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FLORIDA PROFIT/NON PROFIT CORPORATION
THE LAKES OF WOODBINE OWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
for
The Lakes of Woodbine Owners Association, Inc.
(a corporation not-for-profit)

The undersigned, acting as Incorporator(s) of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, and Chapter 720, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be The Lakes of Woodbine Owners Association, Inc., a Florida corporation not for profit (the "Association").

ARTICLE II - DEFINITIONS

Each term used herein, except as otherwise defined herein, is defined in the Declaration of Covenants, Conditions, and Restrictions of The Lakes of Woodbine (the "Declaration") recorded, or to be recorded, among the Public Records of Santa Rosa County, Florida by Forestar (USA) Real Estate Group, Inc., a Delaware corporation (the "Declarant") and shall have the same meaning or definition ascribed thereto in the Declaration.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the corporation shall be c/o Forestar (USA) Real Estate Group, Inc., 24190 U.S. Highway 98, Suite D, Fairhope, AL 36532.

ARTICLE IV - PURPOSE(S)

The Association is organized as a corporation not-for-profit under the Florida Homeowners Association Act, Chapter 720 of the laws of the State of Florida, as amended from time to time ("the Act") and the Florida Not for Profit Corporation Act, Chapter 617 of the laws of the State of Florida. The specific purposes for which the Association is organized are:

Section 1. To furnish all services reasonably necessary for the health, welfare and enjoyment of the Lot Owners of within the Subdivision of The Lakes at Woodbine as described in the Declaration.

Section 2. To own, manage, maintain, repair and replace the Common Areas and improvements thereon, and to the extent applicable, other items, including landscaping and other improvements in and/or benefiting the Subdivision, for which the obligation to manage, maintain and repair has been delegated to and accepted by the Association.

Section 3. To administer and enforce the Declaration for The Lakes of Woodbine and other Governing Documents, as amended from time to time.

Section 4. To assess, collect and direct the proper disbursement for the Lot Owners' pro rata shares of the costs and expenses incurred in the carrying out of said purposes in accordance with these Articles, the Bylaws and rules and regulations for the Association and the Declaration.

Section 5. To operate without profit for the benefit of its Members.

Section 6. To perform those functions granted to or reserved by the Association in the Declaration.

ARTICLE V- GENERAL POWERS

General: The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of the Declaration, Bylaws or these Articles.

Enumeration. The Association shall have all the powers set forth in Chapter 617, F.S. and the Act, except as limited by the Declaration, these Articles, and the Bylaws (all as amended from time to time), and all of the powers reasonably necessary to operate the Association including but not limited to the following:

Section 1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.

Section 2. To promulgate, amend from time to time, and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

Section 3. To delegate power or powers where such is deemed in the interest of the Association.

Section 4. To affix and levy Assessments and other charges on Lots, collect such Assessments and other charges from Lot Owner Members, and to use the proceeds thereof in the exercise of its powers and duties. To pay taxes and other charges, if any, on property owned by the Association.

Section 5. To purchase insurance upon the Common Area and insurance for the protection of the Association, its Officers, Directors and committee members as set forth in the Declaration.

Section 6. To have all express powers conferred upon the Association by the Declaration, Bylaws and Chapter 720, Florida Statutes, and to have all powers conferred upon a corporation by the laws of the State of Florida, including Chapter 617, Florida Statutes, except as limited or prohibited herein.

Section 7. To engage in activities which will foster, promote and advance the common interests of Owners of any portion of the Community Property, including contracting for services to be provided to the Association.

Section 8. To own, convey, buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein of the Association for purposes of advancing the common interests of all Members, except as otherwise expressly limited or prohibited in these Articles, the Declaration, the Bylaws or the Act.

Section 9. To borrow money for any purpose subject to any limitations in the Declaration or Bylaws.

Section 10. To sue and be sued and enforce by legal means the Declaration, these Articles, the Bylaws, the rules and regulations and the policies of the Association.

Section 11. To adopt, alter and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association, provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration.

Section 12. To operate and maintain the Surface Water Management System in a manner consistent with the requirements of Northwest Florida Water Management District ("NFWMD") and the NFWMD Permit for the Subdivision, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains compensation areas, wetlands and any associated buffers and wetland mitigation areas, preserve areas and conservation easements, as applicable and required by the Permit, and to contract for services to provide for such operation and maintenance, with the power to accept future phases into the Association that will utilize the Surface Water Management System.

Section 13. To contract for services for the operation, maintenance, and management of Common Areas and all other property dedicated to, or to be managed or maintained by, the Association.

Section 14. To contract for the management of and professional services for the Association and to delegate to the party or parties with whom such contract has been entered into the powers and duties of the Association, excepting those which require specific approval of the Board of Directors or the membership of the Association.

Section 15. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings, structures and improvements of any type, including without limitation, walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Community Property, as well as the alteration, improvement, addition or change thereto.

Section 16. To mortgage or convey Common Area with the affirmative vote of at least two-thirds of the Membership.

ARTICLE VI - MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

ARTICLE VII - MEMBERS

Section 1. There shall be one (1) class of membership. The Members of the Association shall be all of the record owners of platted lots within the Subdivision. Membership in the Association shall be established by recordation in the Public Records of Santa Rosa County, Florida, a deed of conveyance transferring record title to a platted Lot in the Subdivision and the delivery to the Association of an executed true copy of said deed. The owner designated by such instrument shall thereby automatically become a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot in the Subdivision, and shall cease as to any owner upon transfer of title from such owner to another owner.

Section 2. Each member shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot all such persons shall be members. The vote for such Lot shall be exercised as they, among themselves, shall determine, but in no event shall more than one (1) vote be cast with respect to any single Lot.

ARTICLE VIII - DIRECTORS

Except as provided herein, the affairs of the Association shall be managed by a Board of Directors. Notwithstanding anything contained in these Articles, the Bylaws of the Association, or the Declaration to the contrary, until Turnover, Declarant shall have the sole and exclusive right to (1) appoint all of the members of the Board of Directors of the Association (subject to the rights of members other than the Declarant to elect at least one member of the Board of Directors under Section 720.307(2), Florida Statutes); (2) appoint all of the officers of the Association (for so long as Declarant has the right to appoint all of the directors); (3) remove and replace any members of the Board of Directors of the Association (except those elected by the membership); (4) appoint the members of the Architectural Review Committee ("ARC") of the Association; (5) remove and replace any members of the ARC; (6) amend these Articles and the Bylaws; and (7) take all other action on behalf of the Association delegated to the Declarant under the Governing Documents of the Association. "Turnover" has the meaning set forth in the Declaration. Upon Turnover, the then-current members of the Association shall be entitled to vote on all the foregoing matters subject to any restrictions set forth in the Declaration and the Bylaws of the Association.

The Board of Directors of the Association shall be comprised of the number of directors determined in accordance with the Bylaws, but in no event less than three (3) directors. The initial members of the Board of Directors and their street addresses are:

Director:

Mary Moulton

Street Address:

4042 Park Oaks Blvd, Suite 200,
Tampa, FL 33610

Dina Brown

17745 Ashley Drive
Panama City Beach, FL 32413

Cat Holladay

24190 U.S. Highway 98, Suite D
Fairhope, AL 36532

For those directors appointed to the Board of Directors by Declarant or its designated successor or assigns, such directors need not be Members of the Association and need not be residents of the State of Florida. All directors appointed by the Declarant shall serve at the pleasure of the Declarant, and may be removed from office, and a successor director may be appointed at any time by the Declarant.

At the first annual election to the Board of Directors where directors are elected by the Members, the term of office of the elected director receiving the highest plurality of votes shall be established at two (2) years, with the other elected directors to serve for a term of one (1) year. Elections shall be by plurality votes. All directors shall hold office until the election of new directors at the next annual meeting or resignation of said director. Each year thereafter, as many directors shall be elected and appointed, as the case may be, as there are regular terms of office of directors expiring at such time, and the term of the director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

ARTICLE IX - OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers appointed by Declarant to manage the affairs of the Association until replaced by Declarant or, following Turnover, successors are duly elected and qualified:

President: Cat Holladay

Vice President: Dina Brown

Treasurer
and Secretary: Mary Moulton

ARTICLE X- REGISTERED AGENT, MAILING ADDRESS AND STREET ADDRESS

The street and mailing address of the Association's initial registered office and the name of the initial Registered Agent at such address are: Corporation Services Company, 1201 Hays Street, Tallahassee, FL 32301.

ARTICLE XI- CORPORATE EXISTENCE

The Association shall have perpetual existence. If the Association is dissolved, the Surface Water Management System shall be conveyed or dedicated to, and accepted by, an appropriate entity which complies with Rule 62-330.310, F.A.C and Applicant's Handbook Volume I, Section 12.3, and be approved by NFWMD prior to such termination, dissolution or liquidation.

ARTICLE XII - BYLAWS

The Bylaws for the Association will be recorded in the Public Records as originally enacted by Declarant, and as thereafter amended from time to time in accordance with the provisions for amendment set forth therein, consistent with these Articles and with the Act.

ARTICLE XIII - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendment of these Articles requires the approval of at least two-thirds of the membership votes. Notwithstanding the foregoing; (a) for so long as the Declarant has the right to appoint the entire Board of Directors of the Association, the Declarant or its successor or assign shall be permitted to unilaterally amend these Articles; and (b) for so long as Declarant owns any portion of the Property, no amendment of these Articles shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant joins in the execution of the amendment.

Such amendments shall be subject to the prior approval required by any appropriate governmental agency. Notwithstanding anything to the contrary herein contained, amendments for correction of scrivener's errors may be made by the Board of Directors of the Association alone without the need of consent of any other person. Notwithstanding the foregoing, matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such Declaration. Additionally, the provisions which are governed by the Bylaws of this Association may not be amended except as provided in the Bylaws.

Any amendment to these Articles that would alter the Surface Water Management System must have the prior approval of NFWMD. Any such proposed amendments must be submitted to the NFWMD for a determination of whether the amendment necessitates a modification to the WMD Permit. If the proposed amendment necessitates a modification to the NFWMD Permit, the modification to the NFWMD Permit must be approved by the NFWMD prior to the amendment to these Articles.

ARTICLE XIV- INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify every officer and director of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding, if approved by the then Board of Directors of the Association) to which he may be made a party by reason of being or having been an officer or director of the Association, whether or not such person is an officer or director at the time such expenses are incurred. The

officers and directors of the Association shall not be liable to the members of the Association for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the Association shall have no personal liability with respect to any contract or other commitment made by them in good faith on behalf of the Association and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Association may be entitled.

The directors shall exercise their powers and duties in good faith and with a view to the interest of the Association and the Subdivision. No contract or other transaction between the Association and any corporation, firm or association (including the Declarant) in which one (1) or more of the directors of the Association is a director or officer or is pecuniarily or otherwise interested, shall be either void or voidable for such reason or because such director or directors are present at the meeting of the Board of Directors or any of the committee thereof which authorizes or approves the contract or transaction or because his or their votes are counted for such purpose, if:

- (a) The fact of the such relationship or interest is disclosed or known to the Board of Directors or a majority thereof and the Board authorizes, approves or ratifies such contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director(s);
- (b) The fact of the common directorate or interest is disclosed or known to the Members entitled to vote to vote on such contract or transaction, if any, and they authorize, approve or ratify it by a vote or consent sufficient for the purpose; or
- (c) The contract or transaction is fair and reasonable as to the Association at the time it is authorized by the Board, a committee or the Members.

ARTICLE XV - DISSOLUTION

The Association may be dissolved if eighty percent (80%) of the votes cast at a duly held meeting of the Members of the Association vote in favor of dissolution, if permitted by the Declaration, and in accordance with the termination provisions of the Act. 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, and the Surface Water Management System shall be transferred as set forth in Article XI herein. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XVI - INCORPORATOR

The name and address of the Incorporator is:

Name: Forestar (USA) Real Estate Group, Inc., a Delaware corporation

Address: 24190 U.S. Highway 98, Suite D, Fairhope, AL 36532

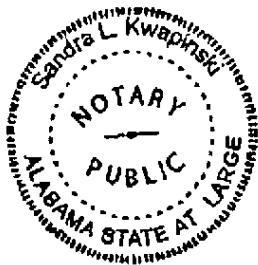
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as Incorporator thereof this 12th day of October, 2021.

Forestar (USA) Real Estate Group, Inc.

Sarah Wicken
By: SARAH WICKEN
Its: VICE PRESIDENT

STATE OF ~~FLORIDA~~ Alabama
COUNTY OF Baldwin

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 12th day of October, 2021, by Sarah Wicken of Forestar (USA) Real Estate Group, Inc., on behalf of the company. He/She is ☒ personally known to me or ☐ has produced _____ as identification.



Sandra L Kwapinski
Notary Public
Name: Sandra L Kwapinski
Serial Number: 18733
Commission Expires: 10.22.2024

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REGISTERED AGENT

The undersigned, for Corporation Services Company, hereby accepts appointment as Registered Agent for The Lakes at Woodbine Owners Association, Inc. this 8th day of June, 2021.

CORPORATION SERVICE COMPANY

By: Laurel Bietsch
Name: Laurel Bietsch
Its: Assistant Secretary

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