

N98000002008



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : *Return to 4379232*

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : April 3, 1998

ORDER TIME : 12:09 PM

ORDER NO. : 768304-005

CUSTOMER NO: 4379232

CUSTOMER: Mr. Thomas S. Liebrecht
ATLANTIC GULF COMMUNITIES
CORPORATION
9th Floor
2601 South Bayshore Drive
Miami, FL 33133

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98 APR -3 PM 12:46

100002478601 -- 5

DOMESTIC FILING

NAME: SAXON WOODS PROPERTY OWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

2055-
W98-7532

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g 4/7/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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April 3, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SAXON WOODS PROPERTY OWNERS ASSOCIATION, INC.
Ref. Number: W98000007532

We have received your document for SAXON WOODS PROPERTY OWNERS ASSOCIATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 098A00017964

RESUBMIT
Please give original
submission date as file date.

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**ARTICLES OF INCORPORATION
OF
SAXON WOODS PROPERTY OWNERS ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION
OF
SAXON WOODS PROPERTY OWNERS ASSOCIATION, INC.**

In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein. All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Saxon Woods recorded or to be recorded in the current public records of Volusia County, Florida, as it may be modified and supplemented from time to time ("Declaration").

ARTICLE I. NAME

The name of the corporation is **SAXON WOODS PROPERTY OWNERS ASSOCIATION, INC.**, hereinafter referred to as the "Association."

ARTICLE II. REGISTERED AGENT AND OFFICE

The name and address of the Registered Agent of the Association is:

Larry Kaufmann
Atlantic Gulf Communities Corporation
200 South Orange Avenue
Suite 2150
Orlando, Florida 32801

ARTICLE III. PRINCIPAL OFFICE

The principal office of the Association shall be located at 200 South Orange Avenue, Suite 2150, Orlando, Florida 32801; but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE IV. PURPOSE AND POWERS

The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate as a corporation-not-for-profit pursuant to Chapter 617, Florida Statutes and to provide for the maintenance, preservation and architectural control of all Improvements on the Property and the Common Property, all within that certain tract of land described in the Declaration ("Property"), as such is supplemented from time to time, all

for the mutual advantage and benefit of the Members of this Association, who shall be the Owners of the Lots. For such purposes, the Association shall have and exercise the following authority and powers:

- A. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, as well as in the provisions of these Articles and the Bylaws. The Declaration is incorporated herein by this reference as if set forth in detail.
- B. To fix, levy, collect and by any lawful means enforce payment of all Assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association, including without limitation, adequate assessments for the costs of maintenance and operation of the Stormwater Management System.
- C. To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property or any improvements thereon in connection with the affairs of the Association.
- D. To borrow money and to mortgage, pledge or hypothecate any and all of the Association's real or personal property as security for money borrowed or debts incurred subject to approval of at least two thirds of the Members present in person or by proxy at a duly constituted meeting of members or by written consent.
- E. To dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility for such purposes and subject to such conditions as may be approved of the Board of Directors.
- F. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes.
- G. To make, establish and amend reasonable rules and regulations governing the use of the Lots and Common Property.
- H. To maintain, repair, replace, operate and manage the Common Property.
- I. To employ personnel, agents or independent contractors to perform the services required for the proper operation of the Common Property.

- J. To exercise architectural control over improvements within the Property pursuant to the rights granted to the Association in the Declaration.
- K. To operate, maintain and manage the Stormwater Management System in a manner which is consistent with the St. Johns River Water Management District Permit and to assist in the enforcement of the terms and conditions of the Declaration which relate to the Stormwater Management System.
- L. To have and to exercise any and all powers, rights and privileges which a corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Association shall inure to the benefit of any individual Member or any other person. The Association may, however, reimburse its Members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal and state law. In addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

ARTICLE V. MEMBERSHIP

A. Every person or entity who is record owner of a fee or undivided fee interest in any Lot, including Saxon-DeBary, Inc. ("Developer") and contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

B. The transfer of the membership of any Owner shall be established by the recording in the public records of Volusia County of a deed or other instrument establishing a transfer of record title to any Lots for which membership has already been established. Upon such recordation the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Lot. It shall be the responsibility and obligation of the former and new Owner of the Lot to provide such copy to the Association.

C. The interest 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 owned by such Member.

ARTICLE VI. VOTING RIGHTS

A. The Association shall have two (2) classes of voting Members, as follows:

1. Class A. Class A Members shall be all Owners, with the exception of Developer while the Class B Membership exists. Class A Members shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members; however, the vote for such Lot shall be exercised as they shall determine among themselves, but in no event shall more than one vote be cast with respect to any Lot. Until Turnover, the Class B Member shall have the sole voting rights; after Turnover, the Class A Members may vote for the Board of Directors and as otherwise provided in the Declaration and Bylaws.
2. Class B. The Class B Member shall be Developer and shall be entitled to the sole right to vote in Association matters until the occurrence of the earlier of the following events ("Turnover"):
 - a. Three (3) months after seventy-five percent (75%) of the Lots in the Property that will ultimately be operated by the Association have been conveyed to Class A Members.
 - b. Ten (10) years after recording of the Declaration.
 - c. Such earlier date as Developer, in its sole discretion, may determine in writing.

B. Mergers.

1. By Developer. Developer shall have the right, but not the obligation, until Turnover, from time to time, within its sole discretion, to merge or consolidate this Association with any other property owners association. Notwithstanding the foregoing, until Turnover, such merger or consolidation must have the prior written approval of the Veterans Administration ("VA") and Federal Housing Administration ("FHA") in accordance with the regulations of the U.S. Department of Housing and Urban Development ("HUD"), if the FHA or VA is the insurer of any Mortgage encumbering a Lot.

2. By Owners. After Turnover, the Association may be merged with another association if approved by two-thirds of Members of the Association present in person or by proxy at a duly constituted meeting or by written consent.

3. Effect. Upon a merger or consolidation of the Association with another property owners association, the Association's Common Property, rights and obligations may, by operation of law, be transferred to the surviving or consolidated association, or

alternatively, the Property, rights and obligations of another property owners association may, by operation of law, be added to the Common Property, rights and obligations of the Association, as a surviving corporation pursuant to a merger. To the greatest extent practicable, the surviving or consolidated property owners association shall administer the covenants, conditions, easements and restrictions established by this Declaration within the Property, together with any surviving covenants and restrictions established upon any other properties as one scheme, but with such differences in the method or level of Assessments to be levied upon the Property and the other properties as may be appropriate, taking into account the different nature or amount of services to be rendered to the owners thereof by the surviving or consolidated association. No such merger or consolidation, however, shall effect any revocation, change, or addition to the covenants established by this Declaration, except as expressly adopted in accordance with the terms hereof.

ARTICLE VII. - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who shall be Members of the Association, provided, however, that until Turnover, the Directors need not be Members of the Association. The number of Directors of the Association shall be not less than three (3) nor more than seven (7). The names and addresses of the persons who are to act in the initial capacity of Directors until the selection and qualification of their successors are:

Name and Address

Thomas S. Liebrecht	200 South Orange Avenue Suite 2150 Orlando, Florida 32801
J. Thomas Gillette, III	200 South Orange Avenue Suite 2150 Orlando, Florida 32801
Amy Goldin	2601 South Bayshore Drive Miami, Florida 33133

Until Turnover, the Board shall consist of Directors appointed by the Class B Member who shall serve until the Class B Member no longer has the right to appoint any Directors in accordance with the Bylaws.

ARTICLE VIII. - TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IX. - DISSOLUTION

The Association may be dissolved with the approval of two thirds of the Members present in person or by proxy at a duly constituted meeting of the Association or by written consent. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association as created, or for the general welfare of the residents of the county in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes. Any portion of the Common Property which is maintained by the Association as part of the Stormwater Management System must be conveyed to an entity approved by the St. Johns River Water Management District.

ARTICLE X. - OFFICERS

Subject to the direction of the Board of Directors, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board of Directors. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

Name, Title and Address

President	J. Thomas Gillette, III	200 South Orange Avenue Suite 2150 Orlando, Florida 32801
Vice President	Thomas S. Liebrecht	200 South Orange Avenue Suite 2150 Orlando, Florida 32801
Secretary	Suzanne J. Lamlein	200 South Orange Avenue Suite 2150 Orlando, Florida 32801
Treasurer	Paula Cook	2601 S. Bayshore Drive Miami, Florida 33133-5461

ARTICLE XI. - BYLAWS

The Bylaws of this Association shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

ARTICLE XII. - AMENDMENTS

Until Turnover, Developer reserves the exclusive right to amend or repeal any of the provisions of these Articles of Incorporation or any amendments hereto without the consent of any Class A Member or Mortgagee. Thereafter, the Association shall have the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto, provided, however, that any such amendment shall be approved by two thirds of the Members present in person or by proxy at a duly constituted meeting of the Association or by written consent. Further, that no amendment shall conflict with any provisions of the Declaration. After Turnover, the consent of any Institutional Mortgagees shall be required for any amendment to these Articles which impairs the rights, priorities, remedies or interest of such Mortgagees, and such consent shall be obtained in accordance with the terms and conditions, and subject to the time limitations, set forth in the Declaration. Any amendments to these Articles which affect the rights of the St. Johns River Water Management District, shall be subject to the approval of the St. Johns River Water Management District. Amendments to these Articles need only be filed with the Secretary of State and do not need to be recorded in the public records of the County.

ARTICLE XIII. - INDEMNIFICATION

This Association shall indemnify any and all of its directors, officers, employees or agents, or former directors permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent, as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Association to obtain and keep in force a policy of officers' and directors' liability insurance.

ARTICLE XIV. - FHA/VA PROVISIONS

For so long as the Class B. Membership exists, the annexation of additional properties, the mortgaging of any part of the Common Property, any amendment to these Articles of Incorporation, the merger or consolidation of the Association with other property owners, associations, and the dissolution of the Association shall require the prior written approval of the

Federal Home Administration ("FHA") or the Veterans Administration ("VA") in accordance with the regulations of the U.S. Department of Housing and Urban Development, if the FHA or VA is the insurer of any Mortgage encumbering any Lot within the Property.

ARTICLE XV. - SUBSCRIBER

The name and address of the Subscriber of the corporation is:

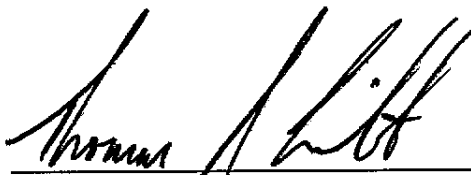
~~Thomas S. Liebrecht~~ ~~X Tom X Liebrecht~~

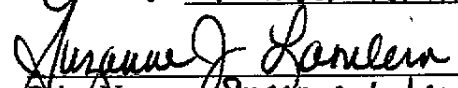
200 South Orange Avenue
Suite 2150
Orlando, Florida 32801

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 2nd day of April, 1998.

Signed, sealed and delivered
in the presence of:


Print Name: LARRY KAUFMANN


~~Tom Liebrecht~~ Thomas S. Liebrecht

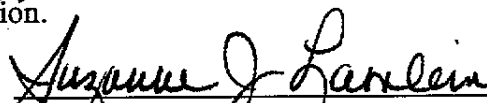

Print Name: Suzanne J. Lamlein

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of April, 1998, by Tom Liebrecht, who is personally known to me ~~or who has~~ produced _____ as identification.



SUZANNE J. LAMLEIN
My Commission CC424099
Expires Dec. 04, 1998
Bonded by HAI
800-422-1555

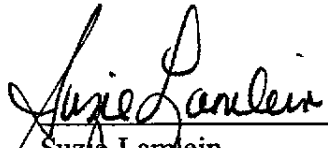

Notary Public, State of Florida

Print Name: Suzanne J. Lamlein
My Commission Expires: 12/04/98
Commission Number: CC424099

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

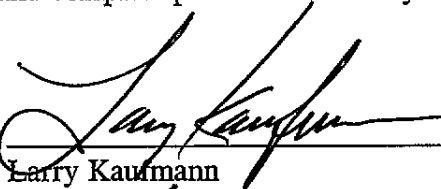
SAXON WOODS PROPERTY OWNERS ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Orlando, County of Orange, State of Florida, has named Larry Kaufmann, at 200 South Orange Avenue, Suite 2150, Orlando, FL 32801 as its agent to accept service of process within Florida.



Suzie Lamein
Secretary

Date: April 2, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Larry Kaufmann

Date: April 2, 1998

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