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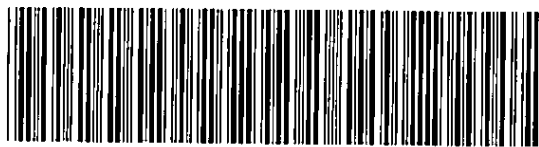
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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COURT CLERK'S OFFICE
JANUARY 1, 2024

COVER LETTER

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

SUBJECT: HEMPSTEAD SOUTHERN OAKS ESTATES PROPERTY OWNERS 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: Jon McGraw
Name (Printed or typed)

35 SE 1st Avenue, Suite 102
Address

Ocala, Florida 34471
City, State & Zip

352-789-6520
Daytime Telephone number

jon@lawmrm.com
E-mail address: (to be used for future annual report notification)

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

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**ARTICLES OF INCORPORATION
OF
HEMPSTEAD SOUTHERN OAKS ESTATES PROPERTY OWNERS ASSOCIATION,
INC., a Florida not-for-profit corporation**

We, the undersigned do hereby associate ourselves for the purpose of forming a corporation not for profit, pursuant to the laws of the State of Florida. In this regard, we certify as follows:

ARTICLE 1

Name

1.1 The name of the corporation shall be HEMPSTEAD SOUTHERN OAKS ESTATES PROPERTY OWNERS ASSOCIATION, INC., hereinafter ("Association").

ARTICLE 2

Purpose

2.1 The purpose for which the Association is organized is to provide an entity for the management and operation of HEMPSTEAD SOUTHERN OAKS ESTATES WEST and HEMPSTEAD EASTERN SOUTHERN OAKS ESTATES, AN AGRICULTURAL LOT SPLIT, which is to be created in accordance with Marion County land use regulations.

ARTICLE 3

Powers and Duties

3.1 The powers of the Association shall include and be governed by the following provisions.

3.2 The Association shall have all of the powers and privileges granted to corporations not for profit under the laws of the State of Florida, which are not in conflict with the terms of the Declaration of Easements, Covenants and Restrictions for HEMPSTEAD SOUTHERN OAKS ESTATES WEST and HEMPSTEAD EASTERN SOUTHERN OAKS ESTATES, AN AGRICULTURAL LOT SPLIT ("Declarations"), these Articles of Incorporation or the By-Laws of the Association.

3.3 The Association shall have all of the powers and duties set forth in the Declarations, these Articles of Incorporation and the By-Laws of the Association.

ARTICLE 4

Members

4.1 The Members of the Association shall consist of all Lot Owners of the Lots in HEMPSTEAD SOUTHERN OAKS ESTATES WEST and HEMPSTEAD EASTERN SOUTHERN OAKS ESTATES. No person holding any lien, mortgage or other encumbrance upon

any Lot shall by virtue of such lien, mortgage or other encumbrance be a member of the Association, except if such person acquires record title to a Lot pursuant to foreclosure or any proceeding in lieu of foreclosure in which cases such person shall be a member upon acquisition of record title to a Lot.

4.2 Membership shall be acquired by recording in the Public Records of Marion County, Florida, a deed or other instrument establishing record title to a Lot in HEMPSTEAD SOUTHERN OAKS ESTATES WEST or HEMPSTEAD EASTERN SOUTHERN OAKS ESTATES. The owner designated by such deed or other such instrument thereby becomes a member of the Association, and the membership of the prior owner is thereby terminated, provided, however, any person who owns more than one Lot shall remain a member of the Association so long as record title is retained to any Lot.

4.3 The share 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.

4.4 On all matters upon which the Membership shall be entitled to vote, said right shall be exercised or cast in the manner provided in the By-Laws of the Association.

ARTICLE 5

Existence

5.1 The Association shall have perpetual existence.

ARTICLE 6

Subscribers

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

Joseph Bradford Alizzi, whose address is 901 Lands End Road, Lantana, FL 33462

ARTICLE 7

Board of Directors

7.1 The affairs of the Association shall be managed by a board of directors of which there shall be not less than two nor more than five. Each director shall be a Member of the Association, except as otherwise provided in this Article 7.

7.2 Members of the board of directors shall be elected at the annual meeting of the Members of the Association in the manner provided in the By-Laws of the Association. Except as otherwise provided in this Article 7, members of the board of directors shall serve until the next annual meeting of the Members. Vacancies occurring on the board of directors shall be filled at a meeting of the board of directors by the affirmative vote of a majority of the remaining Directors. Any Director elected to fill a vacancy shall serve until the expiration of the terms of the Director, the vacancy in whose position he was elected to fill.

7.3 The first election of the members of the board of directors by Members of the Association

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shall be held at the time and in the manner specified in the By-Laws, except that the Association shall call, and give not less than thirty (30) days notice of such meeting. The notice may be given by any Lot owner if the Association fails to do so. The procedure for the election of directors at such meeting shall be as provided in the By-Laws of the Association.

7.4 The initial board of directors, who need not be Members of the Association, shall be the following persons, and they shall serve as the Board of Directors of the Association, as provided in paragraph 7.3 hereof.

Joseph Bradford Alizzi, whose address is 901 Lands End Road, Lantana, FL.

ARTICLE 8

8.1 The board of directors shall elect a President, Vice President, and Secretary/Treasurer, all of whom shall serve at the pleasure of the board of directors. There may also be such assistant treasurers and assistant secretaries as the board of directors may from time to time determine. The President, Vice President and Secretary/Treasurer shall be elected from among the members of the board of directors, but no other officer need be a director. The same person may hold two offices, except that the office of President and Vice President shall not be held by the same person, nor shall the President or the Vice President also be the Secretary/Treasurer or an assistant Secretary. Any officer may be removed by a vote of a majority of the directors present at any duly constituted meeting. The following are the names of the officers of the Association who shall serve until the first election of directors by members of the Association, as provided in paragraph 7.3 Article 7 hereof:

PRESIDENT	Joseph Bradford Alizzi
VICE PRESIDENT	Joseph Bradford Alizzi
SECRETARY/TREASURER	Joseph Bradford Alizzi

ARTICLE 9

9.1 The original By-Laws of the Association shall be adopted by the initial board of directors, thereafter, amendment of said By-Laws shall be by the members in accordance with the provisions of said By-Laws.

ARTICLE 10

10.1 Every director and every officer of the Association shall be indemnified by the Association against all expenses or liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any 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 at the time such expenses or liabilities are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director may be entitled.

ARTICLE 11

11.1 Amendments to these Articles of Incorporation shall be proposed and adopted in the

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JANUARY 1, 2024

following manner:

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

b. A resolution for the adoption of a proposed amendment may be proposed either by the board of directors of the Association or by the members of the Association entitled to vote at an Association meeting. Such members may propose such an amendment by instrument in writing directed to the President or Secretary of the Association signed by a majority of such members. Amendments may be proposed by the board of directors by action of a majority of the board at any regular or special meeting of the members of the Board. The Board shall then Notice a meeting of the members of the Association for the purpose of considering such amendment to be held not sooner than twenty days nor later than sixty days after such proposal is adopted by the Board. Such amendment must be approved by the affirmative vote of seventy-five percent of the total number of Association voting interests.

11.2 Notwithstanding the provisions of Paragraph 11.1 hereof, until the first election of the members of the board of directors by Unit Owners, as provided in these Articles of Incorporation and the By-Laws of the Association, proposal of an amendment and approval thereof shall require only the affirmative vote of all the directors at any regular or special meeting thereof.

11.3 Each amendment shall be executed by the President of the Association and certified by the Secretary and shall be filed with the Secretary of State, State of Florida. A certified copy thereof together with an amendment to the Declaration shall be recorded in the Public Records of Marion County, Florida.

ARTICLE 12

Principal Office

12.1 The principal office of the Association shall be located at 901 Lands End Road, Lantana, FL 33462, but the Association may maintain offices and transact business in such other places within the State of Florida as may from time to time be designated by the board of directors. However, the official records of the Association shall be maintained within Marion County, Florida. The records of the Association shall be made available to a Lot Owner within fifteen (15) working days after receipt of written request by the Board or its designee. Compliance with this requirement may be achieved by having a copy of the Official Records of the Association available for inspection or copying at the Association's principal office.

12.2 The official registered agent for services of process at such address shall be Joseph Bradford Alizzi, whose address is 901 Lands End Road, Lantana, FL 33462, until such time as replaced by the corporation.

IN WITNESS WHEREOF, the Subscribers and Incorporators have hereunto set their hands and seals this 8 day of September, 2023.

By: Joseph Bradford Alizzi
JOSEPH BRADFORD ALIZZI

STATE OF FLORIDA

COUNTY OF MARION

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, the foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization, this 8 day of September, 2023 by JOSEPH BRADFORD ALIZZI, who is known to me (YES ☒ NO ☐) to be the person described in and who executed the foregoing instrument, OR who has produced _____ as identification and acknowledged before me that he executed same for the purposes expressed herein.

Witness my hand and official seal, this 8 day of September, 2023.

Notary Public

My Commission Expires:

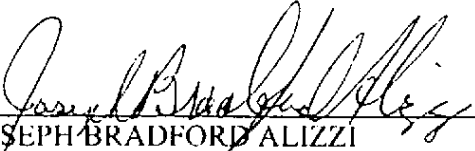


BARBARA A. ALLEN
Commission # GG 944805
Expires January 26, 2024
Bonded Thru Budget Notary Services

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MARION COUNTY, FL

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named to serve as Registered Agent for Service of Process on behalf of the corporation above referenced, hereby accepts such designation and agrees to serve until further notice.



JOSEPH BRADFORD ALIZZI

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