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FROM: RUDNICK & WOLFE  
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NAME: WOODLAND PROPERTY OWNERS ASSOCIATION, INC.

AUDIT NUMBER.....H98000004435

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ARTICLES OF INCORPORATION

OF

WOODLAND PROPERTY OWNERS ASSOCIATION, INC.  
a Florida corporation not for profit

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The undersigned, acting as incorporator, adopts these Articles of Incorporation and forms a corporation not for profit (the "Association") under the Florida Not For Profit Corporation Act as follows:

ARTICLE 1

DEFINITIONS

For purposes of these Articles of Incorporation, the following terms shall have the following definitions and meanings, to wit:

1.1 "Articles" means these Articles of Incorporation of Woodland Property Owners Association, Inc., as amended from time to time.

1.2 "Assessment" means any assessment (including General Assessments and Special Assessments) of any Owner by the Association in accordance with Article 6 of the Declaration.

1.3 "Association" means the WOODLAND PROPERTY OWNERS ASSOCIATION, INC., a corporation not for profit, and its successors and assigns, and it shall include in the context of acts of the Association, the acts of its officers, directors, employees and agents and independent contractors under contract with the Association, when such are acting for and pursuant to the authority or directives of the Association.

1.4 "Board" or "Board of Directors" means the Board of Directors of the Association.

1.5 "Bylaws" means the Bylaws of the Association as amended from time to time.

1.6 "Common Expenses" means those costs, expenses and expenditures of the Association for the activities required or authorized to be performed by the Association.

1.7 "Declarants" means FOG WOODLAND LIMITED, a Florida limited partnership, and JOHN W. HOLLOWAY, a single man, or their successors and such assigns as provided for in the Declaration.

1.8 "Declaration" means the Declaration of Covenants, Conditions, Restrictions and Easements to be executed by Declarants, and to be recorded in the Public Records of Volusia County, Florida, together with all changes and amendments and supplements thereto and

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modifications thereof as are from time to time recorded among the Public Records of Volusia County, Florida.

1.9 "Member" shall have the meaning set forth in Article 5 of these Articles.

1.10 "Owner" means any person who from time to time holds record fee simple title to any Parcel. If more than one person holds such title, all such persons are Owners, jointly and severally.

1.11 "Outparcel 1" shall be as defined in the Declaration.

1.12 "Outparcel 2" shall be as defined in the Declaration.

1.13 "Outparcel 3" shall be as defined in the Declaration.

1.14 "Parcels" shall be as defined in the Declaration.

1.15 "Property" means and includes all lands and real property subject to the Declaration upon the recording thereof or at any time and from time to time thereafter made subject to the Declaration.

1.16 "Stormwater Management System" shall be as defined in the Declaration.

1.17 "Stormwater Parcel" shall be as defined in the Declaration.

1.18 "Walgreens Parcel" shall be as defined in the Declaration.

1.19 Other Definitions. Other definitions contained in the Declaration are hereby specifically incorporated into these Articles by this reference and words used in these Articles without definition which are defined in the Declaration shall have the same meaning in these Articles as in the Declaration.

## ARTICLE 2

### NAME OF ASSOCIATION

The name of the Association shall be WOODLAND PROPERTY OWNERS ASSOCIATION, INC.

## ARTICLE 3

### PURPOSES

The Association has been created and established for the objects and purposes of and shall have exclusive jurisdiction over and the sole responsibility for the administration, management, operation, control, care, maintenance, repair, replacement and management of the Stormwater Parcel and the Stormwater Management System; monitoring and enforcing each Owner's obligations with respect to Utility Lines and the Stormwater Management System on such Owner's Parcel; the establishment, levy, imposition, enforcement and collection of all

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Assessments for which provision is made in the Declaration; the payment of all expenses and expenditures as provided in the Declaration; all as more particularly provided in the Declaration and in these Articles, and the administration and enforcement of the covenants, conditions, restrictions, easements, reservations, terms and provisions of the Declaration and the Articles and Bylaws.

#### ARTICLE 4

##### TERM

The Corporation's existence commences on March 5, 1998. The Corporation will have perpetual existence thereafter.

#### ARTICLE 5

##### MEMBERSHIP

Every person, group or entity who holds a fee interest in any Parcel subject to the Declaration shall become a Member of the Association, subject to and bound by the Declaration, these Articles, the Bylaws, resolutions, and all lawful actions taken in accordance therewith by the Association. Ownership of a Parcel subject to the Declaration shall be the sole qualification for membership in the Association. Membership shall become effective upon the recording of the instrument of conveyance to the Parcel in favor of the Owner. The foregoing notwithstanding, membership shall not run to persons or entities who hold an interest in any Parcel merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from a Parcel. Transfer of ownership of any Parcel shall automatically transfer membership in the Association, and the new Owner shall automatically be a Member.

#### ARTICLE 6

##### VOTING RIGHTS

The Members are entitled to cast votes for each Parcel owned in accordance with the ratio of the square footage of that Parcel compared to the total square footage of all Parcels, excluding the Stormwater Parcel as follows:

<u>Parcel</u>	<u>Square Footage</u>	<u>No. of Votes</u>
Walgreens Parcel	85,875	32.1
Outparcel 1	72,251	27.0
Outparcel 2	52,786	19.7
Outparcel 3	56,762	21.2
Totals	267,674	100.0

All voting rights of Members shall be exercised in accordance with and subject to the restrictions and limitations provided in the Declaration, these Articles and the Bylaws.

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**ARTICLE 7****BOARD OF DIRECTORS**

The number of directors on the Board of Directors from time to time shall never be less than three (3) nor more than nine (9). The number of directors shall be determined from time to time by the Board of Directors, but shall always be an odd number. The number of directors may be increased or decreased by the Board of Directors from time to time as provided in the Bylaws of the Association, but shall never be less than three (3). In the absence of a determination by the Board of Directors of the number of directors on the Board from time to time, there shall be three (3) directors.

The Board of Directors shall initially consist of three (3) directors. The names and addresses of the members of the initial Board of Directors who shall hold office and serve until their successors are elected or appointed or until they are removed in accordance with these the Bylaws of the Association are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Mark O. Hackner	1745 West Fletcher Avenue Tampa, Florida 33612
Mitchell F. Rice	1745 West Fletcher Avenue Tampa, Florida 33612
John W. Holloway	6201 Matchette Road Orlando, Florida 32809

**ARTICLE 8****OFFICERS**

The names, titles and addresses of the initial officers of the Association who shall hold office and serve until their successors elected are as follows:

<b><u>OFFICE</u></b>	<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
President	Mark O. Hackner	1745 West Fletcher Avenue Tampa, Florida 33612
Secretary Treasurer	Mitchell F. Rice	1745 West Fletcher Avenue Tampa, Florida 33612

**ARTICLE 9****INDEMNIFICATION**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

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**ARTICLE 10****BYLAWS**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**ARTICLE 11****AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE 12****DISSOLUTION**

Upon dissolution of the Association, the property and assets of the Association remaining after payment of all creditors of the Association and the costs and expenses associated with such dissolution shall be distributed to any other corporation not for profit which is created and established for purposes similar to the Association or to the County of Volusia or any other public agency for similar purposes, subject, however, to their acceptance and their ordinances, rules and orders. In the event that, upon dissolution, another corporation not for profit shall not be created and established as hereinabove provided in this Article, or in the event that the County of Volusia or any other public agency shall refuse to accept a proposed distribution to it of the property and assets of the Association, any Member of the Association or any other interested party shall be entitled to petition the Circuit Court of the Judicial Circuit in and for Volusia County, Florida for the establishment of a trust or the creation of a corporation not for profit or other legal entity for purposes similar to that of this Association. Any of the Stormwater Parcel or the Stormwater Management System so distributed upon dissolution of the Association, as aforesaid, shall continue to be subject to and encumbered by the terms and provisions of the Declaration and such other limitations as may have been imposed upon such Stormwater Parcel or the Stormwater Management System in the instrument by which title thereto was originally conveyed by the Declarants to the Association.

**ARTICLE 13****LIMITATION ON ACTIVITIES**

No part of the net earnings of the Association shall inure to the benefit of any of its Members or any other individual. Accordingly, the Association shall not carry on any activity for the profit of its Members, or distribute any gains, profits, or dividends to any of its Members, or engage, except to an insubstantial degree, in any activities which are not in furtherance of the specific and primary objects and purposes of the Association. The Association may however, provide a rebate, reimbursement or refund of excess membership dues, fees or Assessments to its Members. In determining whether there should be any such rebate,

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reimbursement or refund or the amount of any such rebate, reimbursement or refund, the earnings of the Association are not to be taken into account in any manner.

**ARTICLE 14****INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
John T. Diamandis	c/o Rudnick & Wolfe 101 East Kennedy Boulevard, Suite 2000 Tampa, Florida 33602

**ARTICLE 15****PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial mailing address and principal office of the Corporation is 1745 West Fletcher Avenue, Tampa, Florida 33612.

**ARTICLE 16****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602-5133, and the name of its initial registered agent at such address is John T. Diamandis.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 5, 1998.

  
John T. Diamandis  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 5, 1998

  
John T. Diamandis

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