

# ARTICLES OF INCORPORATION

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OF

## GRAND PARK SOUTH COMMUNITY ASSOCIATION, INC.

The undersigned incorporator, 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 the corporation shall be GRAND PARK SOUTH COMMUNITY ASSOCIATION, INC., which is hereinafter referred to as the "Association".

### ARTICLE II

#### PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit and no part of the net earnings, if any shall inure to the benefit of any Member of individual person, firm or corporation. The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Conditions and Restrictions for Grand Park South, recorded (or to be recorded) in the Public Records of Marion County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration") including, without limitation, the following:

1. To 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 the Association. Without limiting the foregoing, the Association may own, improve, build, build upon, operate, maintain, convey sell, lease, transfer, dedicate for public use or otherwise dispose of the Common Areas, including but not limited to Surface Water Management System, common irrigation system(s), utility facilities, parking areas, buildings, structures and personal property incident thereto, subject to the terms, conditions and restrictions set forth in the Declaration;
2. to fix, levy, collect and enforcement payment by any lawful means, all charges or Assessments pursuant to the terms of the Declaration, these Articles, or the By-Laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or government charges levied or imposed against the property of the Association;
3. to participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes or annex additional property and Common Areas;
4. to enforce any and all covenants and agreements pursuant to the Declaration;

5. to contract for the management of the Association and to delegate to the party with whom such contract has been made (which may be an affiliate of the Declarant, as hereafter defined) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members;
6. to contract for services necessary for the operation and maintenance of the Property; and
7. to borrow money and mortgage or pledge, any or all of its real or personal property as security for money borrowed or debts incurred, subject to the terms, conditions and restrictions as set forth in the Declaration.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are *not* in conflict with the terms of these Articles and the Declaration as they may from time to time be amended under the terms thereof. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general welfare of its membership.

All of the definitions set forth in the Declaration are incorporated herein by this reference and shall apply to the capitalized terms used, herein. The further objects and purposes of the Association are to preserve the values and amenities in the Property and to maintain the Common Areas thereof for the benefit of the Owners who become Members of the Association.

### ARTICLE III

#### MEMBERS

Section 1. Membership. Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot which is subject to Assessments by the Association under the Declaration shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member of the Association. All the rights and privileges of a Member shall cease on termination of membership in the Association.

Section 2. Members. The Association shall have two (2) classes of voting membership:

Class A. The Class A Members shall be those persons owning Lots subject to the Declaration. A Class A Member shall have one (1) vote per Lot owned.

Class B. The Class B Member shall be the Declarant or a representative thereof designated by the Declarant in a written notice to the Association. The Class B Member shall be entitled to one (1) vote for each Lot owned by Declarant, plus one (1) additional vote for each vote which the Class A Members are entitled to cast from time to time. The Class B Membership shall cease and convert to a Class A Membership at such time as the Declarant no longer holds title to ten (10) percent of the Property or any time prior thereto at the option of the Declarant as set forth in the Declaration (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association.)

Section 3. Meetings of Members: Quorum. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members

other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if twenty-five (25%) percent of the total Voting Interests are present, either in person or by proxy, at the meeting.

ARTICLE IV  
CORPORATE EXISTENCE

The Association shall have perpetual existence, provided that upon any dissolution of the Association its assets (including without limitation, all Common Areas and the Surface Water Management System) will be conveyed to an association or corporation organized for a similar purpose or a public agency, other than Southwest Florida Water Management District.

ARTICLE V

OFFICERS

Section 1. Management by Directors. The Property, business and affairs of the Association shall be managed and conducted by its Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
J. Timothy Collins	8625 S.W. 200th Circle Dunnellon, Florida 34431-5324
Susan Knieriemen	8625 S.W. 200th Circle Dunnellon, Florida 34431
Lowell Smallridge	8625 S.W. 200th Circle Dunnellon, Florida 34431-5324

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors and their replacements designated by the Class B Member (which may do so, as set forth herein and in the Declaration, by written notice to the Association without the necessity of a vote), directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the

By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for the removal from office of directors. All directors, other than those designated by the Class B Member, shall be Members of the Association or shall be authorized representatives, officers, or employees of corporate members of the Association.

Section 4. Duration of Office. Each director shall hold office for the term to which it is elected or appointed and until a successor director has been elected or appointed and qualified or until its earlier resignation, removal from office or death.

Section 5. Vacancies. If a director elected by the Class A Members shall for any reason cease to be a director, the remaining directors may elect a successor to fill the vacancy for the balance of the unexpired term.

## ARTICLE VI

### OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. A person may hold more than one office, provided that the President shall not also be the Secretary.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers and the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
<u>President:</u> J. Timothy Collins	8625 S.W. 200th Circle Dunnellon, Florida 34431-5324
<u>Vice President-Secretary:</u> Susan Knieriemen	8625 S.W. 200th Circle Dunnellon, Florida 34431-5324
<u>Vice President-Treasurer:</u> Lowell Smallridge	8625 S.W. 200th Circle Dunnellon, Florida 34431-5324

## ARTICLE VII

### BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

## ARTICLE VIII

### AMENDMENTS

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by a majority of the Board of Directors of the Association and thereafter submitted to a meeting of the membership of the Association for adoption or rejection by affirmative vote of two-thirds of the total Voting Interest, provided that as long as the Declarant owns any Lots and to the extent lawful, these Articles may be amended by the Declarant alone without the consent of the Members or the Board and no amendment made by the Members shall be valid unless consented to by the Declarant.

Notwithstanding the foregoing, no provision hereof which is required to be included in these Articles by Southwest Florida Water Management District shall be amended by the Declarant or the Association without the written consent or joinder of said Southwest Florida Water Management District by and through its duly authorized official.

Section 2. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby. .

Section 3. In case of any conflict between these Articles and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

## ARTICLE IX

### INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Carl A. Bertoch  
Carl A. Bertoch, P.A.  
7655 West Gulf to Lake Highway  
Suite #13  
Crystal River, Florida 34429

## ARTICLE X

### INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, employee, officer or agent of the Association or DAB, against expenses (including attorney fees and appellate attorney fees), judgments, fines and amounts paid in settlement actually or reasonably incurred in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that the person did not act in good faith or in a manner reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe the conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which the person believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that the person had reasonable cause to believe that the conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses including attorney fees and appellate attorney fees) actually incurred in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Laws, agreement, vote of Members or otherwise, both as to action in its official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association shall have the power to purchase and maintain Insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the, Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred in any such capacity, or arising out of its status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. ,

Section 6. The provisions of this Article X shall not be amended, except as to persons holding the positions protected hereby after the effective date of the applicable amendment.





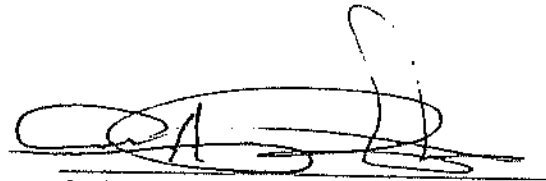
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

That Grand Park South Community Association, Inc., desiring to organize under the laws of the State of Florida with its principal office at 8625 S.W. 200<sup>th</sup> Circle, Dunnellon, Florida 34431-5324, has named CARL A. BERTOCH, located at 7655 West Gulf to Lake Highway, Suite #13, Crystal River, Florida 34429, as its statutory registered agent to accept service of process within Florida.

Having been named the statutory registered agent for the above state corporation, at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

DATED this 16<sup>th</sup> day of September, 2002.

A handwritten signature in black ink, appearing to read 'Carl A. Bertoch', written over a horizontal line.

Carl A. Bertoch  
Registered Agent