

ARTICLES OF INCORPORATION
OF
THE OAKS AT WOODLAND PARK HOMEOWNERS ASSOCIATION, INC.

(A Corporation Not for Profit)

FILED
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF SARASOTA, FLORIDA
FEB 12 1996

EFFECTIVE DATE
2-9-96

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of this corporation is The Oaks at Woodland Park Homeowners Association, Inc., hereafter called the "Association."

ARTICLE II

The effective date of the corporation shall be February 9, 1996.

ARTICLE III

The initial registered office of the Association is 1515 Ringling Boulevard, Suite #1000, Sarasota, Florida 34236.

ARTICLE IV

Stephen B. Keyser, whose address is 1515 Ringling Boulevard, Suite #1000, Sarasota, Florida 34236, is hereby appointed the initial registered agent of this Association.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

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 maintenance, preservation and

architectural control of the residence Lots and Common Area within that certain tract of property described as:

See Exhibit "A" attached hereto

and incorporated by reference ("Subdivision")

and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Public Records of Sarasota 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;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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 governmental charges levied or imposed against the property of the Association;

(c) 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;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When any property entitling the Owner to membership in the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, joint tenants, tenants in common, tenants in partnership or in any other manner of joint or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, then unless the instrument or order appointing them or creating the tenancy otherwise directs and it or a copy thereof is filed with the Secretary of the Association, such Owner(s) shall select one official representative to qualify for voting in the Association and shall notify in writing the Secretary of the Association of the name of such individual. The vote of each individual shall be considered to represent the will of all the Owners of that property. In the circumstance of such common ownership, if the Owners fail to designate their voting representative then the Association may accept the person asserting the right to vote as the voting Owner until notified to the contrary by the other Member(s). Upon such notification the Owners may not vote until the Owner(s) appoint their representative pursuant to this paragraph.

Class B. The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) three (3) months after ninety (90%) percent of the Lots in all phases of the subdivision have been conveyed to Owners; or

(c) on February 1, 2001.

(d) for purposes of this provision, the term "members" other than the Declarant shall not include builders, contractors, or others who purchase a parcel for the purpose of constructing improvements thereon for resale.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall initially be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by Amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Richard Couch	10123 Bertram Lane Ft. Myers, Florida 33919
John Lang	1300 Lee Street Ft. Myers, Florida 33902
Steve Bromwich	633 Sunnyside Court Ft. Myers, Florida 33919

At the first annual meeting the members shall elect three (3) Directors for a term of one (1) year.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the entire membership.

ARTICLE XII

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, except Phases 2 and 3; mergers and consolidations; mortgaging of Common Area; dedication of Common Area; dissolution of these Articles.

ARTICLE XIII

OFFICERS

The officers of the Association, to be elected by the board of directors shall be a President, a Vice President and a Secretary/Treasurer, and such other officers as the board of directors shall deem appropriate from time to time. The President shall be elected from among the membership of the board of directors, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the board of directors. Officers shall be elected for a term of one year in accordance with the procedure set forth in the bylaws.

ARTICLE XIV

SUBSCRIBER

The name and residence address of the subscriber of these Articles is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Lang	2180 West First Street Suite #208 Ft. Myers, FL 33901

ARTICLE XV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become

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involved, by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the board of directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

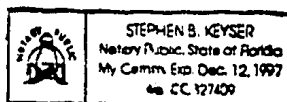
IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal this 9th day of February, 1996, at Sarasota, Florida.

John Lang
JOHN LANG

(Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on February 9, 1996, by JOHN LANG who is personally known to me or who has produced N/A as identification.



SA 13/1-
(Name Stephen B. Keyser)
Notary Public
Serial Number (if any) _____
Commission Expiration Date: _____

REGISTERED AGENT CERTIFICATE

05 FEB 13 2016

•• OFFICIAL RECORDS ••
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In pursuance of the Florida General Corporation Act, the following is submitted in compliance with said statute:

That The Oaks at Woodland Park Homeowners Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 1515 Ringling Boulevard, Suite #1000, Sarasota, Florida 34236, has named Stephen B. Keyser at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT:

Having been named to accept services of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statutes relative in keeping open said office, and further states it is familiar with Section 607.0501, Florida Statutes.



STEPHEN B. KEYSER

DATED: February 9, 1996

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EXHIBIT "A"

DESCRIPTION OF THE LOTS AT WOODLAND PARK, PHASE 1

A PARCEL OF LAND LYING IN THE NORTH ONE-HALF OF SECTION 27, TOWNSHIP 36 SOUTH, 18 EAST, SARASOTA COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGIN AT THE NORTHERNMOST CORNER OF WOODLAND PARK, UNIT 3 RECORDED IN PLAT BOOK 31, PAGE 2-26 OF THE PUBLIC RECORDS OF SARASOTA COUNTY, FLORIDA (THE FOLLOWING 4 CALLS ARE ALONG THE WESTERLY LINE OF SAID WOODLAND PARK, UNIT 3); THENCE SOUTH 03°27'47" EAST, A DISTANCE OF 442.59 FEET; THENCE SOUTH 04°42'57" WEST, A DISTANCE OF 189.60 FEET; THENCE SOUTH 35°10'52" WEST, A DISTANCE OF 589.47 FEET; THENCE SOUTH 41°24'49" WEST, A DISTANCE OF 141.73 FEET TO THE NORTHERLY LINE OF A SARASOTA COUNTY DRAINAGE RIGHT-OF-WAY DESCRIBED IN ARTICLES 72 AND 73 OF CHANCERY ORDER BOOK 3, PAGES 211 & 212 OF SAID PUBLIC RECORDS; THENCE SOUTH 89°02'00" WEST ALONG SAID RIGHT-OF-WAY LINE A DISTANCE OF 298.15 FEET; THENCE CONTINUING ALONG SAID RIGHT-OF-WAY LINE SOUTH 87°45'53" WEST, A DISTANCE OF 144.64 FEET; THENCE NORTH 11°53'26" WEST, A DISTANCE OF 482.88 FEET; TO THE BEGINNING OF A TANGENT CURVE, HAVING A RADIUS OF 1351.00 FEET AND A CENTRAL ANGLE OF 09°52'04", THENCE NORTHERLY ALONG THE ARC OF SAID CURVE TO THE LEFT, A DISTANCE OF 232.68 FEET, SAID ARC SUBTENDED BY A CHORD WHICH BEARS NORTH 16°49'26" WEST, A DISTANCE OF 232.39 FEET TO A POINT OF COMPOUND CURVATURE WITH A CURVE, HAVING A RADIUS OF 972.38 FEET AND A CENTRAL ANGLE OF 12°22'32", THENCE NORTHERLY ALONG THE ARC OF SAID CURVE TO THE LEFT, A DISTANCE OF 210.03 FEET, SAID ARC SUBTENDED BY A CHORD WHICH BEARS NORTH 27°56'47" WEST, A DISTANCE OF 208.82 FEET TO A POINT OF INTERSECTION WITH A NON-TANGENT LINE; THENCE NORTH 88°49'06" EAST, A DISTANCE OF 203.82 FEET; TO A POINT OF INTERSECTION WITH A NON-TANGENT CURVE, FROM WHICH THE RADIAL LINE BEARS SOUTH 75°09'12" EAST, HAVING A RADIUS OF 263.00 FEET AND A CENTRAL ANGLE OF 42°27'37", THENCE NORTHERLY ALONG THE ARC OF SAID CURVE TO THE RIGHT, A DISTANCE OF 194.90 FEET, SAID ARC SUBTENDED BY A CHORD WHICH BEARS NORTH 38°04'37" EAST, A DISTANCE OF 180.47 FEET TO THE CURVE'S END; THENCE NORTH 57°17'59" EAST, A DISTANCE OF 108.98 FEET; TO THE BEGINNING OF A TANGENT CURVE, HAVING A RADIUS OF 25.00 FEET AND A CENTRAL ANGLE OF 77°38'40", THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE TO THE LEFT, A DISTANCE OF 33.88 FEET, SAID ARC SUBTENDED BY A CHORD WHICH BEARS NORTH 18°28'39" EAST, A DISTANCE OF 31.35 FEET TO A POINT OF INTERSECTION WITH A NON-TANGENT LINE; THENCE NORTH 89°39'19" EAST, A DISTANCE OF 40.00 FEET; TO A POINT OF INTERSECTION WITH A NON-TANGENT CURVE, FROM WHICH THE RADIAL LINE BEARS NORTH 89°39'19" EAST, HAVING A RADIUS OF 80.00 FEET AND A CENTRAL ANGLE OF 12°21'20", THENCE SOUTHERLY ALONG THE ARC OF SAID CURVE TO THE LEFT, A DISTANCE OF 17.25 FEET, SAID ARC SUBTENDED BY A CHORD WHICH BEARS SOUTH 26°31'21" EAST, A DISTANCE OF 17.22 FEET TO THE CURVE'S END; THENCE SOUTH 32°42'01" EAST, A DISTANCE OF 174.41 FEET; THENCE NORTH 57°17'59" EAST, A DISTANCE OF 120.00 FEET; THENCE NORTH 01°10'54" WEST, A DISTANCE OF 70.28 FEET; THENCE NORTH 88°49'06" EAST, A DISTANCE OF 42.91 FEET; THENCE NORTH 01°10'54" WEST, A DISTANCE OF 40.00 FEET; THENCE NORTH 88°49'06" EAST, A DISTANCE OF 75.00 FEET; THENCE NORTH 01°15'25" WEST, A DISTANCE OF 160.00 FEET TO THE NORTHERLY LINE OF THE NORTHWEST QUARTER OF SECTION 27, TOWNSHIP 36 SOUTH, RANGE 18 EAST; THENCE NORTH 88°49'06" EAST ALONG SAID NORTHERLY LINE, A DISTANCE OF 107.65 FEET TO THE SOUTHWESTERLY LINE OF NOTTINGHAM, A SUBDIVISION RECORDED IN PLAT BOOK 27, PAGES 9 THROUGH 9C OF SAID PUBLIC RECORDS SAID POINT BEING A POINT OF INTERSECTION WITH A NON-TANGENT CURVE, FROM WHICH THE RADIAL LINE BEARS SOUTH 12°08'03" WEST, HAVING A RADIUS OF 2030.00 FEET AND A CENTRAL ANGLE OF 67°12'48", THENCE EASTERLY ALONG THE ARC OF SAID CURVE TO THE RIGHT, A DISTANCE OF 255.57 FEET, SAID ARC SUBTENDED BY A CHORD WHICH BEARS SOUTH 74°15'33" EAST, A DISTANCE OF 255.40 FEET TO THE CURVE'S END, AND THE POINT OF BEGINNING, CONTAINING 22.1195 ACRES, AND 963,614 SQUARE FEET OF LAND, MORE OR LESS

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
THE OAKS AT WOODLAND PARK HOMEOWNERS ASSOCIATION, INC.

The Articles of Incorporation of The Oaks at Woodland Park Homeowners Association, Inc., a Florida corporation, ("Articles of Incorporation") have been filed in Tallahassee, Florida effective February 9, 1996.

Pursuant to Article XI of the Articles of Incorporation, amendments may be made upon approval of seventy-five (75%) percent of the entire membership of The Oaks at Woodland Park Homeowners Association, Inc. ("Association").

The following described amendments were unanimously adopted by all of the members and officers of the corporation on _____. The underlined provisions of this Amendment indicate additions and ~~strikeouts~~ indicate deletions. The amendments to the Articles of Incorporation are as follows:

1. Article VII, Class B is amended to read as follows:

Class B. The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

~~(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or~~

~~(b) three (3) months after ninety (90%) percent of the Lots in all phases of the subdivision have been conveyed to Owners; or~~

~~(c) on February 1, 2001.~~

~~(d) for purposes of this provision, the term "members" other than the Declarant shall not include builders, contractors, or others who purchase a parcel for the purpose of constructing improvements thereon for resale.~~

(a) three months after when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

(b) on the date seven (7) years from the date these Articles are recorded in the Public Records of Sarasota County, Florida, with it being agreed that notwithstanding the cessation of Class B membership in accordance with (a) above, upon the subjecting of additional land to these Articles, Class B membership shall be reinstated for all Lots therein owned by Declarant so long as the total number of Class B votes created thereby shall then be greater than the total number of Class A votes.

2. Article VIII is amended to read as follows:

BOARD OF DIRECTORS

The affairs of this Association shall initially be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by Amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Richard Couch	10123 Bertram Lane Ft. Myers, Florida 33919
John Lang	1300 Lee Street Ft. Myers, Florida 33902
Steve Bromwich	633 Sunnyside Court Ft. Myers, Florida 33919

At the first annual meeting after Turnover the members shall elect three (3) Directors for a term of one (1) year.

Even after Turnover for as long as the Declarant shall own at least five percent (5%) of the Lots platted or to be platted in the Properties, it shall have the right to appoint one (1) member of the Board and after Turnover and until the Declarant no longer owns any Lots platted or to be platted in the Properties, the Board shall consist of not more than three (3) directors.

3. Article XII is amended to read as follows:

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, except Phases 2 and 3; mergers and consolidations; mortgaging of Common Area; dedication of Common Area; amendment or dissolution of these Articles.

4. Article XIII is amended to read as follows:

OFFICERS

The officers of the Association, to be elected by the board of directors shall be a President, a Vice President ~~and a Secretary-Treasurer~~, a Secretary and a Treasurer, and such other officers as the board of directors shall deem appropriate from time to time. The President shall

be elected from among the membership of the board of directors, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the board of directors. Officers shall be elected for a term of one year in accordance with the procedure set forth in the bylaws.

5. A new Article XVI is hereby added as follows:

CONTROL OF ASSOCIATION

Notwithstanding any provision contained herein to the contrary, during the period Declarant is in control of the Association, the Directors shall exercise all rights which would otherwise be exercisable by the members.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by the Secretary of the corporation and its corporate seal affixed hereto this 29 day of APRIL, 1996.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

THE OAKS AT WOODLAND PARK
HOMEOWNERS ASSOCIATION, INC.
a Florida corporation

By: [Signature]

As Its Secretary

[Signature]
QUEEN M. HALLERMAN

[Signature]
(Witness) B.E.L.

STATE OF FLORIDA
COUNTY OF ~~SARASOTA~~ LEE

The foregoing instrument was acknowledged before me on APRIL 29, 1996, by STEPHEN J. BRONLICH, as Secretary of The Oaks at Woodland Park Homeowners Association, Inc., on behalf of the corporation, who is personally known to me ~~or who has~~ produced _____ as identification.



[Signature]
(Name TERRI J. HENDRICKS)
Notary Public
Serial Number (if any) CC504647
Commission Expiration Date OCT 23, 1999

F:\USERS\SBK\CONDO\93171-1
March 28, 1996

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