8 **Filing.** A copy of each amendment shall be certified by the Secretary of State, State of Florida.

ARTICLE XII
INCORPORATOR

The name and street address of the incorporator is: Ryan C. Curtis, 175 NW 138th Terrace, Suite 100, Newberry, FL 32669.

ARTICLE XIII
NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Owner's Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

NO FURTHER TEXT ON THIS PAGE. EXECUTION PAGE TO FOLLOW

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THIS STATE

ALACHUA CROSSINGS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida has named Curtis Law Firm, LLC, located at 175 NW 138th Terrace, Suite 100, Newberry, FL 32669, as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and hereby accept the duties and responsibilities as registered agent for this corporation.

Curtis Law Firm, LLC

By: 

Ryan C. Curtis, Manager

Registered Agent