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June 2, 1995

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Millpond Lakes Villas Condominium Association, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for Millpond Lakes Villas Condominium Association, Inc., along with a check in the amount of \$122.00 in payment of your filing fee.

Should you have any questions or comments regarding this matter, please do not hesitate to contact me.

Sincerely,

Gerald A. Figurski
GERALD A. FIGURSKI

/mjp
Enclosures

DMC
6/14/95

Principal office

Sunset Homes of Pasco, Inc
10010 US 19
Port Richey FL 34668

FILED
95 JUN 16 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FILED

95 JUN 16 AM 10:24

MILLPOND LAKES VILLAS CONDOMINIUM ASSOCIATION, INC. ^{SECRETARY OF STATE}
a Florida not-for-profit corporation ^{TALLAHASSEE, FLORIDA}

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

ARTICLE 1

NAME

The name of the corporation shall be MILLPOND LAKES VILLAS CONDOMINIUM ASSOCIATION, INC. The principal ^{/office} shall be Sunset Homes of Pasco, Inc. 10010 U.S. 19, Port Richey, Florida 34668.

ARTICLE 2

DEFINITIONS

Section 2.1. The terms used in these Articles of Incorporation shall be defined in accordance with Chapter 718, Florida Statutes, and as follows unless the context otherwise requires:

- A. Articles - This document.
- B. Association - Millpond Lakes Villas Condominium Association, Inc.
- C. Board - The board of directors for the association.
- D. By-Laws - The By-Laws of the Association.
- E. Condominium - Millpond Lakes Villas, a Condominium.
- F. Condominium Act - Chapter 718, Florida Statutes.
- G. Declaration - The Declaration of Condominium for the condominium.
- H. Developer - Sunset Homes of Pasco, Inc.
- I. Turnover - Where, as provided and allowed by the Condominium Act and the Declaration, the Developer has transferred control of the Association to a board, the majority of whom have been elected by the members of the association.
- J. Community Association - Millpond Estates Community Homeowners Association, Inc.
- K. Community Board - The board of directors for Millpond Estates Community Homeowners Association,

Inc.

L. Community Articles - Articles of Incorporation of
the Millpond Estates Community Homeowners
Association, Inc.

Section 2.2. Whenever the context so permits, the use
of the singular shall include the plural, and the plural shall
include the singular, and the use of any gender shall be deemed to
include all genders.

ARTICLE 3
PURPOSE

The purpose for which the Association is organized is to
provide an entity for the operation of the Condominium to be
created pursuant to the Condominium Act.

ARTICLE 4
QUALIFICATIONS OF MEMBERS AND MANNER OF ADMISSION

Section 4.1. The members of the Association shall
constitute all the record owners of residential condominium units
in the Condominium.

Section 4.2. A change of membership in the Association
shall be established by recording in the Public Records of Pasco
County, Florida, a deed or other instrument establishing record
title to a condominium unit and the delivery to the Association of
a certified copy of such instrument. The owner designated by such
instrument thus becomes a member of the Association and the
membership of the prior owner of such condominium unit shall
thereupon be terminated.

ARTICLE 5
POWERS AND DUTIES

The Association shall have the following powers:

Section 5.1. All of the powers and duties provided by
Chapter 617, Florida Statutes (or its successors) to a corporate
not-for-profit, except as limited by the Declaration, or the By-
Laws.

Section 5.2. All of the powers and duties provided to
a condominium association by the Condominium Act (including the
operation of more than one condominium) except as may be limited by
the Declaration, these Articles, or the By-Laws. Anything herein

to the contrary notwithstanding however, any limitation of the Condominium Act provided in the Declaration, these Articles or the By-Laws, shall not be effective if inconsistent or in conflict with the provisions of the Condominium Act.

Section 5.3. The powers of the Association shall specifically include the following:

A. adopt and amend By-Laws and rules and regulations;

B. adopt and amend budgets for revenues, expenditures, and reserves and collect assessments for common expenses from unit owners;

C. hire and terminate managing agents and other employees, agents, and independent contractors.

D. institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more unit owners on matters affecting the Condominium;

E. make contracts and incur liabilities;

F. regulate the use, maintenance, repair, replacement, and modification of common elements;

G. cause additional improvements to be made as part of the common elements;

H. acquire, hold, encumber, and convey in its own name any right, title, or interest to real or personal property;

I. grant easements, leases, licenses, and concessions through or over the common elements;

J. impose and receive any payments, fees, or charges for the use, rental, or operation of the common elements and to collect and receive payments, fees, or charges exacted by the Community Association for the use, operation and maintenance of the recreational facilities and other community and common areas owned by the Community Association;

K. impose charges for late payments of assessments and, after notice and an opportunity to be heard, levy reasonable fines for violations of the Declaration, By-Laws, and rules and regulations of the Association;

L. impose reasonable charges for the preparation and recordation of amendments to the Declaration, information supplied to sellers or prospective purchasers of a condominium unit, or preparation of statements of unpaid assessments;

M. provide for the indemnification of its officers and executive board and maintain directors' and officers' liability insurance;

N. exercise any other powers conferred by the Declaration or By-Laws;

O. exercise all other powers that may be exercised in this State by legal entities of the same type as the Association; and

P. exercise any other powers necessary and proper for the governance and operation of the Association.

Section 5.4. Except as limited by the Declaration, these Articles or the By-Laws, the powers and duties of the Association may be effected through the actions of the Board without the concurrence or ratification by the members of the Association.

ARTICLE 6 **CORPORATE EXISTENCE**

The Association shall have perpetual existence.

ARTICLE 7 **SUBSCRIBERS**

The names and addresses of the subscribers to these Articles are:

<u>NAMES</u>	<u>ADDRESSES</u>
JOHN P. FRANK, JR.	10010 U.S. Highway 19 Port Richey, FL 34668
JOHN P. FRANK, SR.	10010 U.S. Highway 19 Port Richey, FL 34668

ARTICLE 8 **BOARD OF DIRECTORS**

Section 8.1. The affairs of the Association shall be managed by the Board. The number of directors on the Board may be changed from time to time as provided by the By-Laws, but the number shall never be less than three (3) nor more than nine (9).

Section 8.2. The unit owner directors of the Board shall be elected at the annual meeting of members of the Association in the manner provided by the By-Laws.

Section 8.3. All members of the Board elected by unit owners shall be members of the Association, except as provided in the By-Laws. Any member of the Board appointed by the Developer need not be a member of the Association.

Section 8.4. The first election of directors to the Board shall not be held until after the Developer has closed the sale of, and the unit owners, other than the Developer, own fifteen percent (15%) or more of the units that will be operated ultimately by the Association, and at that time the unit owners, other than the Developer, shall be entitled to elect not less than one-third (1/3) of the members of the Board of the Association. The directors named in these Articles shall serve until the first election of directors and any vacancies shall be filled as is provided by the By-Laws.

Section 8.5. The names and addresses of the members of the first Board are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
JOHN P. FRANK, JR.	10010 U.S. Highway 19 Port Richey, FL 34668
JOHN P. FRANK, SR.	10010 U.S. Highway 19 Port Richey, FL 34668
MICHAEL FRANK	10010 U.S. Highway 19 Port Richey, FL 34668

ARTICLE 9 OFFICERS OF ASSOCIATION

Section 9.1. The affairs of the Association shall be administered by a president, a vice president, a secretary and a treasurer, and such other officers as the Board may from time to time designate. Any person may hold two (2) offices, excepting that the same person shall not hold the office of president and vice president.

Section 9.2. Officers of the Association shall be elected by the Board at its first meeting following the annual

meeting of the members of the Association, and shall serve at the pleasure of the Board.

Section 2.3. The names of the officers who shall serve until their successors are designated by the Board are as follows:

President:	JOHN P. FRANK, JR.
Vice President:	JOHN P. FRANK, SR.
Secretary:	JOHN P. FRANK, SR.
Treasurer:	JOHN P. FRANK, JR.

Section 2.4. The officers shall have such duties, responsibilities, and powers as provided by the By-Laws and the Condominium Act.

ARTICLE 10 **INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed upon him in connection with any proceeding or the settlement of 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 association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such director or officer may be entitled.

ARTICLE 11 **BY-LAWS**

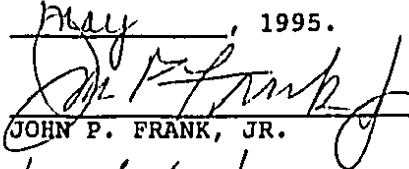
The Board named in these Articles shall adopt By-Laws for the Association. The By-Laws may be altered or rescinded by the Board until a majority of the members of the Board have been elected by the members of the Association rather than Developer-appointed members of the Board at which time the members of the Association shall have the power to alter or rescind the By-Laws as


further specified in the By-Laws.

ARTICLE 12
AMENDMENT TO ARTICLES

These Articles may be amended by the Board until turnover of the Association as provided by the Declaration and the Condominium Act has been effected. After turnover, these Articles shall be amended only by vote of a majority of the members of the Association, at any meeting of the Association duly called for such purposes and in conformance with the procedures for such meeting as is provided in the By-Laws; provided however, all proposed amendments to these Articles shall first be considered by the Board at a duly constituted meeting with a majority of the Board members voting to place the proposed amendment to these Articles before the membership of the Association for adoption.

IN WITNESS WHEREOF, the subscribers have affixed their signatures hereto this 31st day of May, 1995.


JOHN P. FRANK, JR.

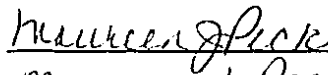

JOHN P. FRANK, SR.

STATE OF FLORIDA)
COUNTY OF PASCO)

The foregoing Articles of Incorporation were acknowledged before me this 31st day of May, 1995, by JOHN P. FRANK, JR. and JOHN P. FRANK, SR., who are personally known to me ~~or produced~~ as identification and ~~did/did not~~ take an oath.



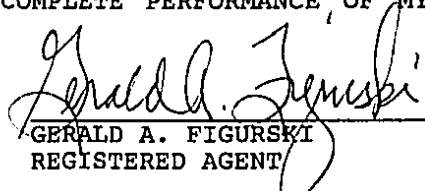
MAUREEN J. PECK
MY COMMISSION # CC 231277 EXPIRES
September 24, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


maureen J. Peck
Printed name of Notary

My Commission Expires:

I, GERALD A. FIGURSKI, HEREBY ACCEPT THE DESIGNATION OF REGISTERED AGENT FOR SERVICE OF PROCESS AT 8406 MASSACHUSETTS AVENUE, SUITE B-1, NEW PORT RICHEY, FLORIDA, 34653, FOR MILLPOND LAKES VILLAS CONDOMINIUM ASSOCIATION, INC. I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: 5/31/95


GERALD A. FIGURSKI
REGISTERED AGENT