

N9900000367C

Baker Dairy Oaks Homeowners Association, Inc.  
150 W. Oak St.  
Kissimmee, FL 34741

May 19, 1999

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-05/21/99--01079--015  
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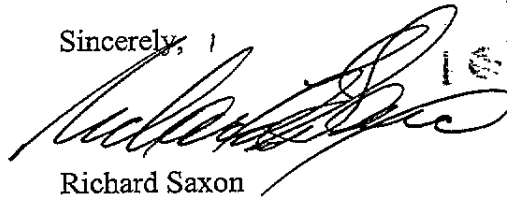
Dear Sir;

Enclosed please find articles of incorporation for Baker Dairy Oaks Homeowners Association, Inc. along with applicable filing fee of \$78.75. Please send certified copy of Articles to:

Richard Saxon  
150 W. Oak St.  
Kissimmee, FL 34741

If you have any questions, please do not hesitate to contact me.

Sincerely, 1

  
Richard Saxon

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99 JUN 15 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-12266



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 26, 1999

RICHARD SAXON  
150 W. OAK ST.  
KISSIMMEE, FL 34741

SUBJECT: BAKER DAIRY OAKS HOMEOWNERS ASSOCIATION, INC.  
Ref. Number: W99000012266

We have received your document for BAKER DAIRY OAKS HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

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) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 999A00028943

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BAKER DAIRY OAKS HOMEOWNERS ASSOCIATION, INC.**

We, the undersigned incorporators, all residents of the State of Florida and all of full age, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the Laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the corporation is **BAKER DAIRY OAKS HOMEOWNERS ASSOCIATION, INC.**, hereinafter called the "Association".

**ARTICLE II**

**Office**

The initial principal office of this Association is located at 150 W. Oak St., Kissimmee, FL. 34741, which office may be changed from time to time by action of the Board of Directors.

**ARTICLE III**

**Purpose and Powers of the Association**

This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to promote the health, safety and general welfare of the residents within all of any portion of the following described tract of land situate in Polk County, Florida, as further amended by annexation thereto or

particularly set forth in the Declaration of Covenants, Conditions and Restrictions regarding the BAKER DAIRY OAKS SUBDIVISION and any additions thereto as may hereafter be brought within the jurisdiction of this Association; and the purpose of this Association shall include, without limitation of the foregoing, provisions for the ownership, maintenance, preservation and operation of the common area, surface water management system, and the like, as may now or hereafter be created by the recordation in the Public Records of Polk County, Florida, of that certain "Declaration of Covenants, Conditions and Restrictions" regarding the property described above, as the same from time to time may be amended as therein provided (which Declaration, and all amendments thereto now or hereafter made, are hereafter collectively called the "Declaration") and within any additions to the above-described property as may hereafter be brought within the jurisdiction of this Association. For the foregoing purposes, this Association is empowered to:

- (a) exercise all of the powers and privileges, and to perform all of the duties and obligations, of this Association as set forth in the Declaration, the terms and provisions of which are herein incorporated by reference; and

- (b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all licenses, taxes and governmental charges levied or imposed against the property of this Association; and

- (c) 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 in connection with the affairs of this Association; and

(d) borrow money, and with the assent of two-thirds (2/3) of the votes of each Class of members present and voting, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

(e) dedicate, sell or transfer all or any part of this Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members, agreeing to such dedication, sale or transfer; and

(f) participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each Class of members; and

(g) annex additional real property in accordance with the provisions of the Declaration, with such annexation, extending the jurisdiction, function, duties, and membership of this corporation to the real property thereby annexed; and

(h) from time to time adopt, alter, amend and rescind reasonable rules and regulations governing the use of lots, common areas, recreation facilities, surface water management system, and the like, as described in the Declaration, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation; and

(i) sue and be sued; and

(j) contract for services to provide for operation and maintenance of the surface water management system; and

(k) to provide, as required by the Southwest Florida Water Management District, for the inspection of the surface water management system by a Florida registered professional engineer to assure that the system is properly operated and maintained. Inspection schedules will be specifically stated in the permit. A written report of the findings of the inspection shall be filed with the district within thirty (30) days of the date of the inspection.

(l) operate and maintain common area, specifically the surface water management as permitted by the Southwest Florida Water Management District including all lakes, retention areas, culverts and related appurtenances.

(m) have and to exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise; and

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, nor shall the Association engage in any other activity prohibited by such Section.

#### **ARTICLE IV**

##### **Membership**

Every person or legal entity who holds legal title of record to any undivided fee simple interest to any Lot which is subject to the provisions of the Declaration to assessment by this Association shall be a member of this Association, including contract sellers, but excluding all other persons or entities who hold an interest in any Lot merely as security for the performance of an obligation. Any owner of more than one such Lot shall be entitled to one membership for each such Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the provisions of the Declaration.

## **ARTICLE V**

### **Voting Rights**

This Association shall have two Classes of voting membership: CLASS A: Class A members shall be all Owners (as defined in the Declaration), with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person holds an ownership interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine; but in no event shall more than one vote be cast with respect to any Lot. Prior to the time of any meeting at which a vote is to be taken, each co-owner shall file the name of the voting co-owner with the Secretary of this Association in order to be entitled to a vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded.

CLASS B: Class B member(s) shall be the Declarant, and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on December 31, 2009; or
- (c) when Declarant, in its sole discretion, so determines.

## **ARTICLE VI**

### **Board of Directors**

The affairs of this Association shall be managed by a Board of Directors initially composed of three (3) Directors, who need not be a member of the Association. The number of Directors may be changed by amendment to the Bylaws of this Association but shall never be less than three (3). From and after the annual meeting immediately following the expiration of Class B membership in this Association, the Board shall at all times be composed of at least three (3) Directors. At all times, the members of the Board of Directors shall consist of an odd number and shall be divided as equally as the number of Directors will permit into three (3) classes: Class 1, Class 2, and Class 3. The term of office for all Directors shall be three (3) years, except that the term of office of the initial Class 1 Director(s) shall expire at the annual meeting next ensuing, the term of office of the initial Class 2 Director(s) shall expire one (1) year thereafter, and the term of office of the initial Class 3 Director(s) shall expire two (2) years thereafter. The name and address of the person who is to initially act in the capacity of Director until their successors are elected and qualified, unless they sooner shall die, resign or are removed, are:

#### **CLASS 1 DIRECTOR**

Richard Saxon, whose address is 150 W. Oak St., Kissimmee, FL 34741.

#### **CLASS 2 DIRECTOR**

Richard Johnson, whose address is 3947 Shorewood Dr., Freemont, MI 49412.

#### **CLASS 3 DIRECTOR**

Fred Culver, whose address is P. O. Box 389, Muskegon, MI 49443.

It is the intent of these Articles that, at all times hereafter, the Directors shall be classified as to term of office in the manner hereinabove provided for the initial Board,



so that, as nearly as the number of Directors will permit, one-third (1/3) of the Directors of this Association shall be elected at each annual meeting of this Association. Directors shall be eligible to serve successive terms in office without limitation.

## **ARTICLE VII**

### **Officers**

**Section 1. Enumeration of Officers.** The officers of this Association shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by Resolution create. The President and Vice-President shall be members of the Board of Directors. The office of Treasurer may be combined with the office of Secretary of this Association, and the Treasurer, or any other officers, may be a Director of this Association.

**Section 2. Election of Officers.** The election of officers shall take place at the first meeting of the board of Directors following each annual meeting of the members.

**Section 3. Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year and until his successor shall be elected and qualify, unless he dies, resigns, or is removed, or otherwise disqualified to serve.

**Section 4. Initial Officers.** The names and addresses of the Officers of this Association who, subject to these Articles and the Bylaws of this Association and the Laws of the State of Florida, shall hold office for the first year of the existence of this Association, or until an election is held by the Directors of this Association for the election of officers, if earlier, and until their successors have been duly elected and qualify, unless they sooner die, resign or are removed, are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Richard Saxon	Pres., VP, Sec., Treas.	150 W. Oak St. Kissimmee, FL 34741

Section 5. Removal. Any Director may be removed from the Board for cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board, even if less than a quorum, and shall serve for the unexpired term of his predecessor, unless he sooner dies, resigns or is removed, or otherwise disqualified to serve.

#### **ARTICLE VIII** **Subscriber & Registered Agent**

The name and resident address of the subscriber & registered agent to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard Saxon	150 W. Oak St. Kissimmee, FL 34741

#### **ARTICLE IX**

##### **Dissolution**

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

## **ARTICLE X**

### **Duration**

This Association shall exist perpetually.

## **ARTICLE XI**

### **Bylaws**

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws shall be altered or rescinded by a majority vote of a quorum of members present at any regular or special meeting of the membership duly called and convened.

## **ARTICLE XII**

### **Amendments**

Any amendments of these Articles shall be proposed by any member of this Association at any regular or special meeting of the membership duly called and convened and shall require the assent of the members entitled to cast at least two-thirds (2/3) of the total votes eligible to be cast at any regular or special meeting of the membership duly called and convened.

## **ARTICLE XIII**

### **Indemnity**

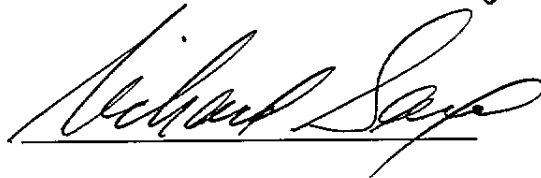
The corporation shall indemnify any person made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, pursuant to the provisions contained in Section 617.028, Florida Statutes (1987), or additions and amendments thereto.

**ARTICLE XIV**

**Interpretation**

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by Law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

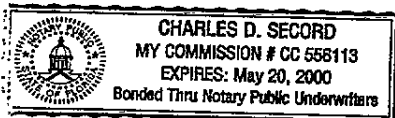
IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the incorporator of this Association has executed these Articles of Incorporation this 19 day of May, 1999.

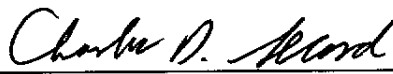


STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 19<sup>th</sup>, day of may, 1999, by Richard Saxon, who is personally known to me.



  
Notary Public  
Print Name Charles D. Secord  
My Commission Expires 5-20-2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 607 and Section 48,091, Florida Statutes, the following is submitted, in compliance with the Act:

FIRST -- That Baker Dairy Oaks Homeowners Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Kissimmee, State of Florida, has named Richard Saxon as its registered agent to accept service of Process within this State.

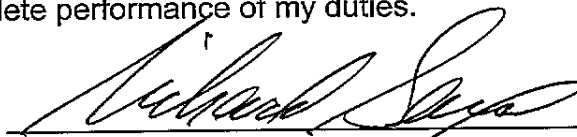
SECOND -- That Baker Dairy Oaks Homeowners Association, Inc.'s registered agent shall maintain his office for service of process within this state at the following street address:

(physical) 150 W. Oak St.  
Kissimmee, Fl. 34741

(mailing) 150 W. Oak St.  
Kissimmee, Fl. 34741

in the County of Osceola, State of Florida.

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, I acknowledge that I am familiar with and accept the obligations provided by Florida Statute Section 607.0501 (1993) and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Richard Saxon

Date: 5-18-99

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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