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FLORIDA PROFIT/NON PROFIT CORPORATION
HARDEE CROSSINGS OWNERS' ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
HARDEE CROSSINGS OWNERS' ASSOCIATION, INC.
(A Corporation Not For Profit)**

PURSUANT to provisions of Section 617, Florida Statutes, this Florida not-for-profit corporation, hereby files its Articles of Incorporation as follows:

**ARTICLE 1
NAME AND ADDRESS OF CORPORATION**

The name of this corporation shall be:

HARDEE CROSSINGS OWNERS' ASSOCIATION, INC.

hereinafter in these Articles of Incorporation referred to as the "Association." The initial principal office address and mailing address of the Association is 4509 Bee Ridge Road, Suite C, Sarasota, Florida 34233.

**ARTICLE 2
PURPOSES**

2.1 General Purposes. The Association is organized for the general purpose of promoting the health, safety and social welfare of the Owners of Lots located within the subdivision in Hardee County, Florida (the "Subdivision"), that are hereafter made subject to the terms and provisions of that certain document entitled "Declaration of Covenants and Restrictions for Hardee Crossings" (the "Declaration"), which is to be recorded in the Public Records of Hardee County, Florida, by the developer of the Subdivision, MM Wauchula II, LLC ("Developer"). 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 provision of these Articles of Incorporation and the provisions of Declaration, the provision, the provisions of Declaration shall control.

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 Area and other portions of the Subdivision, to the extent set forth in the Declaration.

B. To carry out all of the duties and obligations which may be assigned to the Association under the terms and provisions of the Declaration.

C. To take such other action as may be deemed appropriate by the Board to protect the property values of Lots within the Subdivision and to promote the health, safety, and social welfare of the Owners.

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- D. To operate without profit and for the sole and exclusive benefit of its members.
- E. Take any other action necessary for the purposes for which the Association is organized.

ARTICLE 3
GENERAL POWERS

The Association shall have in general all the powers set forth in Florida Statute Chapter 617, together with all powers granted to it by the Declaration and the Exhibits annexed thereto. Without limiting the generality of the foregoing, the Association shall also have the following specifically enumerated powers:

(i) to establish a budget and to fix and collect assessments or other charges to be levied against the Owners and the property subject to the Declaration for the purpose of defraying the expenses and costs of effectuating the purposes of the Association, to create reasonable reserves and contingency funds for such expenditures, and to impose and enforce liens for the same including by means of foreclosure;

(ii) to manage, control, operate, maintain, repair, replace and improve the Common Area, as that term is defined in the Declaration, and to contract for the management, control, operation, maintenance, repair, replacement, and improvement of the Common Area as such Common Area may from time to time exist, and any other property for which the Association by covenant, rule, regulation or contract, or otherwise has a right or duty to provide such services;

(iii) to operate, maintain, repair, replace and improve, and to contract for the operation, maintenance, repair, replacement and improvement of the Surface Water Management System Facilities, as that term is defined in the Declaration, and including, but not limited to all inlets, ditches, swales, culverts, water control structures, retention and detention areas, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas and appurtenances related to the foregoing;

(iv) to enforce by any and all lawful means, the Articles of Incorporation, the Bylaws and the covenants, conditions, and restrictions affecting the Owners and property subject to the Declaration, to the extent the Association may be authorized to do so under the Declaration or Bylaws, as either may be from time to time amended;

(v) subject to any limitations set forth in the Declaration or the Bylaws, to borrow money and to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with, any real, personal, and mixed property of all kinds, and any right or interest therein, for any purpose;

(vi) to sue and be sued;

(vii) to delegate such powers as may be deemed to be in the best interest of the Association by the Board of Directors; and

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(viii) to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out the purposes for which the Association was organized.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 3 are independent powers, not to be restricted by reference to or inference from, the terms of any other paragraph or provision of this Article 3.

ARTICLE 4 MEMBERS

4.1 Membership. The members of the Association shall consist of all Owners of Lots in the Subdivision. Owners of Lots shall automatically become members upon acquisition of the fee simple title to their respective Lots. The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to all Lots owned by such member.

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

4.3 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 Lot; provided, however, that any notice given to or vote accepted from the prior Owner of such member's Lot 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 ownership.

ARTICLE 5 VOTING

In all matters concerning the Association, the number of votes to which each Owner is entitled shall be the same as the number of Assessment Shares allocated to such Owner's Lot.

ARTICLE 6 BOARD OF DIRECTORS

6.1 Numbers. The affairs of the Association shall be managed by a Board of Directors consisting initially of three (3) 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 (3) Directors.

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6.2 Appointment. All Directors shall be appointed by Developer until the annual meeting of members in the year 2025. Commencing with such annual meeting and continuing thereafter until the turnover meeting of members, Developer shall have the right to appoint a majority of the Directors. Commencing with the turnover meeting, all Directors shall be elected by the members in accordance with the provisions of Article 6.3. As used herein, the turnover meeting shall mean the first annual or special meeting of members following the date on which members other than Developer, and other than builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale, for the first time own at least 90 percent of the Lots that will ultimately be included in the Subdivision or, if earlier, the date on which Developer, by written notice to the Association, relinquishes its right to appoint a majority of the Directors.

6.3 Election. All Directors who are not subject to appointment by Developer shall be elected by the members. Elections shall be by plurality vote.

6.4 Qualification and Term. Directors need not be members of the Association. Directors appointed by Developer shall not serve fixed terms, but shall serve at the pleasure of Developer. Except as may be otherwise required by the terms of Article 6.2, Directors elected pursuant to Article 6.3 shall be elected at the annual meeting of members, and their term shall expire at the next succeeding annual meeting of member. Commencing with the first annual meeting that either follows or constitutes the turnover meeting, all Directors elected by the members shall be elected on a staggered two-year-term basis. Accordingly, at such meeting, the one-half of the elected Directors receiving the highest number of votes, and, in addition, if there are an odd number of Directors elected, the Director receiving the next highest number of votes shall serve two-year terms, and other elected Directors shall serve one-year terms. At each annual meeting of members thereafter, Directors shall be elected for two-year terms to fill the vacancies of those Directors whose terms are then expiring. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board, such Directors shall be elected, in the manner set forth above, for one- or two-year terms as may be appropriate to make even, or as nearly as even as possible, the number of Directors serving one- and two-year terms.

6.5 Removal. Any elected Director may be removed from office with or without cause by majority vote of the members, but not otherwise. Any appointed Director may be removed and replaced with or without cause by Developer, in Developer's sole discretion.

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

Kimberly S. Driggers
4509 Bee Ridge Rd, Ste C
Sarasota, FL 34233

P. David Greenberg
612 Oak Hill Circle
Sarasota, FL 34232

Clay Cobb
401 S. 6th Ave.
Wauchula, FL 33873

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

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officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but not 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:

President:	Clay Cobb
Vice President:	Kimberly S. Driggers
Treasurer:	Kimberly S. Driggers
Secretary:	P. David Greenberg

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ARTICLE 8 CORPORATE EXISTENCE

This Corporation shall have perpetual existence. However, in the event this Corporation is terminated, dissolved, or liquidated, and ceases to exist, the control of, or right of access to, the real property containing the surface water management system facilities previously maintained by it shall be dedicated or conveyed to a successor organization, an appropriate governmental unit or public utility which assumes responsibility prior to the termination, dissolution, or liquidation of this Corporation.

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. No amendment to the Bylaws prior to the Turnover, however, shall be effective without the written consent of the Developer.

ARTICLE 10 AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered, amended, or repealed by Developer or by the affirmative vote of the holders of more than one-half (½) of the total votes of the Association membership. No amendment to these Articles of Incorporation prior to the Turnover, however, shall be effective without the written consent of Developer.

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ARTICLE 11
REGISTERED OFFICE AND REGISTERED AGENT

The registered and principal office of the Association shall be 1432 First Street, Sarasota, Florida 34236, and the registered agent at such address shall be J. Kevin Drake, P.A. 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 year and for the purpose of levying Assessments against the Lots, 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:

Clay Cobb
401 S. 6th Ave
Wauchula, FL 33873

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ARTICLE 14
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including attorneys' 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 wilful 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 (2/3) of the total votes of the Association membership, 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 cost and expenses of such Dissolution shall be distributed in the following manner:

A. 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 Lots pro rata to the number of Assessment Shares allocated to such Lots, and the share of each Lot 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 Developer and their respective successors and assigns.

IN WITNESS WHEREOF, the above-named incorporator has executed these Articles of Incorporation this 23rd day of July, 2021.



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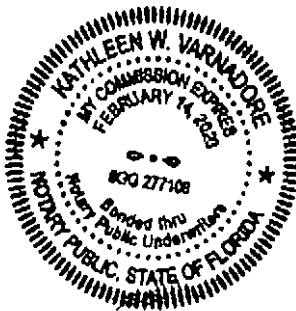
ACCEPTANCE BY REGISTERED AGENT

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.

J. KEVIN DRAKE, P.A.

By: J. Kevin Drake, As Its President
Registered AgentSTATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 27th day of July, 2021, by means of [X] physical presence; or [] online notarization; by J. Kevin Drake, as President of J. KEVIN DRAKE, P.A., [X] who is personally known to me; [] or who has produced _____ as identification.


NOTARY PUBLICPrint Name: Kathleen VarnadoreMy Commission expires:
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