

# N96000004828

## CAPITAL CONNECTION, INC.

417 W. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
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State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Magnolia Place

Homeowners Association,  
Inc

G.O. FEE,

DISBURSED

☐ Capital Express<sup>SM</sup>  
☒ Art. of Inc. File  
☐ Corp. Record Search  
☐ Ltd. Partnership File  
☒ Foreign Corp. File  
☒ ( ) Cert. Copy(s)

☐ Art. of Amend. File  
☐ Dissolution/Withdrawal  
☒ C U B - 95  
☐ Fictitious Name File

☐ Name Reservation  
☐ Annual Report/Reinstatement  
☐ Reg. Agent Service  
☐ Document Filing

☐ Corporate Kit  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval

☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ File No.'s, \_\_\_\_\_ Copies  
☐ Courier Service  
☐ Shipping/Handling  
☐ Phone ( )  
☐ Top Priority  
☐ Express Mail Prep.  
☐ FAX ( ) pgs.

SUBTOTALS \_\_\_\_\_

FEE.....  
 DISBURSED.....  
 SURCHARGE.....  
 TAX on corporate supplies.....  
 SUBTOTAL.....  
 PREPAID.....  
 BALANCE DUE.....

96 SEP 18 AM 10:10  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

55 SEP 17 AM 9:49  
 RECEIVED  
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY AB

WALK-IN Will Pick Up 9-17 1200 AB 9/18



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

RECEIVED

96 SEP 18 AM 9 06

DIVISION OF CORPORATIONS

*Collected*

September 17, 1996

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA STREET  
SUITE 1  
TALLAHASSEE, FL 32302

SUBJECT: MAGNOLIA PLACE HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: W96000019512

We have received your document for MAGNOLIA PLACE HOMEOWNERS ASSOCIATION, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please complete Article(s) XV.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown  
Corporate Specialist

Letter Number: 596A00043007

CAPITAL CONNECTION, INC.

ARTICLES OF INCORPORATION  
OF  
MAGNOLIA PLACE HOMEOWNERS ASSOCIATION, INC.  
(a Florida not for profit corporation)

FILED  
96 SEP 18 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, hereby executes and adopts the following Articles of Incorporation.

PREAMBLE

WDDL Corp. (the "Developer") owns or has owned certain property in Pasco County, Florida, to be known as Magnolia Place Subdivision (the "Subject Property"), and this not for profit corporation is being formed as the association to administer the Declaration of Covenants, Conditions and Restrictions (the "Declaration") of the association and to perform the duties and exercise the powers pursuant to the Declaration.

ARTICLE I.

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be Magnolia Place Homeowners Association, Inc. The street address of the initial principal office of the corporation shall be:

1300 Lake Como Drive  
Lutz, Florida 33549

The mailing address of the corporation shall be:

1300 Lake Como Drive  
Lutz, Florida 33549

ARTICLE II.

DEFINITIONS

Section 1. Definitions. Terms used in these Articles of Incorporation (the "Articles") which are defined in the Declaration of Covenants, Conditions and Restrictions for Magnolia Place Subdivision, as the same may be amended from time to time (the "Declaration"), shall have the same meaning in these Articles as in the Declaration.

Section 2. Construction. Whenever the context so permits, the use of the singular shall include the plural, and the plural shall include the singular, and the use of any gender shall be deemed to include all genders.

### ARTICLE III.

#### PURPOSES

The purposes for which the Association is organized are to engage as a corporation not for profit in protecting the value of the property of the Members of the Association, to exercise all of the powers and privileges and perform all of the duties and obligations of the Association as defined and set forth in the Declaration, including, but not limited to, the establishment, collection, and enforcement of payment of assessments and charges contained in the Declaration and the operation and maintenance of the Surface Water Management System in accordance with the Declaration, these Articles, and the Bylaws, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property.

### ARTICLE IV.

#### POWERS

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

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit, including, but not limited to, all of the powers provided by Chapter 617, Florida Statutes, as the same may be amended from time to time, together with, or as limited by, these Articles and the Bylaws.

Section 2. Necessary Powers. The Association shall have all the powers reasonably necessary to implement its purposes, specifically including, but not limited to, the following:

(a) To adopt and amend Bylaws for the Association and Rules and Regulations for Magnolia Place Subdivision pursuant thereto;

(b) To operate, manage, maintain, and repair the Common Property;

(c) To contract for services with and authorize a management agent and/or maintenance company to assist the Association in carrying out its powers and duties by performing such functions as collection of assessments, preparation of records, and operation and maintenance of the Common Property;

(d) To make contracts and incur liabilities;

(e) To hire and terminate employees, agents, and independent contractors;

(f) To acquire, own, encumber, and convey in its own name any right, title, or interest to real or personal property;

(g) To adopt and amend budgets for revenues, expenditures, and reserves and to make, collect, and enforce payment of assessments and charges for Common Expenses from Owners;

(h) To pay all taxes and other assessments which are liens against the Common Property;

(i) To use the proceeds of assessments and charges in the exercise of its powers and duties;

(j) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the Rules and Regulations of the Association;

(k) To institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more Owners on matters affecting Magnolia Place Subdivision;

(l) To sue and be sued;

(m) To provide for the indemnification of its officers and directors and maintain directors' and officers' liability insurance;

(n) To exercise any other powers conferred by the Declaration or Bylaws;

(o) To do and perform all such other acts and things permitted and to exercise all other powers granted to a not for profit corporation under the laws of the State of Florida as those laws now exist or as they may hereafter provide; and

(p) To possess, enjoy, and exercise any and all other powers necessary and proper for the governance and operation of the Association and to implement, enforce, and carry into effect the powers described above.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

## ARTICLE V.

### MEMBERSHIP AND VOTING RIGHTS

Qualification for and admission to membership in the Association shall be regulated by the Declaration.

## ARTICLE VI.

### CORPORATE EXISTENCE

The Association shall have perpetual existence.

## ARTICLE VII.

### BOARD OF DIRECTORS

Subject to the terms of the Declaration, the affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) Directors. Directors shall be elected or appointed as provided in the Bylaws. Until such time as the Developer relinquishes control of the Association as described in the Declaration, the Developer shall have the right to appoint a majority of the members of the Board of Directors and to approve or disapprove of all Officers of the Association. Further, no Director appointed by the Developer need be a Member; however, all Directors elected by Members other than the Developer must be Members. The initial Board of Directors shall consist of three (3) Directors appointed by the Developer. The Developer shall be entitled at any time and from time to time to remove or replace any Director appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
Richard P. Gates	1300 Lake Como Drive Lutz, Florida 33549
Dan David Boger	1864 Daiquiri Lane Lutz, Florida 33549
Wendy Kay Boger	1864 Daiquiri Lane Lutz, Florida 33549

## ARTICLE VIII.

### OFFICERS OF THE ASSOCIATION

The affairs of the Association shall be administered by a President, Vice President, Secretary, and Treasurer, and such other Officers as the Board of Directors may from time to time designate. Any person may hold two offices, except that the same person shall not hold both the offices of President and Vice President. Officers shall have such duties, responsibilities, and powers as provided by the Bylaws and shall serve at the pleasure of the Board of Directors.

The Officers named in this Article VIII shall serve until replaced by the Developer or until the first regular meeting of the Board of Directors, whichever shall occur first. Officers elected at the first meeting of the Board of Directors shall hold office until the next annual meeting of the Board of Directors and until their successors shall have been appointed and have qualified. Until such time as the Developer relinquishes control of the Association as described in the Declaration, no Officer elected by the Board of Directors shall serve the Association until such time as the Developer approves the Officer. Upon the election by the Board of Directors, whether the election occurs at an annual meeting or otherwise, the Board of Directors shall forthwith submit the name(s) of the newly appointed Officer(s) in writing to the Developer. The Developer shall approve or disapprove such Officer(s) within twenty (20) days after receipt of such name(s). In the event the Developer fails to act within such twenty (20) day period, such failure shall be deemed to be approval by the Developer. The following persons shall serve as the initial Officers of the Association:

President:	Richard P. Gates
Vice President:	Dan David Boger
Secretary/Treasurer:	Wendy Kay Boger

## ARTICLE IX.

### INDEMNIFICATION

Every Director and Officer of the Association shall be indemnified by the Association as provided in the Declaration.

**ARTICLE X.**

**INCORPORATOR**

The name and address of the undersigned incorporator is:

Dan David Boger  
1864 Daiquiri Lane  
Lutz, Florida 33549

**ARTICLE XI.**

**BYLAWS**

The Bylaws of the Association may be adopted, amended, altered, and repealed as provided in the Bylaws; provided, however, that at no time shall the Bylaws conflict with these Articles or the Declaration. Until such time as the Developer relinquishes control of the Association as provided in the Declaration, no amendment to the Bylaws shall be effective unless and until the Developer shall have joined in and consented to such amendment in writing.

**ARTICLE XII.**

**AMENDMENT TO ARTICLES**

Section 1. Method of Amendment. Alteration, amendment, or repeal of these Articles shall be proposed and adopted in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be either at the annual or a special meeting.

(b) Written notice of such meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member entitled to vote thereon, which meeting may not occur less than fourteen (14) days nor more than thirty (30) days after the giving of notice of the meeting to consider the proposed amendment.

(c) At such meeting of the Members, a vote of the Members entitled to vote thereon, as provided in the Declaration, shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of not less than seventy-five percent (75%) of the votes of the Members.



Section 2. Number of Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Section 3. Written Consent. If all of the Members eligible to vote sign a written statement manifesting their intentions that an amendment to the Articles be adopted, then the amendment shall thereby be adopted as though the procedures set forth in Section 1 of this Article have been satisfied.

Section 4. Developer's Consent. Until such time as the Developer relinquishes control of the Association as provided in the Declaration, no amendment to these Articles shall be effective unless and until the Developer shall have joined in and consented to such amendment in writing.

Section 5. Water Management District Approval. Any amendment to these Articles of Incorporation which would affect the Surface Water Management System, including the water management portions of the Common Areas, must have the prior approval of the Southwest Florida Water Management District.

#### ARTICLE XIII.

##### DISSOLUTION

The Association may be dissolved with the written consent of not less than seventy-five percent (75%) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, including, but not limited to, the Surface Water Management System, shall be conveyed to an appropriate agency of local government to be used for purposes similar to those for which this Association was created. In the event that such conveyance is not accepted, such assets, including, but not limited to, the Surface Water Management System, shall be granted, conveyed, and assigned to a similar not for profit corporation, association, trust, or other organization to be devoted to such similar purposes.

#### ARTICLE XIV.

##### FHA/VA APPROVAL


As long as there is a Class B Member, the following actions will require the prior approval of the Federal Housing Administration: annexation of additional properties, mergers and consolidations, mortgaging of the Common Property, dissolution, and amendment of these Articles.

ARTICLE XV.

REGISTERED AGENT AND REGISTERED OFFICE

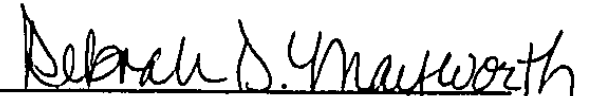
The initial registered agent of the Association shall be Dan David Boger and address of the initial registered office of the Association shall be 1864 Daiquiri Lane, Lutz, Florida 33549. The Association shall have the right to designate subsequent registered agents and offices without amending these Articles.

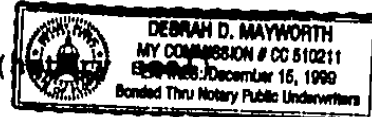
IN WITNESS WHEREOF, the undersigned incorporator has affixed her/his signature hereto this 17 day of September, 1996.

 (SEAL)  
Name: Dan David Boger  
Incorporator

STATE OF FLORIDA  
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of September, 1996, by Dan David Boger. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC  
Name: DEBRAH D. MAYWORTH  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 48.091 and 617.0501, Florida Statutes,  
the following is submitted:

Name of Corporation: Magnolia Place Homeowners  
Association, Inc.  
Registered Agent: Dan David Boger  
Registered Office Address: 1864 Daiquiri Lane  
Lutz, Florida 33549

Magnolia Place Homeowners Association, Inc., desiring to  
organize under the laws of the State of Florida, with its principal  
offices at 1300 Lake Como Drive, Lutz, Florida 33549, hereby names  
Dan David Boger, whose address is 1864 Daiquiri Lane, Lutz, Florida  
33549, as its agent to accept service of process within the State  
of Florida.

Dated: 9/17/96

Incorporator

  
Name: Dan David Boger

**ACKNOWLEDGEMENT**

Having been designated to accept service of process for the  
above stated corporation at the place designated in this  
Certificate and being familiar with the obligations of such  
position, I hereby accept the responsibility to act in this  
capacity and agree to comply with the provisions of all statutes  
relative to the complete performance of my duties.

By:   
Name: DAN DAVID BOGER  
Registered Agent