

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of VALLEY WOOD HOMEOWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on June 18, 1985, as shown by the records of this office.

The charter number of this corporation is N09804.

*Original
to not
H. W. S.*

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
19th day of June, 1985.



CER-101

George Firestone
Secretary of State

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ARTICLES OF INCORPORATION
OF
VALLEY WOOD HOMEOWNERS ASSOCIATION, INC.

FILED
196 JUN 18 7 00
TALLAHASSEE FLORIDA

The undersigned, all of whom are of legal age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is VALLEY WOOD HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

ADDRESS

The principal office of the Association is located at 2320 U. S. Highway 19 North, Palm Harbor, Florida. 200006 10 0234 05-31-85 2107

ARTICLE III

REGISTERED AGENT

William E. Crenshaw, whose address is 2320 U. S. Highway 19 North, Palm Harbor, Florida, is hereby appointed the initial registered agent of this Association.

07:17
RECORDING
01 00 40 1 33.00
10 CASH TOTAL 1 33.00

THIS INSTRUMENT PREPARED BY A MEMBER OF THE
DONALD R. HALL, ATTORNEY
GOZA and HALL, P.A.
BOX 12208, CLEARWATER, FL 33516-0013



Agency Accepted:

By: William E. Crenshaw
William E. Crenshaw

ARTICLE IV

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:

VALLEY WOOD

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 Pasco 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) contract with a third party for the management of the Property and to delegate to the Contractor all powers and duties of this corporation except such as are specifically required by the Declaration and/or the By-Laws to have the approval of the Board of Directors or the membership of the corporation;

(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 a majority

of the Board of Directors agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit 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 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.

(h) This Association is not a condominium association and is not subject to the Florida Condominium Law (F.S. 718).

ARTICLE V

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 VI

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 (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lots, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to nine (9) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either 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) on December 31, 1995, or
- (c) when the Declarant waives in writing its right to Class B membership.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors initially composed of four (4) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of this Association, but shall never be less than three (3) nor more than nine (9). The Directors shall be divided into three (3) classes: Class A, Class B and Class C. The term of office for all Directors shall be three (3) years, except that the term of office of the initial Class A Director shall expire at the first annual meeting of the members, the term of office of the initial Class B Director shall expire at the annual meeting one (1) year thereafter, and the term of office of the initial Class C Director shall expire at the annual meeting two (2) years thereafter. The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected and qualify, unless they sooner shall die, resign, or are removed, are:

Names

Addresses

CLASS A DIRECTOR

Billy R. Barnes

2320 U.S. Highway 19, North
Palm Harbor, Florida 33563

CLASS B DIRECTOR

William E. Crenshaw

2320 U. S. Highway 19, North
Palm Harbor, Florida 33563

CLASS C DIRECTOR

John M. Fromme	2320 U. S. Highway 19, North Palm Harbor, Florida 33563
Scott Spoerl	2320 U. S. Highway 19, North Palm Harbor, Florida 33563

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the members 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>Names</u>	<u>Addresses</u>
William E. Crenshaw, President	2320 U. S. Highway 19 North Palm Harbor, Florida 33563
Billy R. Barnes, V.P., Secretary & Treasurer	2320 U. S. Highway 19 North Palm Harbor, Florida 33563

ARTICLE IX

BY-LAWS

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

ARTICLE X

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part or to which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred. 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 XI

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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of a majority of the entire membership.

ARTICLE XIV

SUBSCRIBERS

The names and addresses of the subscribers of these Article of Incorporation are as follows:

<u>Names</u>	<u>Addresses</u>
Scott Spoerl	2320 U.S. Highway 19, North Palm Harbor, Florida 33563
William E. Crenshaw	2320 U.S. Highway 19, North Palm Harbor, Florida 33563
Billy R. Barnes	2320 U.S. Highway 19, North Palm Harbor, Florida 33563

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers of this Association, have executed these Articles of Incorporation this 13th day of May, 1985.

Scott Spoerl
Scott Spoerl
William E. Crenshaw
William E. Crenshaw
Billy R. Barnes
Billy R. Barnes

STATE OF FLORIDA
COUNTY OF Pinellas

BEFORE ME, the undersigned authority, personally appeared Scott Spoerl, William E. Crenshaw and Billy R. Barnes, who, after being first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of May, 1985.

Sharon J. Bennett
Notary Public
My Commission Expires:
NOTARY PUBLIC, State of Florida
My Commission Expires April 17th, 1987

LEGAL DESCRIPTION

The undersigned, owner of the lands shown on this plat to be known as VALLEY WOOD UNIT 30, TALL PINES AT RIVER RIDGE, a subdivision of a portion of Section 31, Township 25 South, Range 17 East, Pasco County, Florida, and being more particularly described as follows:

Commence at the East 1/4 corner of said Section 31; thence N 00° 18' 00" E, along the East line of said Northeast 1/4, for 763.71 feet; thence N 89° 42' 00" W, for 609.58 feet to the POINT OF BEGINNING; thence S 57° 39' 07" W, for 44.00 feet; thence S 89° 20' 03" W, for 170.07 feet; thence S 74° 31' 26" W, for 261.50 feet; thence N 08° 16' 35" W, for 145.71 feet; thence S 81° 43' 25" W, for 34.04 feet; thence N 13° 23' 13" W, for 175.13 feet; thence S 76° 36' 47" W, for 99.89 feet to the point of curvature of a curve concave to the Southeast; thence southwesterly along the arc of said curve having a radius of 688.00 feet, a central angle of 16° 51' 56", an arc length of 202.52 feet and a chord bearing S 88° 10' 49" W, for 201.79 feet; thence N 30° 15' 09" W, for 12.00 feet to the point of radial intersection with a curve concave to the Southeast; thence northeasterly along the arc of said curve having a radius of 700.00 feet, a central angle of 16° 51' 56", an arc length of 208.05 feet and a chord bearing N 88° 10' 49" E, for 205.31 feet to the point of tangency; thence N 76° 36' 47" E, for 117.21 feet to the point of curvature of a curve concave to the Northwest; thence northeasterly along the arc of said curve having a radius of 250.00 feet, a central angle of 33° 01' 44", an arc length of 144.12 feet and a chord bearing N 60° 05' 55" E, for 142.13 feet to the point of tangency; thence N 43° 35' 03" E, for 37.09 feet to the point of intersection with a curve concave to the Northeast; thence southeasterly along the arc of said curve having a radius of 325.00 feet, a central angle of 48° 28' 33", an arc length of 275.92 feet and a chord bearing S 73° 42' 08" E, for 267.70 feet to the point of tangency; thence N 81° 58' 37" E, for 178.57 feet; thence S 08° 01' 23" E, for 136.34 feet; thence S 05° 54' 52" E, for 24.87 feet; thence S 57° 39' 07" W, for 108.71 feet to the point of intersection with a curve concave to the Northeast; thence southeasterly along the arc of said curve having a radius of 97.39 feet, a central angle of 09° 24' 47", an arc length of 16.00 feet and a chord bearing S 01° 28' 59" E, for 15.09 feet; thence S 32° 20' 53" E, for 51.69 feet to the POINT OF BEGINNING, and containing 3.98 acres, more or less.

Have caused said land to be divided and subdivided as shown hereon; and do hereby dedicate to the perpetual use of the public and Pasco County, Florida, all easements as shown and depicted hereon; and further do hereby dedicate to the perpetual use of the public and Pasco County, Florida, all lands upon which or within which utility improvements or facilities exist; and further do hereby dedicate to the perpetual use of the public and Pasco County, Florida, all utility improvements and facilities including but not limited to water and sewer lines or pipes, fire hydrants, wells, lift stations, pumping stations, buildings, sewage disposal plants, other utility plants and other appurtenant facilities, lying within or upon the lands depicted on this plat and shown on as-built plans filed with the County for such lands; and further do hereby reserve unto itself, its heirs, successors, assigns and legal representatives, the right to construct, operate and maintain all such dedicated lands, utility improvements or facilities and appurtenances until such time as the operation and maintenance of said lands, improvements, facilities and appurtenances is assumed by Pasco County, Florida; and further do hereby reserve unto itself, its heirs, successors, assigns or legal representatives, including but not limited to the private utility furnishing water and sewer services and appurtenances thereto, the title to any lands or improvements dedicated to the public or to the County if for any reason such dedication shall be either voluntarily or involuntarily vacated, voided or invalidated.

RECORD VERIFIED
FILED
Clerk of Pasco County
By *M. Hernandez*

FILED FOR RECORD
CLK. CIR. CT - PASCO COUNTY, FL
MAY 31 1 35 PM '95

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