

OFF. 1325 PG 1181

# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of SADDLE CREEK OWNERS ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on July 10, 1979, as shown by the records of this office.

The charter number for this corporation is 748021.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 11th day of July 1979.



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Secretary of State

CSR 101  
15-78

OFF. 1325 RE 1182

FILED

JUL 13 11 01 AM '79

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SADDLE CREEK OWNERS ASSOCIATION, INC.

(A Corporation not for Profit)

The undersigned, by these Articles of Incorporation, associate themselves for the purpose of forming a corporation not for profit with the powers hereinafter set forth, hereby adopt and set forth these Articles of Incorporation, as follows:

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be SADDLE CREEK OWNERS ASSOCIATION, INC., hereinafter in these Articles referred to as Association.

ARTICLE II

PURPOSES

The general nature, objects and purposes of the Association are as follows:

1. To administer and enforce the Declaration of Covenants, Conditions and Restrictions for a certain residential community being developed in Sarasota County, Florida, known as Saddle Creek.
2. To take such action as may be deemed appropriate to promote the health, safety, and welfare of the owners of property within Saddle Creek.
3. To provide, replace, improve, maintain and repair all improvements including, without limitation, the private roads, the private saddle trails and such other improvements provided within the subdivision for the benefit of members of the Association.
4. To operate without profit and for the sole and exclusive benefit of its members.

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ARTICLE III

POWERS

The Association shall have the following powers:

1. All of the powers and privileges granted to a corporation not for profit under the laws of the State of Florida.

2. All powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to, the following:

A. To levy and collect annual and special assessments against all property located in Saddle Creek which is subject to assessment pursuant to the Declaration of Covenants, Conditions and Restrictions.

B. To place liens against property in Saddle Creek for unpaid assessments and to bring suit to foreclose any such liens or otherwise enforce the collection of such special or annual assessments for the purpose of obtaining revenue for the operation of the Association.

C. To hold funds solely and exclusively for the benefit of the members of the Association and for the purposes set forth in these Articles of Incorporation.

D. To adopt, promulgate and enforce rules, regulations, Bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.

E. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Declaration of Covenants, Conditions and Restrictions for Saddle Creek.

ARTICLE IV

MEMBERS

The qualification of the members, the manner of their



admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all lots included in Saddle Creek subject to the aforesaid Declaration of Covenants, Conditions and Restrictions and no other persons or entities shall be entitled to membership.

2. Membership shall be established by the acquisition of fee title to any lot included in the property subject to the aforesaid Declaration. Change of membership in the Association shall be established by recording in the Public Records of Sarasota County, Florida, a deed or other instrument establishing a record title to a lot and delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

3. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the lot which is the basis of his membership in the Association. Ownership of each residential lot in the subdivision shall entitle the owner or owners to one vote per lot at all meetings of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association. The vote attributable to any lot in the subdivision owned by multiple owners including partnerships, corporations, trusts or other legal entities or any combination thereof, shall be cast only by one of such owners or an agent or proxy of such owners as designated by a written instrument signed by and legally binding upon all such multiple owners. Such instrument shall be filed with the Secretary of the Association.

ARTICLE V

DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The number of members of the first Board of Directors

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shall be three (3). The number of members of succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but not less than five (5) nor more than nine (9). Directors need not be members of the Association.

The members of the Board of Directors shall be elected by the membership of the Association at their annual meeting as provided in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

Saddle Valley Ranches, Inc., as developer of Saddle Creek, or its successors, nominees or assigns, shall have the right to appoint or elect a majority of the Board of Directors until such time as it owns or has under contract less than twenty-five percent (25%) of the improved or unimproved lots in Saddle Creek.

Directors shall be elected to serve for a term of one (1) year. Vacancies on the Board of Directors which occur prior to the normal expiration of a directors term shall be filled by the remaining directors.

The names and addresses of the first members of the first Board of Directors who shall hold office until their successors are appointed or elected, or until removed, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Richard Gilliland	2439 Bee Ridge Road Sarasota, Florida 33579
P. G. Berlin, Jr.	2439 Bee Ridge Road Sarasota, Florida 33579
Sharon Long	2439 Bee Ridge Road Sarasota, Florida 33579

ARTICLE VI

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual

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meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. 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>Officer</u>	<u>Post Office Address</u>
Richard Gilliland	President	2439 Bee Ridge Road Sarasota, Florida 33579
F. G. Berlin, Jr.	Vice-President	2439 Bee Ridge Road Sarasota, Florida 33579
Sharon Long	Secretary	2439 Bee Ridge Road Sarasota, Florida 33579

ARTICLE VII

SUBSCRIBERS

The subscribers to these Articles of Incorporation are the following Directors whose post office addresses are more particularly set forth in Article V above:

- Richard Gilliland
- F. G. Berlin, Jr.
- Sharon Long

ARTICLE VIII

BYLAWS

The original Bylaws shall be adopted by the first Board of Directors and thereafter may be altered, amended or rescinded by the members in the manner provided by such Bylaws.

ARTICLE IX

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 involved, by reason of his being or having been a Director or Officer



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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.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered, amended or repealed in the following manner: notice of the subject matter of a proposed amendment shall be included in the notice of any meeting in which proposed amendment is considered.

A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering amendment may express their approval in writing, providing such approval as delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

A. Such approvals must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors and by not less than seventy-five percent (75%) of the votes of the entire membership of the Association; or

B. By not less than eighty percent (80%) of the votes of the entire membership of the Association. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without

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approval in writing of all members of the Association. Provided further that no amendment affecting the Developer, Saddle Valley Ranches, Inc., or its successors or assigns shall be effective without the prior written consent of Developer, or its successors or assigns.

ARTICLE XI

TERM

The term of the Association shall be perpetual.

ARTICLE XII

RESIDENT AGENT

Saddle Creek Owners Association does hereby appoint F. G. Berlin, Jr., one of the subscribers hereto and whose address is hereinabove set forth, as its registered agent and resident agent under the laws of the State of Florida. By affixing his signature hereto, the said F. G. Berlin, Jr., does hereby accept said designation and appointment.

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals this 25<sup>th</sup> day of June, 1979, at Sarasota, Florida.

Richard C. Gilliland  
Richard Gilliland

F. G. Berlin, Jr.  
F. G. Berlin, Jr.

Sharon Long  
Sharon Long

STATE OF FLORIDA     )  
                                  )  
COUNTY OF SARASOTA    )

BEFORE ME, the undersigned authority, personally appeared RICHARD GILLILAND, F. G. BERLIN, JR., and SHARON LONG, who after



SEC. 1325 PS 1189

being duly sworn, acknowledged that they executed the foregoing Articles  
of Incorporation for the purposes expressed in such Articles, the  
25<sup>th</sup> day of June, 1979.

*Bessie B. Daniel*  
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large  
My Commission Expires April 17, 1983  
Created by American Ink & Supply Company

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REC-1325 #1189

being duly sworn, acknowledged that they executed the foregoing Articles  
of Incorporation for the purposes expressed in such Articles, the  
25<sup>th</sup> day of June, 1979.

*Bessie B. Daniel*  
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large  
My Commission Expires April 17, 1983  
Created by American Ink & Supply Company

REC-1325 #1189