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McLin Burnsed Morrison
Johnson Newman & Roy
ATTORNEYS AT LAW

PROFESSIONAL
ASSOCIATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. Dewey Burnsed
Christopher W. Carlyle
Stephen W. Johnson
Walter S. McLin, III
G. Michael Mahoney
Fred A. Morrison
Richard P. Newman
Steven M. Roy
Jeffrey P. Skates
Phillip S. Smith

November 14, 1998

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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****122.50 *****78.75

Re: Request for Certification of Incorporation for
proposed corporation: THE VILLAGES REGIONAL MEDICAL CENTER
PROPERTY OWNERS ASSOCIATION, INC.

Gentlemen:

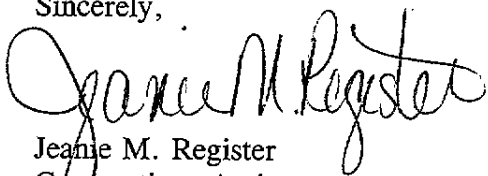
Find enclosed our firm's check in the amount of \$122.50, to cover the following fees of your office.

Filing Fee	\$35.00
Certification of Charter	52.50
Registered Agent Designation	35.00

We enclose executed two originals of the Articles of Incorporation of this proposed corporation, with executed registered agent form thereon. Please endorse your approval on one of the originals, certify the same and return it to us.

Thank you for your attention to this matter.

Sincerely,



Jeanie M. Register
Corporations Assistant

enc

j/corpform/articles.ltr

P. Hall
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ARTICLES OF INCORPORATION
OF
THE VILLAGES REGIONAL MEDICAL CENTER
PROPERTY OWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY ASSOCIATE THEMSELVES FOR THE PURPOSE OF FORMING A CORPORATION NOT-FOR-PROFIT UNDER AND PURSUANT TO CHAPTER 617, FLORIDA STATUTES, AND DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

NAME

1.1 The name of the Corporation shall be **THE VILLAGES REGIONAL MEDICAL CENTER PROPERTY OWNERS ASSOCIATION, INC.** and its initial principal place of business and mailing address shall be 1100 Main Street, The Villages, Florida 32159. For convenience, the Corporation shall be herein referred to as the "Association."

Terms not defined herein shall be as defined in the Declaration.

ARTICLE II

PURPOSES AND POWERS

2.1 Purposes. The specific primary purposes for which the Association is organized are to provide for maintenance, preservation and architectural control of the Building Areas and Common Elements within a certain tract of real property described as Tracts 11 and 12, Spanish Plaines Subdivision according to the plat thereof recorded in Plat Book 5, Page 21, Public Records of Sumter County, Florida (the "Medical Campus"), and to promote the health, safety and welfare of the owners within the above-described development and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

2.2 Powers. In furtherance of such purposes set forth in Section 2.1 above, the Association shall have the power to:

- a. Perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions recorded in Official Records Book 707, Page 397, Public Records of Sumter, County, Florida, (the "Declaration") applicable to the Medical Campus and to be recorded in the Public Records of Sumter County, Florida.
- b. Affix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the

Association, including all licenses, taxes or governmental charges levied on or imposed against the property of the Association.

- c. Acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association.
- d. Borrow money and, subject to the consent by vote or written instrument of two-thirds (2/3) of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- e. Dedicate, sell or transfer all or any part of the common areas to any municipality, public agency, authority, Community Development District, or utility for such purposes and subject to such conditions as may be agreed upon by the Members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Members, agreeing to such dedication, sale or transfer.
- f. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property or common areas, provided that any merger, consolidation or annexation shall have the assent by vote or written instrument of two-thirds (2/3) of the Members.
- g. Have and exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

2.3 The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against Members as provided in the Declaration, and by the collecting of rents within postal drop site operated by the Association and no part of any net earnings of the Association will inure to the benefit of any Member.

ARTICLE III

MEMBERS

3.1 Every person or entity who is a record owner of a fee or undivided fee interest in any real property which is subject by covenant of record to assessment by the Association, including contract

sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a Member of the Association. Membership shall be appurtenant to and any not be separated from ownership of a parcel which is subject to assessment by the Association.

ARTICLE IV

DURATION

4.1 The period of duration of the Association shall be perpetual.

ARTICLE V

OFFICERS AND DIRECTORS

5.1 The affairs of the Association will be managed by a Board of Directors, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. Such officers shall be elected at the first annual meeting of the Board of Directors.

5.2 The names and addresses of the officers who shall hold office until their successors are elected and have qualified, or unless removed for cause, are as follows:

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
Terry Upton	President	1100 Main Street The Villages, Florida
John Wise	Vice President	1100 Main Street The Villages, Florida
John LeBoeuf	Vice President	1100 Main Street The Villages, Florida
Faye Stockman	Sec.\Treasurer	1100 Main Street The Villages, Florida

5.3 The number of persons constituting the first Board of Directors of the Association shall be four (4), and thereafter, the membership shall consist of not less than three (3) and not more than five (5), and the names and addresses of the persons who shall serve as Directors until the first election are:

<u>DIRECTORS</u>	<u>ADDRESS</u>
Terry Upton	1100 Main Street The Villages, Florida
John Wise	1100 Main Street The Villages, Florida
John LeBoeuf	1100 Main Street The Villages, Florida

Faye Stockman

1100 Main Street
The Villages, Florida

5.4 The method by which Directors are elected shall be as set forth in the Bylaws.

ARTICLE VI

BYLAWS

6.1 The Bylaws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at special meeting duly called for such purpose, on the affirmative vote of a majority of the class of Members entitled to vote at the time, present in person or by proxy at such meeting, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE VII

AMENDMENTS

7.1 Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of the number of total votes of the Membership entitled to vote at the time of such meeting, except that any amendment that materially affects the Surface Water Management System, including the water management portions of the Common Areas, must have the prior written consent of the Southwest Florida Water Management District.

ARTICLE VIII

VOTING

8.1 The Association shall have one class of voting members. The Association shall have a total of one thousand (1,000) votes ("Total Eligible Votes") at any time. At the time of each membership vote, the Total Eligible Votes shall be apportioned among the existing Lot Owners at that time according to the ratio that the floor square footage of the building constructed upon the Owner's Lot represents to the total floor square footage of all buildings constructed on all Lots within the Property.

ARTICLE IX

INCORPORATOR

Terry Upton

1100 Main Street
The Villages, Florida

ARTICLE X

DISSOLUTION

10.1 Upon a two-thirds (2/3) vote of the members, the corporation may be dissolved. The procedures for dissolution will be as set forth in Chapter 617 Florida Statutes. If the Association is dissolved, the Surface Water Management System, as defined in the Declaration, shall be conveyed to an appropriate agency of local government, and if not accepted, then the Surface Water Management System shall be dedicated and conveyed to a similar not-for-profit corporation.

ARTICLE XI

REGISTERED AGENT

11.1 The initial registered agent of the corporation shall be John Wise and the initial registered address of the corporation shall be 1100 Main Street, The Villages, Florida 32159.

ARTICLE XII

EFFECTIVE DATE

12.1 The effective date of this Corporation shall be upon filing with the Office of the Secretary of State of the State of Florida.

ARTICLE XIII

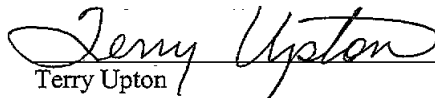
INDEMNIFICATION

13.1 Each Director and Officer of this Association shall be indemnified by the Association against all costs and expense reasonable incurred or imposed upon him or her in connection with or arising out of any action, suit or proceedings in which he or she may be involved or to which he or she may be made a party by reason of his or her having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself).

Any capitalized term not defined herein shall have the definition ascribed to it in the Bylaws of Spanish Plaines Property Owners Association, Inc.

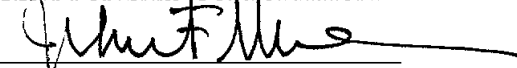
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Lady Lake, Florida, this 10th day of November, 1998.

INCORPORATOR:


Terry Upton

ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


John Wise

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this 10th day of November, 1998, before me, the undersigned authority, personally appeared Terry Upton, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at The Villages, said County and State, the day and year first above written.

Gay E. Reed
NOTARY PUBLIC - STATE OF FLORIDA



Printed Name of Notary Public
Commission Number: _____