



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CUSTOMER NO: 80472A

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CUSTOMER: Robert D. Sumner, Esq
SUMNER & MANN, P.A.
SUMNER & MANN, P.A.

14150 6th Street
Dade City, FL 33525

DOMESTIC FILING

NAME: DARBY ACRES PROPERTY OWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ta-Tanisha Green

EXAMINER'S INITIALS:

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8/9/99

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Clerk of Court
Tallahassee, Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
DARBY ACRES PROPERTY OWNERS ASSOCIATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned subscriber, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this Corporation is **DARBY ACRES PROPERTY OWNERS ASSOCIATION, INC.** The street address and mailing address of the principal office of this Corporation is 29325 Darby Road, Dade City, Florida 33525.

The Corporation is hereinafter sometimes referred to as the "Association".

**ARTICLE II
PURPOSES**

The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which it is formed is to promote the health, safety and welfare of the property owners in that certain subdivision known as **DARBY ACRES SUBDIVISION**, legally described as follows, to-wit:

The SE 1/4 of SW 1/4, less the North 444.5 feet and the West 380.0 feet thereof; AND the West 344.0 feet of the SW 1/4 of SE 1/4, less the North 444.5 feet thereof; together with an easement for ingress and egress over and across the South 50 feet of the SW 1/4 of the SE 1/4 lying West of County Road 581 (Bellamy Brothers Boulevard), less the West 344.00 feet thereof; all in Section 36, Township 24 South, Range 19 East, Pasco County, Florida;

LESS AND EXCEPT the following described parcel: The South 600.00 feet of the North 1044.50 feet of the East 450.00 feet of the SE 1/4 of the SW 1/4, and the South 600.00 feet of the North 1044.50 feet of the West 50.00 feet of the SW 1/4 of the SE 1/4, in Section 36, Township 24 South, Range 19 East, Pasco County, Florida;

SUBJECT TO an easement for ingress-egress over: The South 50.00 feet of the SW 1/4 of the SE 1/4, West of County Road 581; the South 50.00 feet of the East 450.00 feet of the SE 1/4 of the SW 1/4; the East 50.00 feet of the West 100.00 feet of the SW 1/4 of the SE 1/4, LESS the North 726.50 feet thereof; the West 50.00 feet of the East 500.00 feet of the SE 1/4 of the SW 1/4, LESS the North 794.50 feet thereof; all in Section 36, Township 24 South, Range 19 East, Pasco County, Florida;

and for this purpose to:

(a) own, acquire, build, operate, and maintain streets, roads and rights-of-way incident thereto, drainage facilities, ditches, and landscape buffers (hereinafter referred to as the ingress-egress/utility easements), all for the benefit of the owners of the properties within the subdivision known as **DARBY ACRES SUBDIVISION**, the said easements for ingress-egress and utilities being described in the legal description of each individual tract and reflected on the overall survey of the subdivision;

(b) fix assessments (or charges) to be levied against the properties within the subdivision known as **DARBY ACRES SUBDIVISION**, and/or the owners of the said properties;

(c) enforce any and all covenants, restrictions and agreements applicable to the properties within the subdivision known as **DARBY ACRES SUBDIVISION**;

(d) pay taxes, if any, and insurance on the properties consisting of the ingress-egress/utility easements and any other portions of the properties provided for in the recorded covenants and restrictions applicable to the properties within the subdivision known as **DARBY ACRES SUBDIVISION**;

(e) insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the properties within the subdivision known as **DARBY ACRES SUBDIVISION**.

ARTICLE III **POWERS**

The powers of the Association shall include, but not be limited to, the following:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

2. The Association shall have all the powers and duties set forth in the covenants and restrictions recorded against the properties within the subdivision known as **DARBY ACRES SUBDIVISION**, in addition to all of the powers and duties reasonably necessary to own, operate, maintain, repair and replace the property consisting of the ingress-egress/utility easements, including all drainage facilities and ditches, and to provide such services as are required for the benefit of the Owners of tracts within the subdivision known as **DARBY ACRES SUBDIVISION** from time to time including, but not limited to, the following:

(a) To establish, levy and assess, and collect such assessments as may be necessary to operate the Association and carry on its activities, including operation and maintenance of the property consisting of the ingress-egress/utility easements and to create such reserves for extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors;

(b) To purchase insurance upon the property consisting of the ingress-egress/utility easements and for the protection of the Association and its Members;

(c) To reconstruct improvements after casualty and to make additional improvements to the property consisting of the ingress-egress/utility easements;

(d) To promulgate and amend rules and regulations respecting the use of the property consisting of the ingress-egress/utility easements;

(e) To enforce by legal means the provisions of the covenants and restrictions recorded against the properties within the subdivision known as **DARBY ACRES SUBDIVISION**, these Articles, the Bylaws of the Association and the Rules and Regulations of the Association;

(f) To contract for the management of the property consisting of the ingress-egress/utility easements and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the covenants and restrictions recorded against the properties within the subdivision known as **DARBY ACRES SUBDIVISION** to have approval of the Board of Directors of the membership of the Association;

(g) To contract for the management or operation of the property consisting of the ingress-egress/utility easements susceptible to separate management or operation;

(h) To employ personnel to perform the services required for proper operation and maintenance of the properties consisting of the ingress-egress/utility easements;

(i) To adopt and establish Bylaws for the operation of the Association;

(j) To contract with public or private utility companies for purposes of providing utility services to the properties within the subdivision known as **DARBY ACRES SUBDIVISION**; and

(k) To require all the property owners to be members.

3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the covenants and restrictions recorded against the properties within the subdivision known as **DARBY ACRES SUBDIVISION** and the Bylaws of the Association.

ARTICLE IV **MEMBERSHIP**

1. Regular Membership:

(a) Every person or entity who is or shall become a record owner of a fee or undivided fee interest in any tract which is or shall be subject to the covenants and conditions of the Developer as set forth in that certain development order entered into between PASCO COUNTY and JOHN NICOLETTE as recorded in Official Record Book 4187, pages 1391 through 1410, Public Records of Pasco County, Florida, and any deed restrictions placed upon the

property by the Developer, JOHN NICOLETTE, shall be a Member of this Association from the date such Member acquires record title to his tract, provided that any such person or entity which holds such interest merely as a security for the performance of an obligation shall not be a Member.

(b) A change in Membership in the Association shall be established by recording in the Public Records of Pasco County, Florida, a deed or other instrument establishing record title to a tract in **DARBY ACRES SUBDIVISION**. Upon the delivery to the Association of a recorded copy of such instrument, the owner designated by such instrument shall thereby become a Member of the Association, and the Membership of the prior owner shall at that time be terminated.

(c) The interest of any Member in the property consisting of the ingress-egress/utility easements or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as may be unanimously agreed to by all of the members of the Association.

2. There shall not be more than one (1) voting member for each parcel of property and said member shall be entitled to one (1) vote for each parcel which he owns. A corporation or any individual with an interest in more than one (1) parcel may be designated the voting member for each parcel in which he owns an interest.

ARTICLE V **TERM**

The Corporation shall have perpetual existence.

ARTICLE VI
THE SUBSCRIBER

The name and mailing address of the subscriber of these Articles of Incorporation are as follows:

JOHN NICOLETTE
29325 Darby Road
Dade City, Florida 33525

ARTICLE VII
OFFICERS

The Officers shall be a President, a Vice President, a Secretary and a Treasurer.

JOHN NICOLETTE, whose address is 29325 Darby Road, Dade City, Florida 33525, shall serve as President, Vice President, Secretary and Treasurer until his successors are designated by the Board of Directors.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of not less than three Directors, who need not be members of the Association.

The names and addresses of those persons who are to act as Directors until the election of their successors are:

JOHN NICOLETTE
29325 Darby Road
Dade City, Florida 33525

LORRAINE NICOLETTE
29325 Darby Road
Dade City, Florida 33525

ROBERT D. SUMNER
12117 Curley Street
Post Office Box 23
San Antonio, Florida 33576-0023

Successor directors shall be appointed or elected in the following manner: **JOHN NICOLETTE**, as Developer of **DARBY ACRES SUBDIVISION**, shall appoint two (2) of the three (3) members of the Board, who shall serve at the pleasure of the Developer until the Developer has conveyed to third parties more than seventy-five percent (75%) of the developed tracts (seven (7) tracts). The other members of the Association shall elect the remaining member of the Board. At the first annual meeting following the conveyance of at least seven (7) tracts to third parties, the members of the Association, including Developer (if Developer is still the owner of any lands within the subdivision), shall elect the members of the Board by a plurality of the votes cast at the meeting. At the first election by the full membership or replacements for the directors appointed by Developer, the directors shall be elected to staggered terms so that each year for the following three (3) years, the term of one (1) of the three (3) directors expires. Thereafter, all directors shall serve for three (3) years.

ARTICLE IX
RESIDENT AGENT

The office and street address of the initial registered office of the corporation is 29325 Darby Road, Dade City, Florida 33525, and the initial Registered Agent at such address is **JOHN NICOLETTE**.

ARTICLE X
BYLAWS

The Bylaws of the Corporation may be made, altered, amended or rescinded by seventy-five percent (75%) of the votes of all Members present in person or by proxy at a duly called meeting of the

Membership; provided that those provisions of the Bylaws which are governed by these Articles of Incorporation may not be amended except as provided in these Articles of Incorporation.

ARTICLE XI
AMENDMENT TO THE ARTICLES OF INCORPORATION

1. Proposals to any amendment to the Articles of Incorporation may be made by any of the voting members. Such proposals shall set forth the proposed alterations, amendment or rescission, shall be in writing, and delivered to the President not less than twenty (20) days prior to the membership meeting at which such proposal is voted upon. The Secretary will give each voting member notice by a copy of the proposal and the time of the meeting at which such proposal will be voted upon. Such notice shall be given not less than fifteen (15) days prior to the date set for such meeting, and in a manner provided in the Bylaws.

2. Any voting member may waive any or all of the requirements of this Article as to notice of a proposal of change of these Articles, either before, at, or after a membership meeting at which a vote is taken to change these Articles.

3. These Articles may be amended by the Members by seventy-five percent (75%) of the votes of all the Members present in person or by proxy at a duly called meeting of the Membership. Provided, however, that so long as the Developer owns a tract within the subdivision known as **DARBY ACRES SUBDIVISION**, no such amendment may be made without the consent of the Developer; and provided further that no such amendment shall affect or interfere

with vested property rights previously acquired by an owner or a first mortgagee.

ARTICLE XII
DEDICATION OF PROPERTIES OR TRANSFER
OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Corporation shall have the power to dispose of its real properties only as may be unanimously agreed to by all of the members of the Association.

ARTICLE XIII
DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the assets, both real and personal, of the Corporation 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 Corporation. 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 purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No such disposition of the Association's properties shall be effective to divest or diminish any right or title to any Member vested in him under the recorded development order unless made in accordance with the provisions of such development order.

IN WITNESS WHEREOF, the said subscriber has hereunto set his hand and seal this 5th day of August, 1999.

Signed, Sealed and Delivered
in the Presence of:

Sharon S. Sumner

John Nicolette (SEAL)
JOHN NICOLETTE

Elizabeth J. Clark

STATE OF FLORIDA

COUNTY OF PASCO

On this 5th day of August, 1999, JOHN NICOLETTE, who:

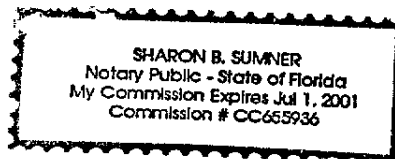
[T] is personally known to me; or

[] has produced _____
as identification;

personally appeared before me and acknowledged before me that he
executed the foregoing Articles of Incorporation.

Sharon S. Sumner
(Signature of Notary Public)

(Printed or Typed Name of Notary)
Notary Public - State of Florida
Commission No. _____
My Commission Expires: _____



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That DARBY ACRES PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Dade City, County of Pasco, State of Florida, has named JOHN NICOLETTE, located at 29325 Darby Road, City of Dade City, County of Pasco, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



JOHN NICOLETTE

(Date)

8/5/99