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FLORIDA NON-PROFIT CORPORATION
OAKWOOD ACRES PROPERTY OWNERS' ASSOCIATION, INC.

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H01000024085 2

ARTICLES OF INCORPORATION

OF

OAKWOOD ACRES PROPERTY OWNERS' ASSOCIATION, INC.

I, the undersigned incorporator, hereby 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 AND ADDRESS

The name of this corporation shall be **OAKWOOD ACRES PROPERTY OWNERS' ASSOCIATION, INC.** The address of this corporation shall be 2264 SW Oak Ridge Road, Palm City, Florida 34990, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II - PURPOSES

(A) The general nature, objects and purposes for which this corporation is exclusively organized and operated are to own, maintain and administer the community properties and facilities of the residential community known as **OAKWOOD ACRES** in Hernando County, Florida, to make rules and regulations, administer and enforce the covenants and restrictions, to collect and disburse assessments and charges, all for the efficient preservation, protection and enhancement of the values and amenities in **OAKWOOD ACRES** to ensure the residents' enjoyment of the specific rights, privileges and easements in the community personal property, and subject to the restrictions and

H01000024085 2

H01000024085 2

limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(B) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(C) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on, any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations issued thereunder.

(D) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal

H01000024085 2

H01000024085 2

Revenue Code of 1954 or corresponding

(E) The corporation shall operate and maintain certain common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

(F) In the event of dissolution or final liquidation of the corporation, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE III - POWERS

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617, Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

(A) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax law.

(B) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by

H01000024085 2

H01000024085 2

Section 4942 of the internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

(C) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

(D) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

(E) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV- MEMBERSHIP AND VOTING RIGHTS

(A) Membership Eligibility. A person shall become a member of this corporation simultaneously with the recording of his instrument of conveyance with the Clerk of the Circuit Court of Hernando County, Florida. If title to such property is held by more than one person, each such person shall become a member.

(B) Voting of Membership.

(a) Classes of Membership. The Corporation shall have two classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A members are all members, except for GLORIA WILLIAMS, CARL HANSEN,

H01000024085 2

H01000024085 2

VANESSA HANSEN, JOSHUA WHITNEY, MARNIE WHITNEY, JOYCE SULLIVAN and WILLIAM SULLIVAN, the developers. The Class B member shall be the developers. Upon termination of Class B membership, as hereinafter provided, Class A members are all members, including the developer so long as the developers are owners of real property in OAKWOOD ACRES. All members, Class A or Class B, are entitled to cast one vote for each lot owned in OAKWOOD ACRES, except for the election of the Board of Directors, which shall be voted on by the Class B members until the termination of the Class B membership as hereinafter provided, and then shall be voted upon by the Class A members.

(b) Co-Ownership. If title to a lot in OAKWOOD ACRES is held by more than one person, each such person shall be a member, but there may be only one vote cast with respect to such lot, with the vote exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote of the Class A membership is to be taken, each co-owner must file the name of the voting co-owner with the Secretary of the Corporation to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any lot is held in a tenancy by the entirety, either tenant is entitled to cast the vote for such lot unless and until the Corporation is notified otherwise in writing.

(c) Class B Membership Termination. The Class B membership shall terminate and convert automatically to Class A membership upon the happening of any of the following, whichever first occurs:

H01000024085 2

H01000024085 2

(i) The developer conveys, other than to a successor developer, all of its respective right, title and interest in and to all of the lots of **OAKWOOD ACRES**. For purposes of this subsection (i), a lot shall be considered conveyed when the deed for such lot is duly recorded in the records of Hernando County, Florida.

(ii) The developer records a disclaimer of its respective Class B membership.

Upon termination of the Class B membership, all provisions herein referring to Class B membership shall be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

ARTICLE V- TERM OF EXISTENCE

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows: **JOSHUA WHITNEY, 4234 Gloucester Road, Spring Hill, Florida 34607-8010.**

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the Class B members of the corporation, at a duly called meeting, as provided in the bylaws, until the termination of the Class B membership as set forth in Article IV above. Upon the termination of the Class B membership, the Board of Directors shall be elected annually by majority vote of the Class A members of the

H01000024085 2

H01000024085 2

corporation, at a duly called meeting, as provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors of this corporation may be removed, with or without cause, by the Class B members (or Class A members if the Class B membership has been terminated) at a meeting duly called in the manner set out in the bylaws.

ARTICLE VIII - DIRECTORS

The name and address of the members of the initial Board of Directors, who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:

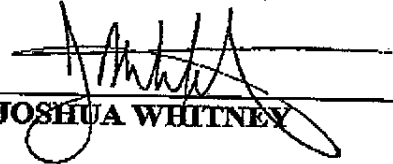
	<u>NAME</u>	<u>ADDRESS</u>
1.	CARL HANSEN	2264 SW Oak Ridge Road Palm City, Florida 34990
2.	JOSHUA WHITNEY	4234 Gloucester Road Spring Hill, Florida 34607-8010

H01000024085 2

H01000024085 2

advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 6th day of March, 2001.



JOSHUA WHITNEY

STATE OF FLORIDA


COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, on this 6th day of March, 2001, personally appeared JOSHUA WHITNEY, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

Personally Known

Identification Produced Drivers Lic.




Notary Public
State of Florida at Large
Typed/Printed Name of Notary
Commission Expiration
Commission Number

H01000024085 2

H01000024085 2

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby 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.

Dated: March 6th, 2001

Carl Hansen

CARL HANSEN
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000024085 2