

OAK RUN HOMEOWNERS ASSOCIATION
ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION

State of Florida, Department of State

Document number of this Corporation is N12275

In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, 1982, as amended, and do hereby certify

ARTICLE I - Name

The name of the Corporation is Oak Run Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II - Registered Agent

The name of the Registered Agent is LEO J. DOUCETTE and the Registered Office is 8865 S. W. 104th Lane, Ocala, Florida 32676.

ARTICLE III - Definitions

All definitions in the Declaration of Covenants and Restrictions of Oak Run (the "Declaration") to which these Articles are attached as Exhibit "B", and recorded in the Public Records of Marion County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV - Purpose and Definitions

Section 1 - Purpose - The primary purpose of this Association is to create an entity to organize the recreational, social and cultural activities desired by the Owners of Homesites within the Oak Run development, more particularly described as recorded in the Public Records of Marion County, Florida and to provide a forum for discussion and communication among the Members and management of Oak Run in matters, pertinent to the Owners.

Section 2 - Nonprofit Character of Association - The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The Association shall make no distributions of income to its Members, Directors or Officers.

Section 3 - Definitions. - "Developer" shall mean Development & Construction Corporation of America, Inc., and its successors in interest or assigns of all or, at the election of the "Developer", substantially all of its interest in The Properties.

ARTICLE V - Powers (Amended 2-18-1989)

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association including the following:

- a. To meet for the purposes of ascertaining the social, recreational and cultural activities in which its membership is interested in participating.
- b. To approve and schedule events that meet with the rules and regulations of the recreational facilities, as established pursuant to the Declaration.
- c. To provide for the election of Neighborhood Representatives as provided in the By- laws of the Association for the purpose of eliciting the desires of the membership for social, recreational and cultural activities and communicating those desires to the Directors.
- d. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as recorded in the Public Records of Marion 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.

**OAK RUN HOMEOWNERS ASSOCIATION
ARTICLES OF INCORPORATION**

- e. To promulgate or enforce rules, regulations, By-Laws, covenants, restrictions or agreements to effectuate all of the purposes for which Oak Run and the Association is organized.
- f. To have and to exercise any and all power, rights and privileges which a nonprofit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

ARTICLE VI - Membership

Developer and every Owner of a Homesite as defined in the Declaration shall be a member of the Association. Except for Developer, membership shall be appurtenant to and may not be separated from ownership of any Homesite. All Members agree to be bound by the terms and provisions of these Articles of Incorporation and such By-Laws and operating procedures as may be promulgated by the Association from time to time.

ARTICLE VII - Voting Rights (Amended 2-18-1989)

The voting rights in the Association shall be as follows:

All Owners of a Homesite shall be entitled to one vote for each Homesite owned. When more than one person holds an interest in any Homesite all such persons shall be members, but in no event shall more than one vote be cast with respect to any Homesite.

In the event all of the Owners of a Homesite cannot agree on any vote, no vote shall be cast for such Homesite, provided, however, that the Association may conclusively rely on the vote cast by any of the Owners of a Homesite as being authorized by all such Owners unless that Association has been notified in writing to the contrary by one of such Owners. Notwithstanding the foregoing, the Developer shall control the Association and cast the only vote on any matter pertaining to the Association until such time as it shall, by amendment to these Articles of Incorporation filed with the Secretary of State of Florida, transfer and on and after such assignment by Developer, Developer as Developer, and whether or not Developer has any other vote by virtue of owning a Homesite, shall have the right to name, appoint and remove one member of the Board of Directors and, from time to time, the successor to such member.

ARTICLE VIII - Board of Directors (Amended 11-13-1996)

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three nor more than twelve persons who need not be Members of the Association. The first Board shall consist of three Directors. Thereafter, the number of Directors may be increased to a maximum of twelve by a majority vote of the Board of Directors.

The first elections of Directors shall be held within thirty days after January 1, 1986, as provided in Articles VII hereof, at a meeting of the Members called for that purpose. Three Directors shall be elected at this first election, one for the term of one year, one for the term of two years, and one for a term of three years. Said Board shall also determine the term for each new directorship so created. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of three years. At the expiration of any term, any Director may be re-elected for one additional consecutive term. The Directors shall be elected by the vote of a majority of the Members entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

**OAK RUN HOMEOWNERS ASSOCIATION
ARTICLES OF INCORPORATION**

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

Name:	Address:
Kulbir Ghumman	8865 S.W. 104th Lane, Ocala, Florida 32676
Leo J. Doucette	8865 S.W. 104th Lane, Ocala, Florida 32676
Karl N. Bietau	8865 S.W. 104th Lane, Ocala, Florida 32676

ARTICLE IX - Dissolution

In the event of the dissolution of the Association, 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 acceptance of such dedication is refused, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be used for such similar purposes. Provided, however, that Marion County is not obligated to accept any dedication of roads or other common areas unless formally accepted by resolution of the Board of County Commissioners.

ARTICLE X - Duration

The corporation shall exist perpetually.

ARTICLE XI - Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Notice of Amendment

Notice of the subject matter if a proposed amendment shall be included in the written notice of any meeting at which a proposed amendment is considered.

Adoption of Resolution

A resolution for the subject of a proposed amendment may be proposed either by the Board of Directors or by twenty-five percent of the Members of the Association entitled to vote thereon.

Adoption of Amendment

Adoption of the amendment will require the affirmative vote of two-thirds of the Members entitled to vote thereon.

ARTICLE XII - Subscribers

Karl E. Bietau, Leo J. Doucette and Donna Shanley are the subscribers and incorporators to these Articles of Incorporation and their street addresses are the same as listed in Articles VIII and XIII hereof.

ARTICLE XIII Offices (Amended 11-13-1996)

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	Kulbir Ghumman	8865 S.W. 104th Lane, Ocala, Florida 32676
Vice President	Herbert Von Kluge	8865 S.W. 104th Lane, Ocala, Florida 32676
Treasurer	Leo J. Doucette	8865 S.W. 104th Lane, Ocala, Florida 32676
Secretary	Donna Shanley	8865 S.W. 104th Lane, Ocala, Florida 32676

**OAK RUN HOMEOWNERS ASSOCIATION
ARTICLES OF INCORPORATION**

ARTICLE XIV - By-Laws (Amended 11-13-1996)

The original By-Laws of the Association shall be adopted by a majority vote of the Directors. Thereafter, the By-Laws of the Association may be amended, altered or rescinded at a regular or special meeting of the Members by the majority vote of the Members otherwise entitled to vote thereon at a meeting at which a majority of the Members entitled to vote are present. Any amendments to the By-Laws shall be binding on all Members of the Association.

ARTICLE XV - Indemnification of Officers and Directors

The Association shall and does hereby indemnify and hold harmless Developer and every Director and every officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or officer may be entitled.

ARTICLE XVI - Transactions in Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization including without limitation, the Developer, or an affiliate of the Developer, or a corporation in which one or more of its officers or directors are officers or Directors of this Association shall be invalid, void, or voidable solely for this reason, or solely because the officer or Director is present at, or participates in, meetings of the Board or committee thereof said officer's or Director's votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that said Director or officer may be interested in any such contract or transaction. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers and incorporators of this Association, have executed these Articles of Incorporation this 22ND day of November, 1985.

Signatures of the following:

Leo J Doucette

Karl E. Bietau

Donna Shanley

STATE OF FLORIDA

) SS:

COUNTY OF MARION)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared LEO J. DOUCETTE, KARL E. BIETAU, and DONNA SHANLEY to me known to be the persons described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this 22 day of November, 1985.

(Signature of) Carol D. Rotella

NOTARY PUBLIC

My Commission Expires: (not legible)

OAK RUN HOMEOWNERS ASSOCIATION
ARTICLES OF INCORPORATION

I HEREBY ACCEPT MY DESIGNATION AS REGISTERED AGENT.

(Signature of) LEO J. DOUCETTE

Sworn to and subscribed before me this 22 d1;1y of November, 1985. (Signature

of) Carol D. Rotella

NOTARY PUBLIC

My Commission Expires: (not legible)

AMENDMENTS to ARTICLES OF INCORPORATION

FIRST AMENDMENT to

ARTICLES OF INCORPORATION of
OAK RUN HOMEOWNERS ASSOCIATION,
INC.

(A Corporation Not for Profit)

In compliance with the laws of the State of Florida and the Articles of Incorporation and bylaws of OAK RUN HOMEOWNERS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation thereof are hereby amended as follows:

ITEM I

Pursuant to and in amendment of Article VII, DEVELOPMENT AND CONSTRUCTION CORPORATION OF AMERICA, referred to as Developer in said Articles of Incorporation, hereby transfers and assigns to the other members of the Association all voting right in the Association. Developer shall continue to have one vote for each homesite which it may own, and is shall continue to be a non-voting member of the Association on and after such time as it may name, appoint and remove one member of the Board of Directors and from time to time the successor to such member.

This amendment is intended only to transfer the special voting rights of the Developer to the other members as previously provided in Article VII and is not intended and does not affect any other right, privilege, power or authority of the Developer under these Articles of Incorporation, or the Declaration, as the same presently exist or may be amended from time to time, and the such rights, powers, privileges and authority are hereby ratified and confirmed in all other respects.

The articles of Incorporation may not be amended to terminate, amend, modify, limit or restrict the foregoing rights, privileges, powers or authority of the Developer described above.

ITEM II

Paragraph e of Article V is amended by deleting the period at the end thereof and adding thereon the following:

", pursuant to such authority as is vested in the Association and the Declaration."

This amendment was adopted by the members of the corporation authorized to vote thereon and by the Board of Directors of the corporation on February 18, 1987.

STATE OF FLORIDA)

COUNTY OF MARION)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Harold E. Brown and Mary Shuber well known to me to be the President and Secretary of the corporation named above and that they severally acknowledged executing the same freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of February, 1989.

NOTARY PUBLIC signature and stamp (not legible)

OAK RUN HOMEOWNERS ASSOCIATION
ARTICLES OF INCORPORATION

JOINDER AND AGREEMENT

DEVELOPMENT AND CONSTRUCTION CORPORATION OF AMERICA hereby joins in the execution of this First Amendment to the Articles of Incorporation of Oak Run Homeowners Association, Inc. for the purposes of evidencing its joinder in and approval and agreement to said First Amendment, this 18th day of February, 1989.

DEVELOPMENT AND CONTRACTION
CORPORATION OF AMERICA

By: signature of Kulbir Ghuman - President

Attested: signature (not legible maybe Shanley) - Secretary

STATE OF FLORIDA)
COUNTY OF MARION)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Kulbir Ghuman and (not legible) well known to me to be the President and Secretary of the corporation named above and that they severally acknowledged executing the same freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of February, 1989.

NOTARY PUBLIC signature and stamp
(not legible)

ARTICLES OF AMENDMENT to
ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

OAK RUN HOMEOWNERS ASSOCIATION, INC. (A Corporation Not For Profit.) OCALA,
MARION COUNTY, FLORIDA CHARTER NUMBER N12275

SECOND: The following amendment(s) to the articles of incorporation were adopted by the corporation:

SECOND AMENDMENT

ITEM ONE: Directors term of office was changed from three (3) years to a two (2) year term.

ITEM TWO: The Directors shall be elected by a majority of the popular votes cast at a meeting at which the Members entitled to vote are present.

The attached page number three (3) incorporate the above cited amendments into the "ARTICLES OF INCORPORATION."

THIRD: The amendment(s) were adopted by the Board of ORHA on the 16th day of January, 1991.

FOURTH: The above amendment(s) was (were) approved by a majority of the members of the corporation on the 14th day of January 1991.

Dated May 28th, 1991

Corporation Name OAK RUN HOMEOWNERS ASSOCIATION

By James P. Hart, President

By Terry Orlando

Secretary Signature of James P. Hart

OAK RUN HOMEOWNERS ASSOCIATION
ARTICLES OF INCORPORATION

STATE OF FLORIDA
COUNTY OF MARION

Before me, the undersigned authority, personally applied James P. Hart, to me well known to be the person(s) who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 day of May, 1991. Notary Public and seal (not legible)

ARTICLE OF AMENDMENT to
ARTICLES OF INCORPORATION of
OAK RUN HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not-for-profit)
(Amending Second Amendment)

Pursuant to the provision of chapter 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments(s) adopted:

SECOND AMENDMENT:

Article VIII, Item 1, 2nd par. Fourth and sixth sentences only. The Directors shall be elected by receiving the greatest number of votes from the members entitled to vote at a meeting designated for such purpose and that the term of office shall be for two years. At the expiration of any term, any Director may be reelected for one consecutive term. (This corrects errors in wording of this amendment filed May 28, 1991.

SECOND: The date of adoption of the amendment(s) was: Date of original adoption was Jan. 14, 1991.

THRID: Adoption of Amendment

The amendment(s) was (were) adopted by the members and the numbers of votes cast for the amendment was sufficient for approval.

OAK RUN HOMEOWNERS ASSOCIATION, INC.

Corporation Name

(Signature of) Nancy Weiss President March 10, 1991.

OAK RUN HOMEOWNERS ASSOCIATION
ARTICLES OF INCORPORATION

ARTICLES OF AMENDMENT to
ARTICLES OF INCORPORATION of
OAK RUN HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:
THIRD AMENDMENT

Article VIII - Para. 2, 4th sentence

The Directors shall be elected by receiving the greatest number of votes cast by the homesites at an election held for such purpose, and the term of office shall be for two years.

Article VIII - Para. 2, 6th sentence

At the expiration of a term, any Director may be reelected for one consecutive term, but no person shall serve more than two terms consecutively without at least a 2-year break in service.

Article XIII - Para. 1 replaced

The Board of Directors shall elect from among the Members of the Board the President and as many Vice Presidents as the Board of Directors shall from time to time determine, and shall appoint other officers, including the Secretary and Treasurer, as may be required.

Article XIV - Second sentence

Thereafter, the By-Laws of the Association may be amended, altered or rescinded by affirmative vote of the majority of the homesites.

SECOND: The date of adoption of the amendment(s) was: November 13, 1996

THIRD: The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

(Signature of) Wendell Kellogg, President December 2, 1996

State of Florida

Department of State

Document number of this corporation is N12275