

ARTICLES OF INCORPORATION
OF THE
OWNERS COUNCIL OF SPRUCE CREEK SOUTH, INC.
(A Corporation Not-for-Profit)

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit as allowed by Chapter 617 of the Florida Statutes. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

**ARTICLE I-NAME AND PRINCIPAL
PLACE OF BUSINESS OF THE CORPORATION**

The name of this corporation, hereinafter called the "Council", shall be OWNERS COUNCIL OF SPRUCE CREEK SOUTH, INC. Its initial principal office and place of business shall be at _____ Ocala, FL. 3_____. The Board of Directors of the Council may from time to time move the principal office of the Council to any other address in the State of Florida.

ARTICLE II- PURPOSE

The purpose for which the Council is organized is to provide an entity to be the primary interface between the individual recorded subdivisions ("Subdivisions") in Spruce Creek South, a single-family residential community in Marion County, Florida and their parcel owners and occupants ("Spruce Creek South") and Spruce Creek Golf LLC, a Florida limited liability company ("Developer") and its designated management company for the operation and exclusive use of the appurtenances and common areas within Spruce Creek South ("appurtenances and common areas") and to promote the health, welfare, common good and betterment of Spruce Creek South parcel owners and occupants pursuant to the Twentieth Amended Declaration of Protective Deed Restrictions and Covenants for Spruce Creek South ("Restrictions and Covenants") and Supplemental Declaration of Covenants for the Owners Counsel of Spruce Creek South ("Supplemental Declaration").

ARTICLE III - POWERS

The powers of the Council shall include and be governed by the following provisions:

3.1 The Council shall have all of the common law and statutory powers of a corporation not for profit under Florida law, not in conflict with the terms of these Articles of Incorporation.

3.2 The Council shall have all of the powers and duties set forth in Section 617.0302, Florida Statutes, the Restrictions and Covenants, the Supplemental Declaration, and these Articles of Incorporation. In the event of a conflict between

these powers and Chapter 617, these Articles shall prevail.

3.3 The powers of the Council shall be subject to and shall be exercised in accordance with the provisions of the Restriction and Covenants, the Supplemental Covenants, and the Bylaws.

3.4 Notwithstanding anything herein to the contrary, the Council shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(7) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereinafter amended from time to time.

3.5 This Section shall not be construed to give the Council any powers not authorized by Section 617.0302, Florida Statutes.

ARTICLE IV – MEMBERSHIP

The members of the Council shall consist of all of the parcel owner in Spruce Creek South and one individual designated by the Developer.

ARTICLE V - TERM OF EXISTENCE

Existence of the Council shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Council shall have perpetual existence.

ARTICLE VI - NAMES AND RESIDENCES OF SUBSCRIBERS

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

<u>Name</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____
_____	_____

ARTICLE VI - OFFICERS

6.1 The officers of the Council shall consist of a President, a Vice-

President, Secretary, Treasurer, and any assistants to such officers as the Board of Directors may deem appropriate from time to time.

6.2 The names of the officers who are to serve until the first election are:

Title	Name	Address
President	_____	_____ _____
Vice President	_____	_____ _____
Secretary	_____	_____ _____
Treasurer	_____	_____ _____

ARTICLE VII – BOARD OF DIRECTORS

7.1 The affairs of the Council shall be managed by a Board of Directors which shall consist of ten (10) members of the Council who are parcel owners plus the one director designated by the Developer.

7.2 Eight directors elected by the members shall be elected from designated zones designated in the Bylaws and two directors shall be elected at-large. Directors shall be elected to 2-year terms and shall be limited to three consecutive two-year terms. The initial directors from the even numbered zones and the director elected from at-large seat number 10 shall serve for a term of one year.

7.3 The election for vacancies of Council directors shall be held at the annual meeting of the members of the Spruce Creek South Subdivision in the manner provided by the Bylaws.

ARTICLE VIII - BYLAWS

The Bylaws of the Council are to be made or approved by the Board of Directors initially and thereafter may be amended, altered, modified, or rescinded by the action or approval of the Board of Directors of the Council. The manner of altering, modifying, amending, or rescinding the Bylaws shall be provided for in the Bylaws.

ARTICLE IX - AMENDMENTS TO THESE ARTICLES

9.1 Amendments to these Articles of Incorporation shall be proposed to the membership of the board of directors of the Council in writing. A two-thirds affirmative vote of the board of directors of the Council and the approval of the Developer shall be necessary to amend these Articles of Incorporation.

9.2 No amendment shall make any change in the qualifications for membership without an affirmative vote of at least a majority of the parcel owners of Spruce Creek South. No amendment shall be made that is in conflict with the Restriction and Covenants or the Supplemental Declaration.

ARTICLE X – MEMBER VOTING

10.1 Each parcel owner in Spruce Creek South shall have one (1) vote. All votes may be exercised or cast in such manner as may be provided in the Bylaws of the Council.

10.2 Votes may be cast either in person or by proxy. No power of attorney may be used for purposes of voting. All proxies must be in writing and filed with the Secretary before the convening for each meeting. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof.

ARTICLE XI - ADDITIONAL PROVISIONS

11.1 No officer, director or member shall be personally liable for any debt or other obligation of the Council.

11.2 The Council shall not be operated for profit. No dividend shall be paid, and no part of the income of the Council shall be distributed to its members, directors, officers or members.

11.3 Where the context of these Articles permits, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

11.4 Every member of the Board of Directors and every officer of the Council shall be indemnified by the Council against all expenses and liabilities, including attorney's fees reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being, or having been, a member of the Board of Directors, or officer of the Council except in such cases wherein the director, or officer is adjudged guilty of willful misfeasance of malfeasance in the performance of his or her duties, whether or not he or she is a member of the Board of Directors or officer at the time such expenses are incurred.

ARTICLE XII - SEVERABILITY

Should any paragraph, sentence, phrase, or portion thereof, of any provision of

these Articles or of the Bylaws or rules and regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

ARTICLE XIII - APPOINTMENT OF INITIAL AGENT FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, _____, is appointed agent for service of process upon the **OWNERS COUNCIL OF SPRUCE CREEK SOUTH, INC.**

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this _____ day of _____, 2023.

WITNESSES:

(NAME)

(NAME)

WITNESSES:

(NAME)

(NAME)

WITNESSES:

(NAME)

(NAME)

WITNESSES:

(NAME)

(NAME)

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me by their Physical Presence: OR Online Notarization: this _____ day of _____, 2023, by _____ who is personally known to me or produced _____ as identification.

WITNESS my hand and seal the day and year last above written.

Notary Public

My commission expires:

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me by their Physical Presence: OR Online Notarization: this _____ day of _____, 2023, by _____ who is personally known to me or produced _____ as identification.

WITNESS my hand and seal the day and year last above written.

Notary Public

My commission expires:

DRAFT

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me by their Physical Presence: OR Online Notarization: this _____ day of _____, 2023, by _____ who is personally known to me or produced _____ as identification.

WITNESS my hand and seal the day and year last above written.

Notary Public

My commission expires:

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me by their Physical Presence: OR Online Notarization: this _____ day of _____, 2023, by _____ who is personally known to me or produced _____ as identification.

WITNESS my hand and seal the day and year last above written.

Notary Public

My commission expires:

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 48.091 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

OWNERS COUNCIL OF SPRUCE CREEK SOUTH, INC.

2. The name and address of the registered agent and office is:

Ocala, Florida _____

SIGNATURE: _____

(corporate seal)

TITLE: _____

DATE: _____

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

DATE: _____

REGISTERED AGENT FILING FEE: \$35.00