

# State of Florida



Department of State

*I certify that the attached is a true and correct copy of the Articles  
of Incorporation of*

LAKES ESTATES HOMEOWNERS ASSOCIATION, INC.

*a corporation organized under the Laws of the State of Florida,  
filed on May 30, 1985.*

*The charter number for this corporation is N09479.*

A NON-PROFIT ORGANIZATION.



Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
30th day of May 1985.

A handwritten signature in cursive script, appearing to read "George Firestone".

George Firestone  
Secretary of State

ARTICLES OF INCORPORATION  
OF THE

LAKES ESTATES HOMEOWNERS ASSOCIATION, INC.

109479

FILED  
SERIALIZED  
MAY 20 1963  
CLERK OF DISTRICT COURT  
SARASOTA, FLORIDA

In order to form a corporation not-for-profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned hereby incorporates this corporation not-for-profit for the purposes and with the powers hereinafter set forth and to that end we do, by these Articles of Incorporation, certify the following:

ARTICLE I

EXPLANATION OF TERMINOLGY

A. The terms used herein which are defined in the Declaration of Protective Covenants, Conditions, and Restrictions for the Lakes Estates of Sarasota (the "Declaration") shall be used herein with the same meanings as defined in said Declaration.

B. "Lakes Estates Association" as used herein shall mean the Lakes Estates Homeowners Association, Inc., a Florida corporation not-for-profit, the corporation formed by these Articles, its successors or assigns.

ARTICLE II

NAME

The name of this not-for-profit corporation shall be LAKES ESTATES HOMEOWNERS ASSOCIATION, INC., whose present address is One Beach Drive, Suite 201M, St. Petersburg, Florida 33701.

ARTICLE III

PURPOSES

The Lakes Estates Association is not a condominium association under Chapter 718, Florida Statutes, or otherwise. The purpose for which the Lakes Estates Association is organized is to operate and maintain and own (when conveyed by Developer) the Lakes Estates Common Areas in accordance with and pursuant to the Declaration and to fulfill those obligations with regard to the Lots as set forth and in accordance with and pursuant to the Declaration. Further, the Lakes Estates Association shall own any portion of the Lakes Estates Common Areas conveyed to it by Developer.

ARTICLE IV

POWERS

The powers of the Lakes Estates Association shall include and be governed by the following provisions:

A. The Lakes Estates Association shall have all of the common law and statutory powers of a corporation not-for-profit.

B. The Lakes Estates Association shall have all of the powers reasonably necessary to implement its purposes including, but not limited to, the following:

1. To do all of the acts required to be performed by it in accordance with the Declaration.

2. To make, establish and enforce rules and regulations governing the use of the Lakes Estates Common Areas consistent with the Declaration.

3. To make, levy, collect, and enforce assessments for the purpose of obtaining funds from its Members to pay for the Operating Expenses of the Lakes Estates Association and costs of collection and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.
4. To make, levy, collect, and enforce the payment of the Lakes Estates Association's share of Maintenance Expenses of the Maintenance Association in the manner provided in the Lakes Estates Documents.
5. To maintain, repair, replace and operate the Lakes Estates Common Areas in accordance with those governmental regulations which are applicable to the Declaration.
6. To enforce by legal means the obligations of the Members of the Lakes Estates Association or the provisions of the Declaration.
7. To contract for professional management (the "Manager" which may be an individual, corporation, partnership or other entity) and to delegate to such Manager the powers and duties of the Lakes Estates Association.
8. To contract for the maintenance, security, if any, administration and other functions to be carried out by the Lakes Estates Association.

## ARTICLE V

### MEMBERS AND VOTING

The qualifications of Members, the manner of their admission to Membership, the termination of such Membership and voting by Members shall be as follows:

- A. The Members of the Lakes Estates Association shall be comprised of the Developer (for so long as Developer owns any portion of the Lakes Estates) and the other Owners.
- B. Membership shall be established effective immediately upon becoming an Owner and such Membership shall pass with title to the Dwelling Unit or Lot in question as an appurtenance thereto with no such Membership or rights arising therefrom being transferable in any manner except as an appurtenance to such Dwelling Unit or Lot.
- C. The total number of votes of the Members at the time of any vote shall equal one hundred and one (101), or the total number of Lots owned by Builders (including Developer) and Dwelling Units owned by Owners for which final certificates of occupancy have been issued. Each Dwelling Unit Owner shall be entitled to cast the number of votes equal to the number of Dwelling Units which have been issued final certificates of occupancy owned by such Dwelling Unit Owner. Each Builder (including Developer) shall be entitled to cast the number of votes equal to the number of Lots owned by such Builder; provided, however, that at such time as a Dwelling Unit situated on a Lot receives a certificate of occupancy, the Builder shall be a Dwelling Unit Owner entitled to cast a vote thereof, and ownership of the Lot shall no longer entitle the Builder to cast a vote. The votes of the Members shall elect the Board of the Lakes Estates Association in accordance with the Lakes Estates Association Documents. Notwithstanding anything herein contained, the election of the first Director shall not take place until the "Turnover Date," which shall be ninety (90) days after fee simple title to at least ninety percent (90%) of the total number of Dwelling Units which may ultimately be subject to the Declaration (91 Dwelling Units) have been conveyed to Dwelling Unit Owners other than Developer, or at any time upon a voluntary election of Developer, whichever is the sooner to occur. Until such Turnover Date, the Directors of the Lakes Estates Association named by Developer shall serve, and in the event of vacancies, such vacancies shall be filled by Developer. The fact that the Owners have not elected or refuse to elect Directors shall not interfere with the right of Directors designated by Developer to resign.

D. Each and every such Member shall be entitled to the benefits of Membership, and shall be bound to abide by the provisions of the Lakes Estates Association Documents and the Declaration.

E. Until the establishment and effectiveness of the first Member, the Membership of the Lakes Estates Association shall be comprised of the Incorporators of these Articles, and in the event of the resignation or termination of Membership by voluntary agreement by any such Incorporator(s), then the remaining Incorporator(s) may nominate and designate a successor Incorporator(s). Each of these Incorporator(s) and their successors shall be entitled to cast one vote on all matters on which the Membership shall be entitled to vote.

## ARTICLE VI

### TERM

The term for which the Lakes Estates Association is to exist shall be perpetual.

## ARTICLE VII

### INCORPORATORS

The names and street addresses of the Incorporators to these Articles of Incorporation are as follows:

Alan W. Kimbro	One Beach Drive, Suite 201M St. Petersburg, Florida 33701
Donald R. Feaster	One Beach Drive, Suite 201M St. Petersburg, Florida 33701
Kelvin E. Byrne	One Beach Drive, Suite 201M St. Petersburg, Florida 33701

## ARTICLE VIII

### OFFICERS

The affairs of the Lakes Estates Association shall be managed by the President of the Lakes Estates Association, assisted by one or more than one Vice President, Secretary and Treasurer, and, if any, by the Assistant Secretary and Assistant Treasurer, subject to the directions of the Directors. Except for officers serving on the "First Board" (as hereinafter defined), the President and Vice President must be Owners.

The Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Directors shall, from time to time, determine. The President shall be elected from among the Membership of the Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible, provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

## ARTICLE IX

### FIRST OFFICERS

The names of the officers who are to service until the first election of officers by the Directors are as follows:

President	-	Alan W. Kimbro
Vice President	-	Kelvin E. Byrne
Secretary	-	Donald R. Feaster
Treasurer	-	Donald R. Feaster

ARTICLE X

BOARD OF DIRECTORS

A. The number of Members of the First Board of Directors (the "First Board") shall be three (3) subject to the provisions of Paragraph E of this Article X. Thereafter, the number of members of the Board of Directors shall be increased as provided in Paragraph C of this Article X.

B. The names and street addresses of the persons who are to serve as the First Board are as follows:

Name	Address
Alan W. Kimbro	One Beach Drive, Suite 201M St. Petersburg, Florida 33701
Donald R. Feaster	One Beach Drive, Suite 201M St. Petersburg, Florida 33701
Melvin E. Byrne	One Beach Drive, Suite 201M St. Petersburg, Florida 33701

C. Membership of all Board of Directors subsequent to the First Board may be expanded in number by majority vote of such Board to five (5) Directors plus those Directors, if any, which Developer is entitled to designate as set forth in Paragraph D of this Article X; provided, however, that the Board shall always have at least three (3) Directors.

D. The First Board shall be the Board of Directors of the Lakes Estates Association until the Turnover Date. Thereupon and annually at the Annual Members' Meeting, the Members shall elect the Directors in accordance with the provisions of Paragraph C of this Article X. Furthermore, after the Turnover Date and for so long as Developer owns (i) Dwelling Units; or (ii) Lots; or (iii) Lakes Estates Common Areas, Developer shall have the right, but not the obligation, to designate one additional Director and his successors ("Developer Director").

E. By majority vote of the First Board such Board may expand its numbers up to a maximum of five (5) Directors.

F. Developer shall have the right to appoint, designate, elect and substitute all of the Members of the First Board. Except as provided in Paragraph D of this Article X, Developer shall relinquish its right to appoint Directors and cause the First Board to resign on the Turnover Date. Thereafter Developer shall have the right to appoint, designate and substitute Developer Director.

G. Except for Directors on the First Board and Developer Director, all Directors must be Owners.

H. The resignation of a Director who has been designated by Developer and the resignation of an officer of the Association who has been elected by the First Board shall operate to and shall remise, release, acquit, satisfy and forever discharge such officer or Director of and from any and all manner of action or actions, cause and causes of action, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, and executions the Lakes Estates Association or Members had, now have or hereafter have or which any personal representative, successor, heir or assign of the Lakes Estates Association or Members hereafter can, shall or may have against said officer or Director for, upon or by reason of any matter, cause or thing whatsoever from the beginning of the world to the day of such resignation, except for such Director's or officer's willful misconduct or gross negligence.

ARTICLE XI

INDEMNIFICATION

Every Director and every officer of the Lakes Estates Association shall be indemnified by the Lakes Estates Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed

upon him in connection with any proceeding 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 Lakes Estates Association, or any settlement thereof, 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 or willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Directors approve such settlement and reimbursement as being for the best interest of the Lakes Estates Association. The foregoing right of indemnification shall be in addition to and not exclusive of all right to which such Director or officer may be entitled by common law or statutory law.

## ARTICLE XII

### BY-LAWS

By-Laws of the Lakes Estates Association may be adopted by the First Board, and may be altered, amended or rescinded in the manner provided for by the By-Laws. However, the provisions of these Articles shall prevail in any conflict between the provisions of these Articles and the provisions of the By-Laws.

## ARTICLE XIII

### DECLARATION

In the event of any conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

## ARTICLE XIV

### AMENDMENTS

A. These Articles of Incorporation may be amended by any of the following methods:

1. The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members through their representatives, which may be either the Annual Members' Meeting or a special meeting. Any number of amendments may be submitted to the Members and voted upon by them through their representatives at one meeting;

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members ("Required Notice"); or

3. At such meeting a vote of the Members through their representatives shall be taken on the proposed amendments. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all Members through their representatives entitled to vote thereon.

4. An amendment may be adopted by a written statement signed by all Directors and all Members setting forth their intention that an amendment to the Articles be adopted.

B. No amendment may be made to the Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

C. A copy of each amendment shall be certified by the Secretary of State of the State of Florida and recorded amongst the Public Records of Sarasota County, Florida.

D. Notwithstanding the foregoing provisions of this Article XIV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the rights of Developer to designate and select Members of the First Board or otherwise designate and select Directors as provided in Article X hereof, or otherwise prejudice Developer, may be adopted or become effective without the prior written consent of Developer.

ARTICLE XV

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Lakes Estates Association is One Beach Drive, Suite 201M, St. Petersburg, Florida 33701, and the initial Registered Agent of the Lakes Estates Association at the address shall be Donald R. Feaster, who shall also be Resident Agent.

FILED  
MAY 20 1985  
NOTARY PUBLIC  
STATE OF FLORIDA

ARTICLE XVI

SUCCESSOR ENTITIES

In the event of the dissolution of the Lakes Estates Association, or any successor entity hereto, any Lakes Estates Common Areas ever owned by the Lakes Estates Association shall be transferred to either a successor entity or an appropriate governmental agency or public body to be maintained for the purposes for which the Lakes Estates Association, or a successor hereto, was maintaining such Lakes Estates Common Areas in accordance with the terms and provisions under which such Lakes Estates Common Areas were being held by the Lakes Estates Association, or such a successor.

IN WITNESS WHEREOF, we, Alan W. Kimbro, Donald R. Feaster, and Kelvin E. Byrne, the Incorporators of these Articles, have hereunto affixed our signatures and caused the corporate seal of the Lakes Estates Association to be hereunto affixed, this 17 day of MAY, 1985.

[Signature]  
[Signature]  
[Signature]

STATE OF FLORIDA )  
: ss.:  
COUNTY OF PINELLAS )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the County and State named above to take acknowledgments, personally appeared Alan W. Kimbro, Donald R. Feaster and Kelvin E. Byrne, to me known to be the persons described as such in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of May, 1985.

[Signature]  
Notary Public  
My Commission Expires Notary Public, State of Florida at Large  
My Commission Expires Aug. 24, 1987

STATE OF FLORIDA )  
: ss.:  
COUNTY OF PINELLAS )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the County and State named above to take acknowledgments, personally appeared Donald R. Feaster, to me known to be the person described as Registered Agent in and who executed the foregoing Articles of Incorporation as such and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of May, 1985.

[Signature]  
Notary Public  
My Commission Expires: