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TALLAHASSEE, FLORIDA

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AUTHORIZATION : *Patricia Pigeto*

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ORDER NO. : 135949-005

CUSTOMER NO: 9666A

CUSTOMER: Tim Haines, Esq
Hart & Gray

125 Ne First Avenue
Suite 1
Ocala, FL 34470-6675

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DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MACKAY PLANTATION HOMEOWNERS'
ASSOCIATION, INC.

000004834420--4

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS: _____

J. BRYAN JAN 29 2002

**ARTICLES OF INCORPORATION
OF
MACKAY PLANTATION HOMEOWNERS' ASSOCIATION, INC.**

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SECRETARY OF STATE
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In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, *Florida Statutes*, 1991, as amended, and do hereby certify:

ARTICLE 1.

Name

The name of the Corporation is MacKay Plantation Homeowners' Association, Inc., hereinafter called the "*Association*" and its address is 13590 SW State Road 200, Dunnellon, FL 34432.

ARTICLE 2.

Registered Agent

The name of the Registered Agent is Tim D. Haines and the Registered Office is 125 NE First Avenue, Suite 1, Ocala, Florida 34470.

ARTICLE 3.

Definitions

All definitions in the Amended Declaration of Covenants and Restrictions for MacKay Plantation With Modification of Existing Easements and Grant of Easement (the "*Declaration*") to which a copy of the Articles are attached as Exhibit "C", are incorporated herein by reference and made a part hereof.

ARTICLE 4.

Purpose and Definitions

Section 4.1 Purpose. The primary purpose of this Association is to create an entity to provide a forum for discussion and communication among the Owners of property in MacKay Plantation and to facilitate and assure the maintenance and operation of such property as may be subjected to the terms of the Declaration pursuant to its terms, including but not limited to the roadways and drainage facilities.

Section 4.2 Nonprofit Character of Association. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

ARTICLE 5.

Powers

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

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- Section 5.1** To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as recorded in the Public Records of Citrus County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.
- Section 5.2** To establish, collect, and disburse assessments to be used for the maintenance and upkeep of the Common Areas, including roadways and Surface Water and Storm Water Management System located within MacKay Plantation.
- Section 5.3** To manage, operate, maintain, repair and improve the Common Areas, including any storm water or surface water management facility areas, located within MacKay Plantation or any property owned by another third party for which the Association by rule, regulation, Declaration or contract has a right or duty to provide such services. The Association shall operate, maintain, and manage the Surface Water or Storm Water Management System in a manner consistent with the Southwest Florida Water Management District requirements and applicable district rules, and shall assist in the enforcement of the provisions of the Declaration which relate to the Surface Water or Storm Water Management System.

**ARTICLE 6.
Membership**

The Declarant and every Owner of an Assessed Lot as defined in the Declaration shall be a Member of the Association. Except for the Declarant, membership shall be appurtenant to and may not be separated from ownership of any Assessed Lot. All Members agree to be bound by the terms and provisions of these Articles of Incorporation and such Bylaws and operating procedures as may be promulgated by the Association from time to time.

**ARTICLE 7.
Voting Rights**

The voting rights in the Association shall be as follows:

Each Owner of an Assessed Lot shall be entitled to one (1) vote for each Assessed Lot owned. When one or more persons holds an interest in any Assessed Lot, all such persons shall be Members of the Association, but in no event shall more than one vote be cast with respect to any single Assessed Lot. In the event all of the Owners of an Assessed Lot cannot agree on any vote, no vote shall be cast for such Assessed Lot; provided, however, that the Association may conclusively rely on the vote cast by any of the Owners of an Assessed Lot as being authorized by all such Owners unless the Association has been notified in writing to the contrary by one or more such Owners.

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ARTICLE 8.
Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three nor more than five persons who need not be Members of the Association. The first Board shall consist of three (3) Directors. Thereafter, the number of Directors may be increased to a maximum of five by a majority vote of the Board of Directors.

The first election of Directors shall be held between twelve (12) months and fifteen (15) months after the filing of the Articles of Incorporation with the Secretary of State. Three (3) Directors shall be elected at this first election, each for a term of three (3) years. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for a three (3) year term. At the expiration of any term, any Director may be re-elected. The Directors shall be elected by the vote of a majority of the Members entitled to vote thereon at a meeting at which a quorum of the Members are present.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. The names and addresses of the Members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------------|---|
| George M. Drake | 13590 SW State Road 200 Dunnellon, FL 34432 |
| William P. Needham, Sr. | 1330 SE 33 rd Court Ocala, FL 34471 |
| Kerry B. Fagan | 10899 North Quarry Drive Citrus Springs, FL |

At any time a Lot in the Subject Property is owned by Declarant (or its specific assignee of the right granted herein) the Declarant shall be entitled to appoint one (1) member of the Board of Directors, the balance of the Board of Directors to be elected as noted above.

ARTICLE 9.
Assessments

The Directors are required to establish a Common Assessment to be levied against each Assessed Lot sufficient to maintain, extend or improve the Common Areas, any other areas which are maintained or partially maintained by the Association, any Surface Water or Storm Water Management System located within the Property, or otherwise necessary to pay Common

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Expenses. The Directors shall notify any Owner of the amount of the then Common Assessment upon written request, along with an explanation for the determination of the Common Assessment in such detail as the Directors determine. The amount of the Common Assessment may be changed by the Directors as frequently as deemed necessary by them to assure that the amount of the Common Assessment is sufficient to pay all Common Expenses or otherwise satisfy all obligations of the Association. The Assessment so established may be levied and collected annually, quarterly or monthly, either in arrears or in advance, at the sole discretion of the Directors.

The Directors may, in their complete and sole discretion, propose a special assessment against the Assessed Lots for one time and/or extraordinary expenses associated with the maintenance, extension or improvement of the Common Areas of the Property. The Directors shall give each Member notification of the proposed Special Assessment, and the time and location for the meeting of the Directors and members for consideration of the special assessment (which shall be in Citrus County, Florida) not less than fourteen (14) or greater than sixty (60) days prior to the scheduled special meeting of the Members. At the special meeting the special assessment (or any revised special assessment provided that the total amount is not greater than the proposed special assessment sent with the notice of the meeting) may be adopted by an affirmative vote of at least fifty percent (50%) of the votes then entitled to be cast, except that, so long as the Declarant owns in excess of ten percent (10%) of the Lots, the special assessment must be approved by a fifty percent (50%) vote of all non-Declarant held votes.

The Directors shall establish a separate account for the deposit of all funds collected pursuant to this Article, and shall not place any other funds, regardless of source, in said account. All funds so deposited shall be disbursed only for improvements to, and extensions or maintenance of, the Common Areas, including roadways and drainage retention areas within MacKay Plantation, costs and expenses of operating and maintaining the Association, or for purposes otherwise authorized by the Declaration, or the Board of Directors. The Directors shall keep separate records of all assessments made and collected pursuant to this Article, and all the monies deposited into, and disbursed from the account referred to above, and shall make said records available, at reasonable hours and in a reasonable manner, to any Member of the Association requesting access to same.

**ARTICLE 10.
Dissolution**

In the event of the dissolution of the Association, the assets of the 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 acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be used for such similar purposes. Notwithstanding any other provisions contained within this Article, the Association may be dissolved only as provided in the Declaration, the Bylaws of the Association, and the laws of the State of Florida. In the event of the termination,

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dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Storm Water Management System located within MacKay Plantation must be transferred to and accepted by an entity which would comply with any requirements of the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE 11.
Duration

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE 12.
Amendments

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

Section 12.1 Notice of Amendment. Notice of the subject matter of a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.

Section 12.2 Adoption of Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent (25%) of the Members of the Association entitled to vote thereon.

Section 12.3 Adoption of Amendment. Adoption of the amendment will require the affirmative vote of three-fourths of the votes entitled to be cast at that time.

Section 12.4 Restrictions on Amendment. No amendment to these Articles of Incorporation affecting in any way the ownership, maintenance or operation of any Surface Water or Storm Water Management System in MacKay Plantation shall be effective without the written consent of the Southwest Florida Water Management District.

ARTICLE 13.
Subscribers

The names and street addresses of the subscribers and incorporators to these Articles of Incorporation is the same as listed in Article 2 hereof.

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ARTICLE 14.
Officers

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- **George M. Drake** **President**
- **William P. Needham, Sr.** **Secretary**
- **Kerry B. Fagan** **Treasurer**

ARTICLE 15.
Bylaws

The original Bylaws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Association may be amended, altered or rescinded at a regular or special meeting of the Members by a majority of the votes then entitled to be cast at a meeting at which a majority of the votes then entitled to be cast are present or represented. Any amendments to Bylaws shall be binding on all Members of the Association.

ARTICLE 16.
Indemnification of Officers and Directors

The Association shall and does hereby indemnify and hold harmless Declarant and every Director and ever officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a part by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

ARTICLE 17.
Transaction in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of the Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation, the Declarant, or an affiliate of the Declarant, or a corporation in which one or more of its Officers or Directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer

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or Director is present at, or participates in, meetings of the Board or committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purposes. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

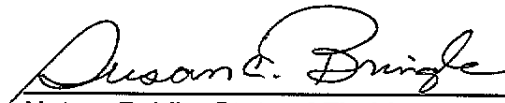
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers and incorporators of this Association, have executed these Articles of Incorporation this 17th day of December, 2001.


GEORGE M. DRAKE

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was sworn to and subscribed before me this 17th day of December, 2001, by GEORGE M. DRAKE who is personally known to me.

SUSAN C. BRINGLE
Notary Public, State of Florida
My Comm. expires October 13, 2004
Comm. No. CC967775


Notary Public, State of Florida
Print Notary Name _____
My commission expires _____
Commission number _____

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

TIM D. HAINES whose address is 125 NE First Avenue, Suite 1, Ocala, FL 34470, the initial registered agent named in the Articles of Incorporation to accept service of process of Mackay Plantation Homeowners' Association, Inc. organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

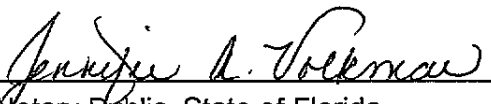
Dated this 28th day of January, 2002.



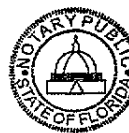
TIM D. HAINES

STATE OF FLORIDA
COUNTY OF MARION

The foregoing CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT was acknowledged before me by TIM D. HAINES being personally known to me, on the 28th day of January, 2002.



Notary Public, State of Florida
Commission Expiration: 1-1-03
Commission Number: CC 786178



JENNIFER A. VOLKMAR
Notary Public, State of Florida
My comm. Expires Jan. 1, 2003
Comm. No. CC 786178

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02 JAN 29 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA