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TALLAHASSEE, FL
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COVER LETTER

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

SUBJECT: KIRKLAND FARMS HOMEOWNERS ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Garden Street Communities Southeast, LLC
Attn: Amanda Shaw Name (Printed or typed)
100 W. Garden St., 2nd floor
Address
Pensacola, FL 32502
City, State & Zip
(850) 916-0625
Daytime Telephone number
DSUTTON@ADAMS HOMES.COM
E-mail address: (to be used for future annual report notification)

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

ORIGINAL

**ARTICLES OF INCORPORATION
FOR
KIRKLAND FARMS HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirement of Chapters 617 and 720 of the Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation, not-for-profit, and do hereby certify:

**ARTICLE I
DEFINITIONS**

For ease of reference, these Articles of Incorporation shall be referred to as the "Articles". The terms used in these Articles shall have the same definition and meaning as those set forth in the **Declaration of Covenants, Conditions, Restrictions, Easements and Assessments for Kirkland Farms Homeowners Association, Inc.** ("Declaration"), to be recorded in the Public Records of Alachua County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE II
NAME**

The name of this corporation, not-for-profit, is **KIRKLAND FARMS HOMEOWNERS ASSOCIATION, INC.**, a Florida corporation, not-for-profit ("Association").

**ARTICLE III
PRINCIPLE OFFICE**

The principal office is located at: 100 SW 75th Street, Suite 107, Gainesville, Florida 32607.

**ARTICLE IV
REGISTERED AGENT**

The individual who is hereby appointed as the initial Registered Agent of this Association is [with his or her address]:

Name: Derek Sutton

Address: 100 SW 75th Street, Suite 107, Gainesville, Florida 32607

**ARTICLE V
INCORPORATOR**

The Incorporator of the Association is [with his or her address]:

Name: Derek Sutton

Address: 100 SW 75th Street, Suite 107, Gainesville, Florida 32607

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CLERK OF SUPREME COURT
FLORIDA

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ARTICLE VI
PURPOSE AND POWERS OF THE ASSOCIATION

6.1 This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the residence Lots and Common Areas within that certain tract of property described in the Declaration. In addition, it is the Association's purpose to promote the health, safety, and welfare of the residents within the above-described Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- a. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration, 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; and
- b. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person; and
- c. Enter into the Declaration and any Amendment(s) thereto and instruments referred to therein.
- d. Fix, levy, collect and enforce payment, by any lawful means, all charges or Assessments pursuant to the terms of the Declaration and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association; and
- e. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association; and
- f. Borrow money, and with the assent of a majority vote at a meeting where a quorum is present, in person or proxy; and
- g. Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by fifty percent (50%) of each class of Members, agreeing to such dedication, sale or transfer; and
- h. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and Common Area, provided such merger, consolidation or annexation shall have the assent of fifty percent (50%) of each class of Members; and

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- i. Maintain, repair, replace, operate and manage the above-described Property and any improvements therein including the right to reconstruct improvements owned by the Association after casualty and to make further improvements of the Property or purchase additional property and improvements; and
 - j. Enter into contracts for management, insurance coverage and maintenance and delegate all of the powers and duties of the association except those the delegation of which may be required by the Declaration to have approval of the Board of Directors or Membership of the Association; and
 - k. Enforce the provisions of the proposed Declaration, these Articles of Incorporation, the Bylaws of the Association, which may be hereafter adopted, and the rules and regulations governing the use of the Property and the improvements thereon as same may be hereafter established; and
 - l. Exercise, undertake, and accomplish all of the rights, duties and obligations, which may be granted to or imposed upon the Association pursuant to the Declaration; and
 - m. Deal with an emergency when waiting to obtain the approval of the Members creates a substantial risk of irreparable injury to the Property or to Member(s) (the imminent expiration of a statute of limitations shall not be deemed an emergency obviating the need for the requisite vote of three-fourths (3/4) of the Members), or file a compulsory counterclaim; and
 - n. Operate, maintain, and manage the Stormwater and Surface Water Management System(s) in a manner consistent with the requirements of the Environmental Resource Permit and other applicable rules of the WMD, and shall assist in the enforcement of the covenants and restrictions of the Declaration, which are related to the Stormwater and Surface Water Management System(s); and
 - o. Levy and collect adequate Assessments against the Members of the Association for the costs of maintenance and operation of the Stormwater and Surface Water Management System(s); and
 - p. Demonstrate that the land on which the Stormwater and Surface Water Management System(s) is located is owned or otherwise controlled by the Association to the extent necessary to operate and maintain the system or convey operation and maintenance to another entity in accordance with the Declaration and Environmental Resource Permit; and
 - q. Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes, regarding corporations not-for-profit, may now or hereafter have or exercise together with all other powers reasonably necessary to effectuate the purpose of the Association as set out herein.

- r. Provide, to the extent deemed necessary by the Board, any and all services and do any and all things that are incidental to or in furtherance of things listed above or carry out the Association mandate to keep and maintain Kirkland Farms Subdivision in a proper and aesthetically pleasing condition and provide the Owners with services, amenities, controls and enforcement, which will enhance the quality of life at Kirkland Farms Subdivision.

6.2 The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by Assessments against Members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any Member.

ARTICLE VII MEMBERSHIP

7.1 The Declarant, to the extent provided in the Declaration, and every person or entity who is a record Owner of a fee simple or undivided fee simple interest in any residential Lot, which is subject by the Declaration to Assessment by the Association, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit, which is subject to Assessment by the Association.

ARTICLE VIII ELECTION OR APPOINTMENT OF DIRECTORS

8.1 The manner in which Directors are elected or appointed is set forth in the Bylaws.

ARTICLE IX INITIAL OFFICES AND/OR DIRECTORS

9.1 The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be Members of the Association. The number of Directors may be changed by amending the Bylaws. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME	ADDRESS
Derek Sutton – President	100 SW 75th Street, Suite 107, Gainesville, Florida 32607
Steve Haygood – Secretary	100 SW 75th Street, Suite 107, Gainesville, Florida 32607
Eva Greenway – Treasurer	100 SW 75th Street, Suite 107, Gainesville, Florida 32607

9.2 The Officers of this Association shall be a president, a secretary, and a treasurer, and such other Officers as the Board may from time to time by resolution create.

ARTICLE X BYLAWS

10.1 The Bylaws shall be adopted by a vote of a majority of the members of the Board of Directors. The Bylaws may be amended or altered at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, in the manner and subject to any other condition set forth in the Bylaws. Should a conflict exist or arise between any of the provisions of the Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XI DISSOLUTION

11.1 The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members as set forth in the Declaration. 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. 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. This procedure shall be subject to court approval on dissolution pursuant to section 617.05, Florida Statutes.

11.2 Upon any such termination, any Stormwater or Surface Water Management System or discharge facility for which the Association is responsible shall be accepted by and maintained by local government units, including county or municipal service taxing unit, an active water control district, a drainage district created by special act, a community development district created under Chapter 190, Florida Statutes, a special assessment district created under Chapter 170, Florida Statutes, a state or federal agency, any duly constituted communication, water, sewer, electrical or other public utility or any entity acceptable to the Department of Environmental Regulation or its successor under its rules and regulations.

ARTICLE XII EXISTENCE

12.1 The corporation, not-for-profit, shall exist perpetually.

ARTICLE XIII AMENDMENTS

13.1 Amendment of these Articles shall require the assent of seventy-five (75%) percent of the entire Membership.

FILED
2023 SEP -6 PM 3:02
CLERK OF STATE
TALLAHASSEE, FL

IN WITNESS WHEREOF, for the purposes of forming this corporation not-for-profit under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation, this 25th day of August, 2023.

Derek Sutton
Print Name: Derek Sutton
Title: Incorporator
Date: 8-25-2023

OATH OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. FURTHER, I AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Derek Sutton
Print Name: Derek Sutton
Title: Registered Agent
Date: 8-25-23

STATE OF FLORIDA
COUNTY OF Alachua

The foregoing instrument was acknowledged before me this 25 day of August, 2023, by Derek Sutton who ☐ is personally known to me or ☒ has produced DL, FL, 05-05-2028 as identification.

Monica Posso
Notary Public, State of Florida
Print Name: Monica Posso

(SEAL)

