

# *Celina Hills Property Owner's Handbook*

## ARTICLES OF INCORPORATION OF CELINA HILLS PROPERTY OWNERS ASSOC., INC.

### ARTICLE I - NAME, ADDRESS AND REGISTERED AGENT

SECTION 1. The name of this Corporation shall be CELINA HILLS PROPERTY OWNER'S ASSOCIATION, INC. For convenience the Corporation shall be referred to in these Articles as the "Association".

SECTION 2. The street address of the principle office of the Association is as periodically designated by the Board of Directors.

### ARTICLE II - PURPOSES AND POWERS

SECTION 1. The purpose of the Association is to provide for maintenance, preservation, and architectural control of the real property herein described in Section 2 below (the "Existing Properties") and any additions thereto or replatted thereof. (The Existing Properties and any additions thereto or replatting thereof may be referred to as the "Properties") and to promote health, safety and welfare of the residents within the Properties.

SECTION 2. The "Properties", as defined in Section 1 above, at present is further described as:

Celina Hills, as recorded in Plat Book 12, pages 30 to 33, inclusive of the Public Records of Citrus County, Florida; Celina Hills as recorded in Plat Book 12, pages 87 to 88, inclusive of the Public Records of Citrus County, Florida.

SECTION 3. The Association shall have the power to:

(a) Exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Restrictive Covenants and Easements for Celina Hills, hereinafter called the "Declaration", applicable to the Properties and recorded or to be recorded in the Public Records of Citrus County, Florida, and as the same may be amended from time to time as therein

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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 and assessments pursuant to the terms of said Declaration, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of business of the Association, including all licenses, taxes or governmental charges imposed or levied against the property of the Association.

(c) Acquire, own, 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 a majority of the 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 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 of each class of members agreeing to such dedication, sale or transfer.

(f) Exercise all the common law and statutory powers of a corporation not-for-profit as established by the State of Florida, provided however, that no action be taken which conflicts with said Declaration.

(g) Make and enforce reasonable rules and regulations governing the use of all common elements, limited of common elements and any property owned by the Association.

(h) Maintain, repair or replace and operate property over which the Association has full ownership or the right or power to maintain, replace, and operate in accordance with these Articles, said Declaration and the By-Laws for this Association.

(i) Reconstruct improvements as required in said Declaration.

(j) Enforce by legal means the provisions of said Declaration.

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## ARTICLE III - NON PROFIT NATURE

The Association shall not exist to be operated for pecuniary profit and no part of the new earnings of the Association or the net assets upon liquidation shall incur to the benefit of any member. The Association may, however, reimburse its members for actual expense incurred for or in behalf of the Association and may pay compensation in a reasonable amount to its members for actual services rendered to the Association as permitted by law.

## ARTICLE IV - MEMBERSHIP

Every person or entity who is a record holder of a fee or undivided fee interest in a lot, as that term is defined in the Declaration, shall be a member of the Association. The foregoing is not intended to include the person or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any such property.

## ARTICLE V - VOTING RIGHTS

Each member shall have the following voting rights:

Each owner of a platted or replatted lot or lots shall be entitled to one (1) vote for each lot owned, notwithstanding any provision to the contrary the Declarant, as defined in the Declaration, shall have the right to vote a majority of the votes cast at any meeting of the members for three (3) years after recording of the Declaration, or until the Declarant waives the right to elect a majority of the Board of Directors by an instrument in writing. When persons other than the Declarant own twenty-five percent (25%) or more of the lots in the Property, they shall be entitled to elect one (1) member to the Board of Directors. Declarant shall have the right to elect one (1) member of the Board of Directors at the Annual Meeting until such time as Declarant no longer holds title to any portion of the Property. When any property entitling the owner to membership as a member of 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 any other manner of joining or common ownership, or if two or more persons or entities have the same fiduciary relationship respecting the same property, the votes for such

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properties shall be exercised they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any property.

## **ARTICLE VI - MEETING OF MEMBERS**

The By-Laws of the Association shall provide for an Annual Meeting of members and may make provisions for regular and special meetings of members other than the Annual Meeting. A quorum of the transaction of business at any meeting of the members shall exist if thirty-five percent (35%) of the total number of members in good standing shall be present at the meeting, in person or by proxy. If the required quorum is not present another meeting may be called and the required quorum shall be seventeen and one-half percent (17.5%) of the members. Provided however, that so long as the Declarant has the right to a majority of the votes at a meeting only the Declarant need be present at a meeting for the election of Directors.

## **ARTICLE VII - CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

## **ARTICLE VIII - BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or rescinded in the manner provided by the By-Laws.

## **ARTICLE IX - AMENDMENTS**

SECTION 1. Amendments to these Articles of Incorporation may be made by a majority of the Board of Directors.

SECTION 2. No amendment may be made to the Articles of Incorporation which shall in any manner reduce, amend, defeat or modify the provisions and obligations set forth in the Declaration.

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SECTION 3. A copy of each Amendment shall be certified by the Secretary of the Association and filed of record.

SECTION 4. Notwithstanding the foregoing provisions of this Article, no amendment to these Articles of Incorporation which shall abridge, amend or alter the rights of the Declarant, including the right to designate and select members of the initial Board as provided herein, may be adopted or become effective without the prior written consent of the Declarant.

## **ARTICLE X - SUBSCRIBERS**

The name and address of the Subscribers are:

Scott Stevens.....2416 N. Essex Avenue, Hernando, Fl 32642  
John Pastor.....2416 N. Essex Avenue, Hernando, Fl 32642  
Sherry Griffin.....2416 N. Essex Avenue, Hernando, Fl 32642

## **ARTICLE XI - BOARD OF DIRECTORS**

SECTION 1. INITIAL BOARD. The number of directors serving on the Initial Board shall be three (3). Notwithstanding any provisions contained in these By-Laws, at no time shall the number of Directors fall below three (3).

SECTION 2. INITIAL DIRECTORS. The names and addresses of those persons who are to serve on the first Board of Directors are as follows:

Scott Stevens, President.....2416 N. Essex Avenue, Hernando, Fl 32642  
John Pastor, Treasurer.....2416 N. Essex Avenue, Hernando, Fl 32642  
Sherry Griffin, Secretary.....2416 N. Essex Avenue, Hernando, Fl 32642