

ARTICLES OF INCORPORATION
OF
SUNRISE COMMUNITY ASSOCIATION, INC.
a corporation not for profit

FILED
JAN 8 1 37 PM '14
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby make, subscribe, acknowledge, and file the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this Corporation is SUNRISE COMMUNITY ASSOCIATION, INC. (the "Association").

ARTICLE TWO

PURPOSES AND POWERS

This Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purposes for which it is formed are:

To promote the health, safety, and welfare of the residents within SUNRISE, a planned unit development in Alachua County, Florida, to be platted in stages upon the real property situate in Alachua County, Florida, to-wit:

North Half of the Southeast Quarter (N 1/2 of SE 1/4) and the East half of the Southwest Quarter (E 1/2 of SW 1/4) of Section 8, Township 10 South, Range 19 East, containing 160 acres more or less, excepting therefrom that portion thereof lying in the right-of-way of County Road S. W. 29 as now established.

and such additions thereto as may hereafter be brought within the jurisdiction of this corporation by annexation as provided in Article Six

herein, hereinafter referred to as "The Properties", and 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, Restrictions, Easements, and Conditions, hereinafter called the "Declaration", applicable to The Properties and recorded or to be recorded in the office of the Clerk of the Circuit Court of Alachua 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) Own, lease, acquire, build, operate, and maintain roads, recreation parks, playgrounds, tennis courts, commons, streets, footways, including buildings, structures, personal properties incident thereto, hereinafter referred to as "the common properties and facilities";

(e) Supplement municipal services;

(f) Enforce any and all covenants, restrictions and agreements applicable to The Properties;

(g) Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties; and

(h) Perform all acts and exercise all powers that are granted to corporations not for profit under the laws of the State of Florida.

ARTICLE THREE

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 this Corporation shall be a member of this Corporation, including contract sellers, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. Wherever referred to herein the word "Lot" shall mean and refer to any plot of land as shown, designated and further identified by number upon any recorded subdivision plot of The Properties but shall not include common areas, community facilities, or dedicated roads. The membership of any person or entity shall be automatically terminated upon such person or entity being divested of such person's or entity's title to or interest in a Lot.

ARTICLE FOUR

VOTING RIGHTS

This Corporation shall have two classes of voting membership:

Class A. Class A members shall be all those owners as defined in Article Three (with the exception of the Declarant so long as there shall be a Class B member as hereinafter provided). Wherever referred to herein the word "Declarant" shall mean and refer to Emer Development Corp., a Florida corporation, and, to the extent that the rights and interests and/or exemptions of Emer Development Corp. shall be specifically assigned, its successors and assigns. Class A members shall be entitled to one vote for each lot in which they hold the interests required for membership by Article Three. When more than one person holds such interest or interests in any lot, all

such persons shall be members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

Class B. Class B members shall be the Declarant. The Class B member shall be entitled to ten (10) votes for each Lot in which it holds the interest required for membership by Article Three, provided that the Class B membership shall cease and become converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

(a) 30 days following the date upon which the total votes outstanding in the Class A membership equal at least 260; or

(b) January 1, 1990; or

(c) Upon the surrender of the Class B membership by written declaration of all the then holders thereof for cancellation on the books and records of Corporation.

From and after the happening of these events, whichever occurs earlier, the Class B member shall be deemed to be a Class A member entitled to one vote for each Lot in which it holds the interests required for membership under Article Three.

ARTICLE FIVE

BOARD OF DIRECTORS: SELECTION; TERMS OF OFFICE

The affairs of this Corporation shall be managed by a Board of five Directors, who need not be members of this Corporation. The Directors shall be classified with respect to the time for which they shall severally hold office, by dividing them into five classes, to be known as Classes "A", "B", "C", "D", and "E". Of the Directors first chosen, the Class A Director shall hold office until the first annual meeting; the Class B Director shall hold office until the second annual

meeting; the Class C Director shall hold office until the third annual meeting; the Class D Director shall hold office until the fourth annual meeting, and the Class E Director shall hold office until the fifth annual meeting of the members. Annual meetings of the members shall be held on the second Tuesday in August of each year with the first such meeting being held August 12, 1975. At each annual election, the successor to the Class of Director whose term shall expire in that year shall be elected to hold office for the term of five years, so that the term of office of one Class of Directors shall expire in each year. The initial members of the Board of Directors and their respective Classes are set forth in Article Sixteen.

ARTICLE SIX

ADDITIONS TO PROPERTIES AND MEMBERSHIP

Additions to The Properties may be made only in accordance with the provisions of the recorded covenants and restrictions applicable to The Properties. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties, and membership of this Corporation to such properties. Where the applicable covenants require that certain additions be approved by this Corporation, such approval must have the assent of two-thirds of each class of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE SEVEN

MERGERS AND CONSOLIDATIONS

Subject to the provisions of the recorded covenants and restrictions applicable to The Properties described in Article Two, and to the extent permitted by law, the Corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds of each class of the members who are

voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE EIGHT

MORTGAGES; OTHER INDEBTEDNESS

This Corporation shall have the power to mortgage its properties only to the extent authorized under the recorded covenants and restrictions applicable to said properties.

The total debts of the Corporation including the principal amount of such mortgages, outstanding at any time, shall not exceed the total of three (3) years' assessments current at that time, provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of two-thirds of each class of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE NINE

QUORUM FOR ANY ACTION GOVERNED BY ARTICLES SIX, SEVEN AND EIGHT OF THESE ARTICLES

The quorum required for any action governed by Articles Six, Seven and Eight of these Articles shall be as follows:

At the first meeting duly called as provided therein, the presence of members, or of proxies, entitled to cast sixty (60) percent of all of the votes of the membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements set forth in said Articles, and the required quorum at any subsequent meeting shall be one-half of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following such preceding meeting.

ARTICLE TEN

DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION
TO PUBLIC AGENCY OR UTILITY

The Corporation shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

ARTICLE ELEVEN

DURATION

This Corporation shall exist perpetually.

ARTICLE TWELVE

DISSOLUTION

This Corporation may be dissolved only with the assent given in writing and signed by the members entitled to cast two-thirds of all the votes of the membership. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consonant with Article Thirteen hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken.

ARTICLE THIRTEEN

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No such disposition of Corporation properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to The Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE FOURTEEN

AMENDMENTS

These Articles may be amended by the affirmative vote of 75% of the entire membership at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting, provided that the voting and quorum requirements specified for any action under any provisions of these Articles shall apply also to any amendment of such provisions; and provided that no amendment shall be effective to impair or dilute any rights of members that are governed by the recorded covenants and restrictions applicable to The Properties (as, for example, membership and voting rights) which are part of the property interests created thereby.

ARTICLE FIFTEEN

THE SUBSCRIBERS

The name and residence of each subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Residence</u>
Philip I. Emmer	2801 N.W. 21st Avenue Gainesville, Florida 32605
J. M. Smith	4410 N.W. 20th Place Gainesville, Florida 32605
F. A. McGee	111 N.W. 79th Drive Gainesville, Florida 32601

ARTICLE SIXTEEN

INITIAL DIRECTORS

The names, addresses and Class of those persons who are to serve as Directors until their successors are chosen as provided in Article Six are:

<u>Name</u>	<u>Class</u>	<u>Residence</u>
Ronald Y. Schram	1yr A	4137 N.W. 33rd Place Gainesville, Florida 32601
J. M. Smith	2yr B	4410 N.W. 20th Place Gainesville, Florida 32605
F. A. McGee	3yr C	111 N.W. 79th Drive Gainesville, Florida 32601

Barbara L. Emer 4yr D 2801 N.W. 21st Avenue
Gainesville, Florida 32605

Philip I. Emer 5yr E 2801 N.W. 21st Avenue
Gainesville, Florida 32605

ARTICLE SEVENTEEN

OFFICERS

The affairs of this Corporation shall be administered by the officers of this Corporation. The officers of this Corporation shall be President, Vice President, Secretary, and Treasurer, and such other officer as may be provided in the By-Laws. The President and Vice President shall be members of the Board of Directors but no other officer need be a Director. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors following the first annual meeting of the members of the Association are:

<u>Office</u>	<u>Name</u>	<u>Residence</u>
President	Philip I. Emer	2801 N.W. 21st Avenue Gainesville, Florida 32605
Vice President	J. M. Smith	4410 N.W. 20th Place Gainesville, Florida 32605
Secretary	Ronald Y. Schram	4137 N.W. 33rd Place Gainesville, Florida 32601
Treasurer	F. A. McGee	111 N.W. 79th Drive Gainesville, Florida 32601

ARTICLE EIGHTEEN

BY-LAWS

The initial Board of Directors of the Corporation shall establish By-Laws for the conduct of its affairs and the carrying out of its purposes.

The By-Laws may be amended, altered or rescinded upon the proposal of a majority of the Board of Directors and when approved by affirmative vote of two-thirds of each Class of members who are voting in person or by proxy at a meeting duly called for such purpose; written notice of such meeting of members shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE NINETEEN

INDEMNITY

Every Director and every other 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 proceedings 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 of the Association, 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 willful misfeasance or malfeasance in the performance of his duties. 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 TWENTY

REMOVAL OF DIRECTORS OR OFFICERS


Any one or more of the officers or Directors may be removed either with or without cause at any time by the affirmative vote of two-thirds of all the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

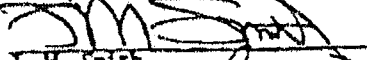
ARTICLE TWENTY-ONE

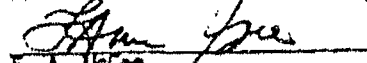
REGISTERED OFFICE

The address of the initial registered office of the Corporation is 2801 S.W. Archer Road, Gainesville, Florida 32608.

WITNESS our hands and seals, this 6th day of January, 1975


Phillip J. Eumer (SEAL)


J. M. Smith (SEAL)


F. A. McGee (SEAL)