

ARTICLES OF INCORPORATION
OF
OAK HOLLOW HOMEOWNERS ASSOCIATION, INC.
A NOT-FOR-PROFIT CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned subscriber and directors hereby file these Articles of Incorporation of OAK HOLLOW HOMEOWNERS ASSOCIATION, INC., for the purpose of forming a corporation not-for-profit and does hereby certify:

ARTICLE I

NAME

The name of this corporation is OAK HOLLOW HOMEOWNERS ASSOCIATION, INC., a not-for-profit corporation. PO Box 950455, Lake Mary, FL 32795-0455.

ARTICLE II

PURPOSES AND POWERS

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To establish, foster and preserve conditions and standards contributing to the health, safety, recreation, protection, maintenance of property value in both the economic and aesthetic sense, and to promote any other policies or improvements pertaining to the general welfare of the residents and property owners of OAK HOLLOW, according to the plat thereof as recorded in Plat Book 43, Page 11, of the Public Records of Seminole County, Florida, and for this purpose to:

- A. Own, acquire, build, operate and maintain the wall, landscape, drainage, and community tot lot (lot 20) areas described in the Declaration of Covenants and Restrictions for the property;

- B. Fix assessments (or charges) to be levied against the Property;

The association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system;

The assessments shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements;

- C. Enforce the Declaration of Covenants and Restrictions (hereinafter referred to as "Covenants and Restrictions"), as recorded in Official Records Book 2138, Pages 1883 through 1890, and Official Records Book 2277, Pages 1784 through 1795 of the Public Records of Seminole County, Florida, as may be amended from time to time;

- D. Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the applicable State

- of Florida Water Management District;
- D. Pay taxes, if any, on the Common Properties;
 - 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 Property; and
 - F. Perform all acts and exercise all powers that are granted to corporations not-for-profit under the laws of the State of Florida.

ARTICLE III

MEMBERSHIP

Every person or entity who is a record owner of a fee simple or undivided fee simple in any Lot (as defined in the Covenants and Restrictions), located on the Property and all of which is subject by covenants of record to assessment by the Corporation, shall be a Member of the Corporation; provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member.

ARTICLE IV

VOTING RIGHTS

The Corporation shall have two classes of voting membership:

Class A. Class A Members shall be all record owners of a fee simple or undivided fee simple in any Lot (as defined in the Covenants and Restrictions) which is subject by the Covenants and Restrictions of record to assessment by the Corporation with the exception of the Developer. Class A Members shall be entitled to one (1) vote for each Lot.

Class B. The Class B Member shall be the Developer and the Class B Member shall have ten (10) votes for each Lot owned by said Member.

The Class B Membership shall cease and become converted to Class A Membership on the happening of any of the following events, whichever occurs earlier:

- A. When the last lot is sold to an "ultimate purchaser", or
- B. At such earlier date as the Developer may desire.

From and after the happening of these events, whichever occurs earlier, the Class B Member shall be deemed to be a Class A Member entitled to one vote for each Lot in which it holds the interest required for membership under Article III.

The quorum required for any action governed by these Articles shall be one-third (1/3) of the shares entitled to vote thereon, represented in person or by proxy.

ARTICLE V

BOARD OF DIRECTORS: SELECTION AND TERMS OF OFFICE

The affairs of the Corporation shall be managed by a Board of Directors which shall consist of a minimum of three (3) members and a maximum of nine (9)

members. The initial Board of Directors shall consist of three (3) Directors who shall hold office until the election of their successors in accordance with the Bylaws of the Corporation. Beginning with the organizational meeting of this Corporation, the members at each annual meeting shall elect the Directors and each such Director shall serve until the next annual meeting of the Corporation or until their successors are duly elected.

ARTICLE VI

MERGERS AND CONSOLIDATION

Subject to the provisions of the Covenants and Restrictions and to the extent permitted by law, the Corporation may participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of a majority of the votes of a quorum of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE VII

EXISTENCE AND DURATION

The Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida and shall exist in perpetuity, unless dissolved in accordance with the provisions of Article VIII, below.

ARTICLE VIII

DISSOLUTION

The Corporation may be dissolved only with the assent given in writing and signed by two-thirds of the members entitled to vote. Written notices of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets (which shall be consonant with Article IX hereof), shall be mailed to every member at least ninety (90) days in advance of any action taken.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with and be approved by any applicable State of Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE IX

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 not accepted, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust or other organization 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 corporate properties shall be effective to divest or diminish any right or

title of any member vested in him under the Covenants and Restrictions and deed applicable to The Property unless made in accordance with the provisions of such covenants and deeds.

ARTICLE X

AMENDMENTS

These Articles may be amended by a majority vote of the Board of Directors; provided that no amendment shall be effective to impair or dilute any rights of members that are governed by the Covenants and Restrictions (as, for example, membership and voting rights) which are part of the property interest created thereby.

ARTICLE XI

SUBSCRIBER

The name and address of the subscriber to these Articles is:

<u>Name</u>	<u>Address</u>
ANNE H. RUSSELL	165 West S.R. 434 Winter Springs, FL 32708

ARTICLE XII

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 165 West S. R. 434, Winter Springs, FL 32807, and the name of its initial Registered Agent at such address is ANNE H. RUSSELL.

ARTICLE XIII

INITIAL DIRECTORS

The names and addresses of the initial directors who shall hold office until their successors are elected in accordance with the Bylaws are:

<u>Name</u>	<u>Address</u>
ANDREW R. HENDERSON	408 Glen Abby Lane Debary, Florida 32713
ANNE H. RUSSELL	165 W. State Rd. 434 Winter Springs, FL 32708
NANCY H. LOWE	165 W. State Rd. 434 Winter Springs, FL 32708

The above named Directors are to serve until the organizational meeting of this Corporation.

ARTICLE XIV

INITIAL OFFICERS

The names and addresses of the initial officers who shall hold office until their successors are elected in accordance with the Bylaws are:

ANNE H. RUSSELL	PRESIDENT, and SECRETARY,	165 W. State Rd. 434 Winter Springs, FL 32708
A. R. HENDERSON, JR	VICE PRESIDENT	165 W. State Rd. 434 Winter Springs, FL 32708
NANCY H. LOWE	TREASURER	165 W. State Rd. 434 Winter Springs, FL 32708

The above named officers are to serve until the organizational meeting of this corporation.

ARTICLE XV

BYLAWS

The Bylaws of this Corporation shall be adopted a majority vote of the Board of Directors and the Bylaws of this Corporation may be altered or rescinded by a like vote.

ARTICLE XVI

INDEMNIFICATION

Every Director and Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding, or any settlement of any proceeding, in which he may be a party or in which he may be involved by reason of his having been a Director or Officer of the Association, or by reason of his serving or having served the Association at its request, whether or not he is serving in such capacity at the time such expenses are incurred; provided, however, that in the event of any settlement before the entry of a judgement or in the event such Officer, Director or Member is adjudged guilty of wrongful misfeasance or malfeasance in the performance of his duties, the indemnification herein shall apply only if the Board of Directors has approved the settlement of reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director, Officer or Member may be entitled under law.

IN WITNESS WHEREOF, the undersigned, as subscribing incorporator, has hereunto set their hand and seal, this 30th day of November, 1994.

Anne H. Russell
ANNE H. RUSSELL

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing Articles of Incorporation were acknowledged before me this 30th day of November, 1994, by ANNE H. RUSSELL, who is personally known by me and did not take an oath.

Deborah Weage Miner
Notary Public, State of Florida
My Commission Expires

(Notary Seal)



OFFICIAL SEAL
Deborah Weage Miner
My Commission Expires
September 23, 1995