

137553

ARTICLES OF INCORPORATION

OF

THE OAKS OF SPRING HILL HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements and provisions of Chapter 617 of the Florida Statutes, the undersigned do hereby make, subscribe and acknowledge the following ARTICLES OF INCORPORATION (hereinafter referred to as the "Articles").

ARTICLE I

\*\* OFFICIAL RECORDS \*\*  
BK: 1053 PG: 881

CORPORATE NAME

1.1. Name. The name of the corporation is THE OAKS OF SPRING HILL HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II

REGISTERED OFFICE AND AGENT

2.1 Name and Address. The street address of the Registered Office of the Association is: 12543 Spring Hill Drive, Spring Hill, Florida, 34609, and the name of the Registered Agent is GREGORY L. CECIL.

ARTICLE III

DEFINITIONS

3.1 Definitions of Declaration Adopted. All definitions in the DECLARATION OF RESTRICTIONS OF "THE OAKS" (hereinafter referred to as "Declaration") which was recorded in O.R. Book 662, Page 0707, public records of Hernando County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

4.1 Purpose. This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation, maintenance, preservation and architectural control of the Lots and Common Areas, and improvements thereon, within that certain real property (and any additions thereto) described in the Declaration, and to promote the health, safety and welfare of the members of the Association.

ARTICLE V

POWERS OF THE ASSOCIATION

5.1 Operate and Maintain. The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the powers and duties to:

5.1.1 Exercise All Powers Under Declaration. Exercise all of the powers and privileges and to perform all of the duties

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and obligations of the Association as set forth in the Declaration to be recorded in the public records of Hernando 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 in full text:

5.1.2 Levy and Collect Assessments. The Board of Directors shall have authority, from time to time, in addition to annual dues, to levy special fees, charges and assessments against the Lots in the Oaks of Spring Hill Subdivision.

The purpose for which such fees, charges and special assessments may be levied shall be exclusively, in the discretion of the Board of Directors, to promote the recreation, health, safety and welfare of the owners of Lots in the Oaks of Spring Hill, including maintenance of corporate property and capital improvements.

Special assessments may be levied for such term of years as is reasonably necessary to amortize the cost of the project or improvement. Assessments and charges under this provision shall constitute a continuing lien on the Lot against which it is made.

Notwithstanding the above, any special assessment or charge which exceeds the total sum of \$ 1000.00, shall require the approval of 51% percent of the membership of the Association.

Any fee, charge, dues or assessment not paid within fifteen (15) days after due, shall be deemed delinquent. The Corporation may file a notice of lien in the public records against any Lot for which a fee, charge, dues or assessment is delinquent, and may, but shall not be obligated to if in the discretion of the Board of Directors the interest of the Corporation would not be served by doing so, file an action to foreclose such lien.

In the event of a foreclosure action, the prevailing party shall be entitled to recover reasonable attorneys' fees and costs.

5.1.3 Pay Expenses. Pay all expenses incident to the conduct of the business or the accomplishment of the purpose of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

5.1.4 Own and Deal in Property. Acquire (by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association;

5.1.5 Borrow Money and Pledge Assets. Borrow money, and, with the affirmative vote (in person or by proxy) of two-thirds (2/3rds) of each class of members at a duly called meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

5.1.6 Dedicate Common Areas. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. The Association shall have the right to dedicate or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to

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by the members. No such dedication or transfer shall be effective without the written consent of members possessed of two-thirds (2/3rds) of each class of members and of the total voting power of the membership, the calculation of which shall include the vote of any member whose vote has been suspended, and without the written consent of Declarant if Declarant is the Owner of one or more Lots;

5.1.7 Merge and Consolidate. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Areas; provided that any such merger, consolidation or annexation shall not be effective without the affirmative vote (in person or by proxy) of two-thirds (2/3rds) of the total voting power of the membership, at a duly called meeting of the Association; and, provided further, that any property so merged, consolidated or annexed shall be contiguous to property then covered by these Articles and the Declaration;

5.1.8 Promulgate and Enforce Rules. Promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

5.1.9 Exercise All Powers Under Law. Have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise; and

5.1.10 Contract for Management. Contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners, including, but not limited to, garbage pick-up and other utilities, and a master antenna or cable television and/or radio system.

5.2 Listing Not Exclusive. The above listing shall be illustrative only and shall not limit or restrictively define in any way the power or authority of the Association.

## ARTICLE VI

### MEMBERSHIP

6.1 Lot Owners are Members. Every Owner of a Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

## ARTICLE VII

### VOTING RIGHTS

7.1. Membership. All Owners shall each be entitled to one vote for each Lot owned.

7.1.1 More Than One Owner. When more than one person holds an undivided interest in any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they determine, but in no event shall a total of more than one vote be cast with respect to any Lot.

7.1.2 Partial Lots. When an Owner acquires a portion of a Lot, he shall be entitled to vote a fractional vote equal to the portion of said Lot owned by him, based upon square feet.

rounded up or down to the nearest one-quarter (1/4) vote (including full vote or no vote, as the case may be.

7.2 Corporate Owner/Member. The President or any Vice President of a corporate Owner shall be entitled to cast the vote of the corporation, and each corporate Owner shall file with the Association the names of each such officer.

## ARTICLE VIII

\*\* OFFICIAL RECORDS \*\*  
BK: 1053 PG: 884

### BOARD OF DIRECTORS

8.1 Number. The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3), nor more than nine (9), persons who need not be members of the Association. The first Board shall consist of four (4) members. Thereafter the number of Directors may be increased to a maximum of nine (9) by a majority vote of the Board of Directors.

8.2 Term of Office. The first election of Directors shall be held as soon as practicable at a meeting of the members called for that purpose, and in accordance with procedures to be established by the Association's Bylaws.

8.3. Initial Directors. 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>
GREGORY L. CECIL	7436 SHEPPARD AVE. SPRING HILL, FL
RUDOLPH BRUNI	1140 HUNTINGTON AVE. SPRING HILL, FL
JOE DICARLO	209 15 ST. PALM HARBOR, FL
BEN PENNA	2117 SWEET GUM DR. NEW PORT RICHEY, FL
DAVID BRUNI	9065 WEEPING WILLOW, BROOKSVILLE, FL

## ARTICLE IX

### DURATION

9.1 Perpetual Existence. The Association, as a body corporate, shall exist perpetually.

## ARTICLE X

### DISSOLUTION

10.1 Voluntary and Involuntary Dissolution. Notwithstanding the provisions of Article IX above, the Association may be voluntarily or involuntarily dissolved in the manner provided by law.

10.2 Disposition of Assets. In the event of the dissolution of the Association, other than incident to a merger or consolidation, 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 such dedication is refused acceptance, such assets

shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

\*\* OFFICIAL RECORDS \*\*  
BK: 1053 PG: 885

AMENDMENTS

11.1 Consent of Membership Required. Any amendment of these Articles shall require the consent of a majority of the entire membership.

ARTICLE XII

SUBSCRIBERS

12.1 Names and Addresses. The names and street addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
GREGORY L. CECIL	7436 SHEPPARD AVE. SPRING HILL, FL
RUDOLPH BRUNI	1140 HUNTINGTON AVE. SPRING HILL, FL
JOE DICARLO	209 15 ST. PALM HARBOR, FL
BEN PENNA	2117 SWEET GUM DR. NEW PORT RICHEY, FL
DAVID BRUNI	9065 WEEPING WILLOW, BROOKSVILLE, FL

ARTICLE XIII

OFFICERS

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

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

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
RUDOLPH BRUNI	1140 Huntington Ave. Spring Hill, FL	President
GREGORY L. CECIL	7436 Sheppard Ave., Spring Hill, FL	Secretary
JOE DICARLO	209 15 St. Palm Harbor, FL	Treasurer
BEN PENNA	2117 Sweet Gum Dr. New Port Richey, FL	Vice-President
DAVID BRUNI	9065 Weeping Willow, Brooksville, FL	Vice-President

ARTICLE XIV

BYLAWS

14.1 Adoption. The original Bylaws of the Association (hereinafter referred to as "Bylaws") shall be adopted by a majority vote of the Directors.

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14.2 Amendment. After adoption of the original Bylaws, same may be amended, altered or rescinded only at a regular or special meeting of the members by a vote of a majority of a quorum (as defined in the Bylaws) of members present in person or by proxy.

\*\* OFFICIAL RECORDS \*\*  
BK: 1053 PG: 886

ARTICLE IV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

15.1 Indemnification. The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors, assigns and administrators, against all loss, cost and expenses, including attorneys' fees, reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, 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 XVI

TRANSACTIONS IN WHICH DIRECTORS  
OR OFFICERS ARE INTERESTED

16.1 Conflicts Not Prohibited. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization of 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 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 purpose. 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.

ARTICLE XVII

MISCELLANEOUS

17.1 Construction. Any use of the plural or singular form shall include the other, and any use of any gender form shall include the male, the female and the neuter, all as the context of said use may require.

17.2 Headings and Captions. The headings and captions used at the beginning of the Articles, sections and subsections of these Articles are for convenience of reference only and shall not be deemed or construed to be a part of or to modify the content of said Articles, sections and subsections in any manner whatsoever.

17.3 Internal References. The reference to any Article,

section or subsection of these Articles in any other Article, section or subsection hereof shall be construed to refer to such of the subdivisions, if any, of the referenced Article, section or subsection, as the context of said reference may require.

17.4 Conflict with Declaration. In the case of any conflict between the Declaration of Restrictions and these Articles, the Declaration shall control.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this 19th day of March, 1990.

[Signature]  
Joseph J. Costa  
Ben Vance  
Rudolph Brunni  
David Bruni

STATE OF FLORIDA  
COUNTY OF HERNANDO

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Gregory L. Cecil, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of March, 1990.

[Signature]  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Notary Public  
State of Florida at Large  
My Commission Expires  
11-1-1993

STATE OF FLORIDA  
COUNTY OF HERNANDO

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Rudolph Bruni, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of March, 1990.

[Signature]  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Notary Public  
State of Florida at Large  
My Commission Expires  
11-1-1993

STATE OF FLORIDA  
COUNTY OF HERNANDO

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared David Brunl to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of March, 1990.

Jane C. Cecil  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
Notary Public  
State of Florida at Large  
My Commission Expires:  
1993

STATE OF FLORIDA  
COUNTY OF HERNANDO

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared \_\_\_\_\_ to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of March, 1990.

Jane C. Cecil  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Notary Public  
State of Florida at Large  
My Commission Expires:  
May 1, 1993

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STATE OF FLORIDA  
COUNTY OF HERNANDO

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Joe DiCarlo, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 19<sup>th</sup> day of March, 1990.

Ray C. Cecil  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
Notary Public  
State of Florida at Large  
My Commission Expires:  
May 1, 1993

STATE OF FLORIDA  
COUNTY OF HERNANDO

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Ben Penda, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 19<sup>th</sup> day of March, 1990.

Ray C. Cecil  
NOTARY PUBLIC

MY COMMISSION EXPIRES:


Notary Public  
State of Florida at Large  
My Commission Expires:  
May 1, 1993

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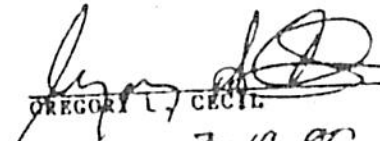
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT THE OAKS OF SPRING HILL HOMEOWNERS ASSOCIATION,  
INC., DESIRES TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE  
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF  
SPRING HILL, STATE OF FLORIDA, HAS NAMED GREGORY C. CECIL AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
GREGORY C. CECIL  
DATED: 3-19-90, 1990

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
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.

  
GREGORY C. CECIL  
DATED: 3-19-90, 1990