

N 96000003094
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6127
Tallahassee, FL 32314

SUBJECT: WILDERING PINES HOMEOWNERS ASSOCIATION OF MACLENNY, 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

<input checked="" type="checkbox"/> \$122.50	\$131.25
Filing Fee & Certified Copy	Filing Fee Certified Copy & Certificate
Additional Copy Required	

FROM

Hugh D. Fisher, Jr., Attorney
Name (printed or typed)

P. O. Box 531

Address

MacLennay, Florida 32063

City, State & Zip

(XXX) 259-XXXX OR 6,885

Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
WHISPERING PINES HOMEOWNERS ASSOCIATION OF MACLENNY, INC.
(A Florida Nonprofit Corporation)

FILED

26 APR 1973

MACLENNY, FLORIDA

The undersigned incorporators of Whispering Pines Homeowners Association of Macleenny, Inc., hereby associate themselves together as a corporation not for profit and as a homeowners association under the following Articles of Incorporation to wit:

ARTICLE I. NAME AND LOCATION

The name of this corporation, not for profit, shall be Whispering Pines Homeowners Association of Macleenny, Inc., located at #4 Wells Road, Macleenny, FL 32063 with a mailing address of #4 Wells Road, Macleenny, FL 32063.

ARTICLE II. CORPORATE NATURE

This is a non profit corporation organized solely for cooperative purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes

ARTICLE III. DURATION

The term of existence of the corporation is perpetual

ARTICLE IV. GENERAL AND SPECIFIC PURPOSES

The general purpose for which this corporation is formed is to operate exclusively for such cooperative purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

This corporation shall monitor and enforce the restrictions of record for Whispering Pines Subdivision enforce the Bylaws of Whispering Pines Homeowners Association of Macclenny,

Inc. and work to improve the Whispering Pines Subdivision properties and social activities of its members and as further set forth in the Bylaws.

ARTICLE V. MANAGEMENT OF CORPORATE AFFAIRS

(A) BOARD OF DIRECTORS The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be no more than five (5) and no less than three (3), provided, however, that such number may be changed by a by-law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time a election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) years until the annual meeting of members following the election of Directors and until the qualification of the successors in office and shall be on terms as set forth in the Bylaws. Annual meetings shall be

held at #4 Wells Road, Macclenny, Florida 32063 at least 14 days prior to the end of the fiscal year, and at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Gary Crummev	#4 Wells Road Macclenny, FL 32063
Joey Dobson	#6 Michele Road Macclenny, FL 32063
Joe Baker, III	#16 Michele Road Macclenny, FL 32063
Dale Sapp	#3 Michele Road Macclenny, FL 32063

(B) CORPORATE OFFICERS. The Board of Directors shall elect the following officers: President, Vice-President, Secretary, Treasurer, and such other officers as the by-laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President
Gary Crummev

Vice-President
Joey Dobson

Treasurer
Joe Baker, III

Secretary
Dale Sapp

ARTICLE VI. EARNINGS AND ACTIVITIES OF CORPORATION

(A) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(B) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation as stated in Declaration of Protective Covenants and Restriction of Whispering Pines Homeowners Association of Macclenny, Inc. and recorded in the public records of Baker County, Florida.

ARTICLE VII. DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment

of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes, to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII. MEMBERSHIP

Every person or entity, including "OWNER" who owns a vested present interest in the fee title to any one of the Lots in Whispering Pines Homeowners Association of Macclenny, Inc.

Properties which is subject by covenants of record to assessment by the Association, shall automatically be a Member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a Member. Such membership shall continue for so long as such ownership continues, and shall automatically terminate when such person or entity no longer owns such interest with said membership then going to the new owner.

ARTICLE IX. SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

Gary Crummey	#4 Wells Road Macclenny, FL 32063
Joey Dobson	#6 Michele Road Macclenny, FL 32063
Joe Baker, III	#16 Michele Road Macclenny, FL 32063
Dale Sapp	#3 Michele Road Macclenny, FL 32063

ARTICLE X. AMENDMENT OF BY-LAWS

The Bylaws may from time to time be amended, subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not For Profit law of the State of Florida, concerning corporate action that must be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XI. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to cooperative purposes and no part of the net income or assets of this corporation shall inure to the benefit of an Director, officer or member thereof, or to the benefit of any private individual other than as it benefits the entire Whispering Pines Properties and all members of the Association.

ARTICLE XII

The address of the corporation's registered office shall be: #4 Wells Road, Macclenny, FL 32063 and the name of its registered agent at said address shall be: GARY CRUMMEY, President.

ARTICLE XIII. AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, having executed these Articles of Incorporation this 8th day of May, 1995.

Gary Chumney
GARY CHUMNEY

Joey Dobson
JOEY DOBSON

Joe Baker
JOE BAKER

Dale Sapp
DALE SAPP

STATE OF FLORIDA
COUNTY OF BAKER

BEFORE ME, the undersigned authority, personally appeared

Gary Crummey, Joey Dobson, Joe Baker, III, Dale Sapp, to me known

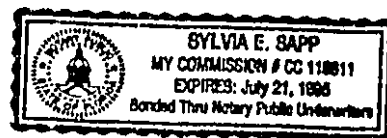
to be the persons who executed the foregoing Articles of

Incorporation and they acknowledged to and before me that they

executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 31st day of May, 1995.

Sylvia E. Sapp
Notary Public, State of Florida
My Commission Expires:



CERTIFICATE OF DESIGNATION OF **FILED**
REGISTERED AGENT/REGISTERED OFFICE

96 JUN 10 AM 11:56

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, ~~FLORIDA STATUTES~~ ^{SECTION 607.0501, FLORIDA STATUTES} THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: WHISPERING PINES HOMEOWNERS ASSOCIATION
OF MACCLENNY, INC.

2. The name and address of the registered agent and office is:

GARY CRUMMEY, PRESIDENT
(NAME)

4 Wells Road
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Macclenny, Florida 32063
(CITY/STATE/ZIP)

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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gary L. Crumey
(SIGNATURE)

6-7-96
(DATE)