

N 99000004767

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000019957 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : CRARY, BUCHANAN, BONDISH, ET AL
Account Number : 076424001425
Phone : (561) 287-2600
Fax Number : (561) 287-0115

FLORIDA NON-PROFIT CORPORATION

RV RESORT AT ST. LUCIE WEST OWNERS ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 11 PM 2:31

Electronic Filing Menu

Corporate Filing

Public Access Help

**ARTICLES OF INCORPORATION
OF
RV RESORT AT ST. LUCIE WEST OWNERS ASSOCIATION, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit corporation under the Laws of the State of Florida, pursuant to Florida Statute 617, et seq., and do hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is RV RESORT AT ST. LUCIE WEST OWNERS ASSOCIATION, INC.

For convenience, the corporation shall be referred to in this instrument as the "Association".

**ARTICLE II
DURATION**

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III
PURPOSES**

The general purpose of the Association will be to own, operate and administer certain real property in St. Lucie County, Florida, for the use and benefit of all lot (unit) owners in OUTDOOR RESORTS AT ST. LUCIE WEST RV RESORT ("Resort"), including any future phases to be operated by the Association. Such purpose includes to accept ownership of, operate, maintain, and manage the common areas and other Resort property in accordance with duties as set forth in the By-Laws of the Association as well as the Declaration of Covenants, Conditions, Restrictions and Easements ("Declaration"). The Association shall have all the rights, privileges, powers and immunities now or hereafter available to corporations not for profit under the laws of the State of Florida, and the enumeration herein of specific purposes shall not limit the objects or powers of the Association thereunder. Notwithstanding the foregoing, the Association shall exercise only such powers as are in the furtherance of the exempt purposes of organizations as set forth in the Internal Revenue Code, and regulations thereunder, as the same now exists or as they may hereinafter be amended from time to time.

Prepared by:
Lawrence E. Crary III, Esquire
555 Colorado Avenue
Stuart, FL 34994
(561) 287-2600
Fla. Bar No.: 250414

FAX AUDIT NUMBER: H99000019957 2

99 AUG 11 PM 2:31

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE IV

POWERS

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

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

4.2 The Association shall have all of the powers and duties reasonably necessary for the purposes for which the Association is organized, including to operate the Resort pursuant to the By-Laws, Declaration and any exhibits annexed thereto as presently drafted and as they may be amended from time to time, including but not limited to the following:

(a) Assess. To make, collect and enforce assessments against members as lot owners to defray the costs, expenses and losses of the Resort.

(b) Disburse. To use the proceeds of assessments in the exercise of its powers and duties.

(c) Maintain. To maintain, repair, replace and operate the Resort property, including common elements and including specifically the surface water management system permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances.

(d) Insure. To purchase insurance upon the Resort property and insurance for the protection of the Association and its members as lot owners, as well as liability insurance for the protection of Directors of the Association.

(e) Reconstruct. To reconstruct improvements after casualty and further improve the Resort property, pursuant to the terms of the Declaration and By-Laws.

(f) Regulate. To make and amend reasonable rules and regulations respecting the use of the property in the Resort.

(g) Enforce. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of the Association and any other regulations for the use of the property in the Resort.

(h) Management Contract. To contract for the management and maintenance of the Resort and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted them, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

(i) Employment. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.

(j) Payment of Liens. To pay taxes and assessments which are liens against any part of the Resort other than individual lots and the appurtenances thereto, and to assess the same against the lots subject to such liens.

(k) Utilities. To pay the cost of all power, water, sewer and other utility services rendered to the Resort and not billed to owners of individual lots and to assess the same against the lots.

(l) Own. To own and convey property in accordance with the Articles of Incorporation, By-Laws and Declaration of the Association.

4.3 The Association shall have the power to purchase a lot in the Resort and to hold, lease, mortgage and convey the same.

ARTICLE V

MEMBERSHIP

Members of the Association shall be the record owners of lots in the Resort.

ARTICLE VI

NO CAPITAL STOCK

The Association shall issue no shares of stock of any kind or nature whatsoever. Membership in the Association and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration and By-Laws. The voting rights of the owners of lots in said Resort shall be as set forth in the Declaration and/or By-Laws.

There shall be no dividends paid to any members, nor shall any part of the income of the Association be distributed to its Board of Directors or Officers. In the event there are any excess receipts over disbursements, as a result of performing services, such excess shall be applied against future expenses, or as otherwise determined by the Association. The Association may pay compensation in a reasonable amount to its members, directors and officers, for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its members as is permitted by the Court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

If the Association is dissolved, the surface water drainage system in the Resort shall be conveyed to an appropriate agency of local government; or if it is not accepted, must be dedicated to a similar nonprofit corporation.

ARTICLE VII **PRINCIPAL OFFICE**

The street address of the initial principal office of the Association shall be NW Peacock Blvd., Port St. Lucie, Florida 34986.

The initial mailing address of the Association shall be c/o Outdoor Resorts of America, Inc., 2400 Crestmoor Road, Suite 200, Nashville, Tennessee 37215.

ARTICLE VIII **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation of the Association's initial registered office is Crary, Buchanan, Bowdish, Bovie, Lord, Roby & Evans, 555 Colorado Avenue, Stuart, Florida 34994, and the name of its initial registered agent at that office is Lawrence E. Crary, III.

ARTICLE IX **NAMES AND ADDRESSES OF INCORPORATORS**

The names and address of the incorporator of this Association are as follows:

Ronald W. Petty
c/o Outdoor Resorts of America, Inc.
2400 Crestmoor Road, Suite 200
Nashville, TN 37215

ARTICLE X **MANAGEMENT OF THE ASSOCIATION'S AFFAIRS**

All Association powers shall be exercised by, or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors of the Association. The initial Board of Directors shall be composed of not less than three (3) nor more than the number of directors specified by the By-Laws. The directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership. Provisions for such election, and provisions respecting the removal, disqualification, and resignation of directors, and for filling vacancies on the Board of Directors, shall be established by the By-Laws.

ARTICLE XI **BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Association shall be three (3), and subsequent to the first Board of Directors, shall be the number specified by the By-Laws. The number of Directors may be changed by duly adopting amendment to the By-Laws. Members of the Board of Directors must be either a Member of the Association or an agent of the Declarant.

The name and address of each person who shall serve as a member of the initial Board of Directors are as follows:

E. Randall Henderson, Jr.
c/o Outdoor Resorts of America, Inc.
2400 Crestmoor Road, Suite 200
Nashville, TN 37215

Ronald W. Petty
c/o Outdoor Resorts of America, Inc.
2400 Crestmoor Road, Suite 200
Nashville, TN 37215

Edward L. Williams
c/o Outdoor Resorts of America, Inc.
2400 Crestmoor Road, Suite 200
Nashville, TN 37215

ARTICLE XII **OFFICERS**

The affairs of the Association shall be administered by the officers designated and authorized by the By-Laws. The officers shall be elected by the Board of Directors. Each officer must be either a Member of the Association, or an agent of the Declarant.

ARTICLE XIII **INITIAL OFFICERS**

The names of the officers who are to serve until the first election of officers, pursuant to the terms of the Declaration and By-Laws, are as follows:

E. Randall Henderson, Jr., President
c/o Outdoor Resorts of America, Inc.
2400 Crestmoor Road, Suite 200
Nashville, TN 37215

FAX AUDIT NUMBER: H99000019957 2

Ronald W. Petty, Vice President
c/o Outdoor Resorts of America, Inc.
2400 Crestmoor Road, Suite 200
Nashville, TN 37215

Edward L. Williams, Treasurer
c/o Outdoor Resorts of America, Inc.
2400 Crestmoor Road, Suite 200
Nashville, TN 37215

Ronald W. Petty, Secretary
c/o Outdoor Resorts of America, Inc.
2400 Crestmoor Road, Suite 200
Nashville, TN 37215

ARTICLE XIV **BY-LAWS**

The By-Laws of the Association shall initially be made and adopted by its first Board of Directors, and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the By-Laws, or applicable Florida Statutes, or any successor thereto.

ARTICLE XV **MEETINGS OF THE MEMBERSHIP**

Annual and specially called meetings of the membership of the Association shall be held as provided in the By-Laws and Declaration.

ARTICLE XVI **AMENDMENT OF ARTICLES**

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

16.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

16.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by one-third (1/3) of the members of the Association. Directors and Members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting.

16.3 Prior to the time of the sale of the first lot in the Resort to other than the Developer of the Resort, said first Board of Directors shall have full power to amend these Articles of Incorporation by a majority vote.

16.4 Until such time as lot owners other than the Developer elect a majority of members to the Board of Directors, these Articles of Incorporation may be amended by a resolution adopting the proposed amendment approved by a majority vote of the Board of Directors, or in the alternative such resolution adopting the proposed amendment must be approved by a three-quarters (3/4) vote of the membership.

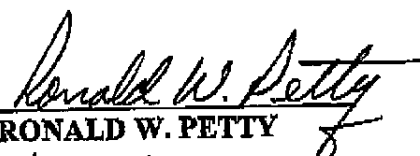
16.5 After lot owners other than the Developer elect a majority of members to the Board of Directors, these Articles may be amended by a resolution adopting a proposed amendment bearing the unanimous approval of the Board of Directors and a majority vote of the membership, or in the alternative by a resolution adopting a proposed amendment approved by a three-quarters (3/4) vote of the membership.

16.6 Amendment(s) to these Articles shall be effective when a copy thereof, together with an attached certificate of its approval sealed with the Corporate Seal, signed by the Secretary or an assistant secretary, and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State, and all filing fees paid.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this nonprofit Corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 30th day of July, 1999.

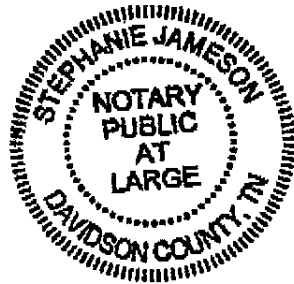
Signed, sealed and delivered
in the presence of:


Edward D. Williams


RONALD W. PETTY
as incorporator

**STATE OF TENNESSEE
COUNTY OF DAVIDSON**

The foregoing Articles of Incorporation was acknowledged before me this 30
day of July, 1999, by RONALD W. PETTY, who is personally known to me or who has
produced a driver's license as identification.



Stephanie Jameson

Notary Name: Stephanie Jameson
State of Commission: Tennessee
My Commission Expires: 1/26/02

AUG.11.1999. 11:59AM. CRARY BUCHANAN

NO.964 P.10/10

FAX AUDIT NUMBER: H99000019957 2

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: July 30, 1999


LAWRENCE E. CRARY, III

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 11 PM 2:31

FAX AUDIT NUMBER: H99000019957 2