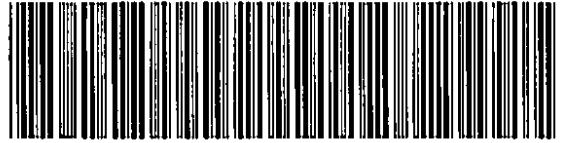


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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JUN 21 2018

# COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Orange Lane Homeowners' Association, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Russell A. Yagel, Esq. (Hershoff, Lupino & Yagel, LLP)

\_\_\_\_\_  
Name (Printed or typed)

90130 Old Highway

\_\_\_\_\_  
Address

Tavernier, FL 33070

\_\_\_\_\_  
City, State & Zip

305/852-8440

\_\_\_\_\_  
Daytime Telephone number

csante@bellsouth.net

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
ORANGE LANE HOMEOWNERS' ASSOCIATION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2010 JUN 20 AM 5:19  
1.2.10

The undersigned incorporator, desiring to form a not for profit corporation under Chapter 617, Florida Statutes, hereby adapts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation will be ORANGE LANE HOMEOWNERS' ASSOCIATION, INC. (the "Association")

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office is: 91750 Overseas Highway, Tavernier, FL 33070  
and mailing address of the Association will be: 91750 Overseas Highway, Tavernier, FL 33070

ARTICLE III  
PURPOSE AND POWERS

The purpose of the Association are those expressed in the Declaration of Covenants, Easements and Restrictions for Orange Lane, recorded (or to be recorded) in the Public Records of Monroe County, Florida, as amended and/or supplemented from time to time (collectively, the "Declaration").

Capitalized terms not defined in these Articles have the meanings given to them in the Declaration.

The Association will have all of the common law and statutory parts of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration. The Association will also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership, including, without limitation, to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

ARTICLE IV  
CORPORATE EXISTENCE & DISSOLUTION

The existence of the Association will commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association will exist in perpetuity.

ARTICLE V  
MEMBERS

Section 1. Membership. The Developer and Owner of a fee or undivided fee simple interest in the Lot which is subject by covenants of record to assessment by the Association shall be a Member of the Association,

Section 2. Voting Rights. The Association shall have two (2) classes of voting membership. Class A Members and the Class B Member, which is the Developer, as more particularly described in the Declaration.

Section 3. General Matters. When reference regarding voting is made herein, or the Declaration, Bylaws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of the Members, such reference will be deemed to be a reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE VI  
BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association will be administered by a Board of Directors. The initial Board of Directors will consist of not less than three (3) persons. After the Turnover Date (as defined in the Declaration of Covenants, Easements and Restrictions for Orange Lane), the Board of Directors will consist of not less than four (4) persons, but as many persons as may be determined from time to time as provided in the Bylaws; however, at least one (1) member of the Board of Directors will remain appointed by the Developer until such time as the Developer has sold and transferred ownership in all of the Lots.

Section 2. Original Directors. The names and addresses of the first Board of Directors of the Association, who will hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken place, will be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Christopher Sante	P.O. Box 373006 Key Largo, FL 33037
Joe Catarineau	91750 Overseas Highway Tavernier, FL 33070

Pamela A. Sante

P.O. Box 373006  
Key Largo, FL 33037

Section 3. Election of Directors. Directors of the Association shall be elected and/or appointed in accordance with the method set forth in the Bylaws of the Association.

#### ARTICLE VII AMENDMENTS

Prior to the Turnover Date, the Developer's appointed Board of Directors alone will have the power in its sole and absolute discretion to amend these Articles. On and after the Turnover Date, amendments to these Articles of Incorporation will require the affirmative vote of Members casting at least seventy five percent (75%) of the total votes of the Members.

Notwithstanding the foregoing, until the Developer has sold, transferred or conveyed at least seventy five percent (75%) of the total number of Lots within the Community any amendment to these Articles of Incorporation will require the consent of the Developer. No amendment may remove, revoke or modify any right or privilege of the Developer without the written consent of the Developer or the assignee or such right or privilege.

#### ARTICLE VIII INCORPORATOR

The name and address of the incorporator of this corporation shall be: CHRISTOPHER SANTE, P.O. Box 373006 Key Largo, FL 33037.

#### ARTICLE IX INDEMNIFICATION

Section 1. The Association will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil or administrative or investigative, by reason of the fact that he/she is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys fees and appellate attorneys= fees), judgments, fees and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or that he/she acted in a manner he/she believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment order, settlement, conviction, or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the

person did not act in good faith or did act in a manner which he/she believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he/she will be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him or her in connection therewith.

Section 3. The indemnification provided by this Article will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, both as to action in his/her official capacity while holding such officer or otherwise, and will continue as to a person who has ceased to be director, offices, employee or agent and will inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association will have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, joint venture, trust or other enterprise. Such insurance will cover any liability asserted against him/her which is enumerated in the policy and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article.

#### ARTICLE X DESIGNATION OF REGISTERED AGENT

Until changed, CATARINEAU & CATARINEAU, LLC. will be the registered agent of the Association and the registered office will be at: 91750 Overseas Highway, Tavernier, FL 33070.

#### ARTICLE XI MISCELLANEOUS

Section 1. In the event of any conflict between these Articles of Incorporation and the Bylaws, these Articles will control, and in the event of any conflict between these Articles of Incorporation and the Declaration, the Declaration will control.

Section 2. The Association is not organized for profit, and no part of the net earnings, if any, will inure to the benefit of any Member, person or entity.

IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this 18 day of June, 2018.

*Chris Sante*

By: CHRISTOPHER SANTE

STATE OF FLORIDA

COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared, CHRISTOPHER SANTE and to me known to be the person described in and who executed the attached and foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth. I relied upon the following identification of the above named person: personally known.

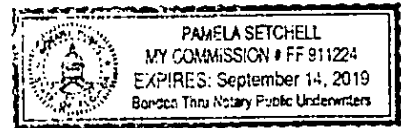
IN WITNESS WHEREOF, I have hereunto set my hand and Official seal this 15 day of June, 2018.

*Pamela Setchell*

Notary Public

Print Name **Pamela Setchell**

My Commission Expires:

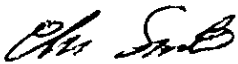


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2018 JUN 20 AM 5:18  
SECRETARY OF STATE  
GALLIHERSSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:


First - that ORANGE LANE HOMEOWNERS= ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business and mailing address is: 91750 Overseas Highway, Tavernier, FL 33070, has named CATARINEAU & CATARINEAU, LLC, located at 91750 Overseas Highway, Tavernier, FL 33070, as its agent to accept service of process within Florida.

SIGNATURE:   
Christopher Sante, Director/Incorporator

DATE 6/18/2018

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for Orange Lane Homeowners' Association, Inc., at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the of Florida applicable thereto.

By:   
Registered Agent