

ARTICLES OF INCORPORATION
WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION
FLORIDA CORPORATION NOT FOR PROFIT

WE, the undersigned, for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE 1
NAME

The name of this corporation shall be WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION. For convenience, the corporation shall hereinafter be referred to as the "ASSOCIATION".

ARTICLE 2
PURPOSE

~~The purpose of this corporation is to provide for the maintenance, preservation and safe use of the common Association property specifically; Lots 1, 2, 11 and 12 of Block 21 and the 13.6 acres of land constituting the aircraft landing strip that lies between Blocks 16 and 17 of the Woods and Lakes Subdivision, an unrecorded subdivision, Marion County, Florida.~~

~~The Woods and Lakes Air Park is comprised of the common lands identified, as well as Lots 3 and 10 of Block 21 and enforcement of restriction control of Blocks 16 and 17 of the Woods and Lakes Subdivision, an unrecorded subdivision, Marion County, Florida, and the 13.6 acres of land constituting the aircraft landing strip that lies between said Blocks 16 and 17 of Woods and Lakes Subdivision (all hereinafter referred to as "Woods and Lakes Air Park"), as the same may now or hereafter be constituted.~~

~~Further, the purpose of the corporation shall be and~~ to promote the health, safety and welfare of the ~~Members, Associate Members and~~ residents ~~within the~~ Woods and Lakes Air Park in accordance with the terms, provisions and authorizations contained herein, and to own, operate, lease, sell, trade and otherwise deal with such common property, whether real or personal, as may be necessary or convenient in connection with the affairs of the Association.

ARTICLE 3
POWERS

The Association shall have the following powers subject to and exercised in accordance with the provisions of the Declaration, and further specified in the By-Laws:

1. The Association shall have all common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, the said Declaration, the By-Laws and the laws of Marion County and the State of Florida.

Commented [sm1]: This section changed to reflect the addition of Lots 3,10 in Block 21 and the addition of Lots 1, 2, 11 and 12 of Block 21 as Air Park common property. This change was approved by the members at a special meeting on March 5, 2016

Commented [sm2]: I don't have any idea what restriction control means. The verbiage in the By-Laws states, "...architectural control...". I am not sure that is our intent either. I don't believe that we have ever done that or even intend to. So, what is our goal here?

Commented [sm3]: After discussion with Marty we only control the common property and not the private property, so we need to split those out. Same for By-Laws. I believe this language accomplishes the goal.

2. The Association shall have the powers reasonably necessary to implement the purposes of the Association, including, but not limited to the following:
- A. To make, establish and enforce reasonable rules and regulations governing the use of the Woods and Lakes Air Park common areas as defined in Article 2 above.
 - B. To make and collect assessments against Members and Associate Members as parcelle~~ot~~ owners, to defray the costs, expenses and losses of the Association, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association.
 - C. To maintain, repair, replace and operate the Woods and Lakes Air Park specifically including all portions of the property to which the Association has the right and power to maintain, repair, replace and operate in accordance with the By-Laws.
 - D. To purchase insurance upon the common Woods and Lakes Air Park property for the protection of the Association and its M~~m~~embers, and disburse insurance proceeds pursuant to the provisions of the By-Laws.
 - E. To reconstruct improvements on the common property of the Woods and Lakes Air Park after casualty or other loss, and to further improve the common areas of the Woods and Lakes Air Park in accordance with the terms of the By-Laws.
 - F. To enforce, by legal means, the provisions of the By-Laws, the rules and regulations, and these Articles of Incorporation.
 - G. To contract for maintenance and management of the Woods and Lakes Air Park common property and to delegate to such contractors all powers and duties of the Association, except those which may be required by the By-Laws to have approval of the Board of Directors or the M~~m~~embers of the Association.
 - H. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessions or use interests, in land or facilities, intended to provide for the enjoyment, recreation or other use or benefit of the Members and Associate Members of the Association.
 - I. To employ personnel to perform the services required for proper operation of the Association.
 - J. To dedicate or transfer all or any part of the common areas or property of the Woods and Lakes Air Park to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the M~~m~~embers, in accordance with the terms of the By-Laws.
 - K. To borrow money, and with the assent of two-thirds (2/3 rds) of voting class M~~m~~embers, to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE 4
EXISTENCE

The Association shall have perpetual existence, unless terminated pursuant to the provisions of the By-Laws in which event the Association shall be dissolved in accordance with law.

ARTICLE 5
PRINCIPAL OFFICE

The principal office of the Association shall be located at ~~6435 SE 159th Court, Route 2, Box 1836A~~ Ocklawaha, Florida 32179 but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

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ARTICLE 6
SUBSCRIBERS

The names and addresses of the subscribers are as follows:

NAME

~~ROBERT E. GREEN~~~~MARTIN J. HARRIS~~ ~~Route 2 Box 1840~~6435 SE 159th Court

Ocklawaha, Florida ~~32679~~32179

Commented [sm4]: Subscribers should probably be changed to reflect three members of the board. Recommend President, Vice President and Secretary/Treasurer.

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~~CARL J. ZAHN~~~~M. STUART MCELHANEY~~ ~~Route 2 Box 1924~~6435 SE 159th Court

Ocklawaha, Florida ~~32679~~32179

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~~GLORIA M. GREEN~~~~ELMA JEAN WHITE~~ ~~Route 2 Box 1840~~6435 SE 159th Court

Ocklawaha, Florida ~~32679~~32179

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ARTICLE 7
MEMBERS

A. Every person or entity who is a record owner of a fee or undivided fee interest in any ~~parcel~~~~lots~~ in Woods and Lakes Air Park shall be a ~~M~~member of the Association. The foregoing is not intended to include persons or entities who hold an ~~d~~ interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any ~~parcels~~~~lots~~ in Woods and Lakes Air Park. Ownership of such ~~parcels~~~~lots~~ shall be the sole qualification for membership.

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B. The Association shall have two classes of membership:

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1) Voting Class. Voting class membership shall be restricted to all those owners of ~~parcels~~~~lots~~ in the Woods and Lakes Air Park. Voting class members in good standing who pay assessments to the Association in accordance with the By-Laws of the Association shall be entitled to one or more votes based upon parcel footage fronting the common

Commented [sm5]: Interesting that a person is automatically a member regardless of whether or not they actually pay the assessment. Does this help with us in court for members who don't pay?

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property described in Article 2, for each parcel in which they are holding an undivided interest according to the following table of parcel front footage;

i. Less than 149 feet front footage One (1) Vote

ii. 150 to 249 feet front footage Two (2) Votes

iii. Greater than 250 feet front footage Three (3) Votes

4) - When more than one person holds such an interest in any parcel~~lot~~, all such persons shall be members, but they shall be entitled to only one or more votes among them, per parcel as determined by the front footage table above. The vote(s) for such parcels~~lots~~ shall be exercised by the owners thereof as they among themselves determine.

2) Non-Voting Class. ~~N~~The non-voting class membership shall include~~be~~ any parcel~~lot~~ owner of any lot in Woods and Lakes Subdivision, an unrecorded subdivision, Marion County, Florida (other than the Woods and Lakes Air Park as described above in Article 2) with special deeded rights to use of the Air Park~~runway~~, subject to certain conditions as outlined in the special warranty deed, the Association By-Laws and its rules and regulations, who elects to become an Associate M~~m~~ember as a non-voting class Associate M~~m~~ember and who pays assessments and dues to the Association in accordance with the By-Laws of the Association.

ARTICLE 8 DIRECTORS

- A. The affairs of this Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.
- B. Directors of the Association shall be elected at the annual meeting of the M~~m~~embers, in the manner determined by the By-Laws. In the event of a vacancy, the directors may appoint replacements, as specified by the By-Laws.

ARTICLE 9 OFFICERS

The Board of Directors shall elect a President, Vice President, Secretary, Treasurer and Parliamentarian and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall, from time to time, determine. The President shall be elected from among the membership of the Board, but the other officer need be a Director.

ARTICLE 10 BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided for by the By-Laws.

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ARTICLE 11
AMENDMENT

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

- A. Notice of the subject matter of the proposed amendments shall be included in the notice of any meeting at which such proposed amendment is considered.
- B. Proposed amendments shall be first presented to the Board of Directors, and shall have been approved in writing by a majority of such Board of Directors, who shall certify such amendment for vote of the ~~M~~members of the Association.
- C. Such amendments must then be approved by the affirmative vote of two thirds (2/3 rds) of the Voting Class ~~M~~members.
- D. A certificate of amendment executed by the duly authorized officers of the Association shall then be recorded among the Public Records of Marion County, Florida.
- E. No amendment may be made to the Article of Incorporation which shall in any manner amend, affect or modify the provisions and obligations set forth in the By-Laws.

ARTICLE 12
INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, or any settlement thereof, whether or not he is a Director or officer at the time such are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlements and reimbursements as being for 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 Directors or officers may be entitled.

ARTICLE 13
~~ARTICLES~~

The foregoing amendments to the Articles of Incorporation of WOODS AND LAKES AIR PARK PROPERTY OWNERS ASSOCIATION were adopted by the Board of Directors at its meeting on ~~January 7~~~~December 3~~, AD, ~~2018~~~~1996~~, and by the voting membership at the January ~~27~~~~25~~, ~~2018~~~~1997~~ annual meeting. Upon date of filing by the PUBLIC RECORDS, Marion County, Florida and the SECRETARY OF STATE, Tallahassee, Florida all previous Articles of Incorporation shall become null and void.

Commented [sm7]: This will need to be updated with the new subscribers, etc.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this ____ day of _____,
AD, ~~2018~~1997.

President

~~MARTIN J. HARRIS~~CHARLES W. BELL, as

as ~~Vice President~~Secretary

~~M. STUART MCELHANEY~~DONNA S. NESS,

~~as Treasurer~~

~~ELMA JEAN WHITE~~THOMAS W. SAWYER,

STATE OF FLORIDA)
) SS.
COUNTY OF MARION)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County
aforesaid to take acknowledgement, personally appeared ~~MARTIN J. HARRIS~~CHARLES W. BELL, ~~M. STUART~~
~~MCELHANEY~~DONNA S. NESS and ~~ELMA JEAN WHITE~~THOMAS W. SAWYER, to me known to be persons
described as subscribers in and who executed the foregoing Articles of Incorporation of WOODS AND
LAKES AIR PARK PROPERTY OWNERS ASSOCIATION, and they acknowledged before me that they
subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at _____ County and State aforesaid this day _____

My commission expires

NOTARY PUBLIC