

N96000005465

HERCULES PROPERTIES, INC.

211 Hedden Court
P.O. Box 838
Ozonn, FL 34660

(813) 785-9579

October 3, 1996

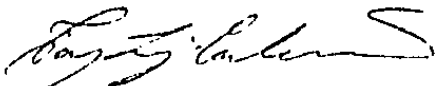
State of Florida
Division of Corporations
409 East Gaines St
Tallahassee Fl 32390

100001965531
-10/07/96--01001--022
****131.25 ****131.25

Dear Sirs:

Enclosed are the Articles of Incorporation for Woodridge North Homeowners Association and check number 1265 for \$131.25 for the filing fee and for the certificate of status. Please process this as soon as possible and return the certificate to Hercules Properties, Inc. at the above Post Office Box. Thank you.

Sincerely,



Hercules Properties, Inc.
Tony Luigi Carlesimo

cc: file

OCT 9 1996

BSB

~~513~~ 2295, 609, 192

W96-21364

FILED
96 OCT 24 PM 2:40
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1996

HERCULES PROPERTIES, INC.
P. O. BOX 838
OZONA, FL 34660

SUBJECT: WOODRIDGE NORTH HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W96000021364

We have received your document for WOODRIDGE NORTH HOMEOWNERS ASSOCIATION, INC. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The designation of the registered agent must be at a Florida street address.

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 396A00046048

FILED

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WALLACE STATE
FLORIDA

ARTICLES OF INCORPORATION
OF

WOODRIDGE NORTH HOMEOWNERS ASSOCIATION, Inc.
a Florida Corporation Not-for-Profit

The undersigned incorporator, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

PREAMBLE

HERCULES PROPERTIES, INC., ("DECLARANT") owns or has owned certain property in Pasco County, Florida (the "SUBJECT PROPERTY"), and has executed, declared and recorded Deed Restrictions for WOODRIDGE NORTH SUBDIVISION (the "DECLARATION"), which will affect the SUBJECT PROPERTY. This association is being formed as the association to administer the DECLARATION, and to perform the duties and exercise the powers pursuant to the DECLARATION, as recorded in the Public Records of Pasco County, Florida. All of the definitions contained in the DECLARATION shall apply to these Articles of Incorporation, and to the By-Laws of the Association.

ARTICLE I - NAME

The name of the corporation is WOODRIDGE NORTH HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION".

ARTICLE II - PURPOSE

The purposes for which the ASSOCIATION is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of Florida Statutes.
2. To enforce and exercise the duties of the ASSOCIATION as provided in the DECLARATION.
3. To promote the health, safety, welfare, comfort, and social and economic benefit of the members of the ASSOCIATION.

ARTICLE III - POWERS AND DUTIES

The ASSOCIATION shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.

2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the DECLARATION, including but not limited to, the following:

a. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

b. To make and collect ASSESSMENTS against OWNERS to defray the costs, expenses and losses incurred or to be incurred by the ASSOCIATION, and to use the proceeds thereof in the exercise of the ASSOCIATION'S powers and duties.

c. To enforce the provisions of the DECLARATION, these ARTICLES, and the BY-LAWS.

d. To make, establish and enforce reasonable rules and regulations governing the use of COMMON AREAS, LOTS, UNITS and other property under the jurisdiction of the ASSOCIATION.

e. To grant and modify easements, and to dedicate property owned by the ASSOCIATION to any public or quasi-public agency, authority or utility company for public, utility, drainage, detention and cable television purposes.

f. To borrow money for the purposes of carrying out the powers and duties of the ASSOCIATION.

g. To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the DECLARATION.

h. To obtain insurance as provided by the DECLARATION.

i. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the ASSOCIATION and for proper operation of the properties for which the ASSOCIATION is responsible, or to contract with others for the performance of such obligations, services and/or duties.

j. To sue and be sued.

k. To operate and maintain the surface water management system, as permitted by the Southwest Florida Water Management District, including all lakes, retention and detention areas, culverts and related appurtenances.

l. To collect required amounts from the homeowners in WOODRIDGE NORTH for street lighting and to remit such amounts to the ASSOCIATION.

ARTICLE IV - MEMBERS

1. The members of the ASSOCIATION shall consist of all of the record owners of LOTS. Membership shall be established as to each LOT upon the recording of the DECLARATION. Upon the transfer of ownership of fee title to, or fee interest in, a LOT, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the county in which the SUBJECT PROPERTY is located of the deed or other instrument establishing the acquisition and designating the LOT affected thereby, the new OWNER designated in such deed or other instrument shall thereupon become a member of the ASSOCIATION, and the membership of the prior OWNER as to the LOT designated shall be terminated, provided, however, that the ASSOCIATION shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the LOT. Prior to the recording of the DECLARATION, the incorporator shall be the sole member of the ASSOCIATION.

2. The share of each member in the funds and assets of the ASSOCIATION, and the COMMON SURPLUS, and any membership in this ASSOCIATION, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the LOT for which that membership is established.

3. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each LOT. In the event any LOT is owned by more than one person and/or by an entity, the vote for such LOT shall be cast in the manner provided by the BY-LAWS. Any person or entity owning more than one LOT shall be entitled to one vote for each LOT owned.

4. The BY-LAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall make provisions for special meetings.

ARTICLE V - TERM OF EXISTENCE

The ASSOCIATION shall have perpetual existence.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is:

Tony Carlesimo
P.O. Box 838 (211 HEDDEN CT)
Ozona, Florida 34660

ARTICLE VII - DIRECTORS

1. The property, business and affairs of the ASSOCIATION

shall be managed by a BOARD which shall initially consist of ^{three} ~~two~~ (2) members, and thereafter, not less than three (3) directors, and which shall always be an odd number. The BY-LAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of three (3) directors. Directors are not required to be members of the ASSOCIATION.

2. All of the duties and powers of the ASSOCIATION existing under the DECLARATION, those ARTICLES and the BY-LAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members only when specifically required.

3. The DECLARANT shall have the right to appoint all of the directors until DECLARANT has conveyed 75% of the LOTS within the SUBJECT PROPERTY, or until 5 years after the DECLARATION is recorded in the public records in the county in which the SUBJECT PROPERTY is located, whichever occurs first, and thereafter shall have the right to appoint one director so long as the DECLARANT owns any LOT. The DECLARANT may waive its right to elect one or more directors by written notice to the ASSOCIATION, and thereafter such directors shall be elected by the members. When the DECLARANT no longer owns any LOT within the PROPERTY, all of the directors shall be elected by the members in the manner provided in the BY-LAWS.

4. Directors may be removed and vacancies on the BOARD shall be filled in the manner as provided by the BY-LAWS, however, any director appointed by the DECLARANT may only be removed by the DECLARANT, and any vacancy on the BOARD shall be appointed by the DECLARANT if, at the time such vacancy is to be filled, the DECLARANT is entitled to appoint the directors.

5. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

(211 HEDDEN CT)
Tony Carlesimo, P.O. Box 838, Ozona, Florida 34660
Charles Cerullo, P.O. Box 838, Ozona, Florida 34660 (211 HEDDEN CT)
JULIAN CARLESIMO (211 HEDDEN CT), OZONA, FL 34660

ARTICLE VIII - OFFICERS

The officers of the ASSOCIATION shall be a president, vice president, secretary, treasurer and such other officers as the BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BY-LAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the BOARD are as follows:

President Tony Carlesimo
Vice President/Secretary/Treasurer . . Charles Cerullo
211 HEDDEN CT
OZONA, FL
34660

ARTICLE IX - INDEMNIFICATION

1. The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ASSOCIATION) by reason of the fact that he is or was a director, employee, officer or agent of the ASSOCIATION, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the ASSOCIATION unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the ASSOCIATION only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made (a) by the BOARD by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or (c) by approval of the members.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized herein.

5. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any BYLAW, agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X - BY-LAWS

The first BY-LAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the DECLARANT, the Directors and/or members in the manner provided by the BY-LAWS.

ARTICLE XI - AMENDMENTS

Any amendment to these ARTICLES 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 XII

DISSOLUTION

In the event of dissolution or final liquidation of the ASSOCIATION, the assets, both real and personal, of the ASSOCIATION, including but not limited to the surface water management system, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the ASSOCIATION. In the event that such dedication is

refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to by the ASSOCIATION. No such disposition of ASSOCIATION properties shall be effective to divest or diminish any right or title of any MEMBER vested in him under the recorded DECLARATION unless made in accordance with the provisions of such DECLARATION. In the event of such dissolution, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if such property is not accepted, the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE XIII

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the ASSOCIATION shall be at P.O. Box 838, Ozona, Florida 34660. The initial registered agent of the ASSOCIATION at that address is Tony Carlesimo.

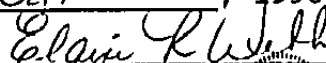
(211 Hedden Ct)
WHEREFORE, the incorporator, and the initial registered agent, have executed these ARTICLES on this 25 day of SEPT 1996.


Tony Carlesimo

STATE OF FLORIDA)
 SS
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Tony Carlesimo, personally known to me to be the person who executed these presents, and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 25 day of SEPT, 1996.



Notary Public

My Commission Expires:

ELAINE R. WOOD
MY COMMISSION # CC552704 EXPIRES
May 5, 2000
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT STATUS

In furtherance of Section 48.091 and Chapter 607, Florida Statutes, having previously been named as registered agent to accept service of process for WOODRIDGE NORTH HOMEOWNERS ASSOCIATION, INC., at P.O. Box 838, Ozona, Florida 34660, I hereby re-confirm my acceptance to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

(211 Hedden Ct)

By: 

Tony Carlesimo,
Registered Agent