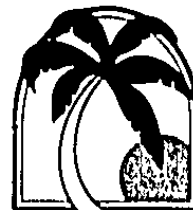


N96000000200



**Lehigh**  
CORPORATION

January 10, 1996

9000001686642  
-01/11/96--01042--001  
\*\*\*\*12.50 \*\*\*\*122.50

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

RECEIVED  
96 JAN 11 AM 10 47  
DIVISION OF CORPORATIONS

Re: Westminster Community Association, Inc.

Gentlemen:

Please find enclosed copy of Reservation Number R95000005668 for Westminster Community Association, Inc. as well as Articles of Incorporation of Westminster Community Association, Inc. and Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served, and our check in the amount of \$122.50.

Please file these Articles of Incorporation and Certificate and furnish the undersigned with a Certified Copy of the Articles of Incorporation.

If you have any questions, please call the undersigned upon receipt at 941-368-3229.

Thank you for your attention to this matter.

Sincerely,

Janet Allison  
Senior Vice President  
Customer and Legal Affairs

Enclosures

FILED  
96 JAN 11 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

pick up 12.50

D. BROWN JAN 11 1996





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 15, 1995

SUEANN N. DOWNS  
LEHIGH CORPORATION  
P.O. BOX 573  
LEHIGH, FL 33970-0573

The name WESTMINSTER COMMUNITY ASSOCIATION, INC. has been reserved for 120 days beginning December 15, 1995. The reservation number is R95000005668 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 295A00054302

ARTICLES OF INCORPORATION  
OF  
WESTMINSTER COMMUNITY ASSOCIATION, INC.

**FILED**  
95 JAN 11 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a non-profit corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation (hereinafter called the Association) is WESTMINSTER COMMUNITY ASSOCIATION, INC.

ARTICLE II

The specific primary purposes for which the Association is formed are to provide for maintenance, preservation and architectural control of the residential properties and common areas in the development known as Westminster as described in the Declaration thereof as recorded among the Public Records of Lee County, Florida, hereafter called "the Declaration". The overall purpose is to promote the health, safety and welfare of residents within Westminster, and any additions thereto which may be brought within the jurisdiction of the Association under the terms of the Declaration. All terms used herein which are not defined shall have the same meaning provided in the Declaration.

In furtherance of such purposes, the Association shall have the power to:

1. Perform all of the duties and obligations of the Association as set forth in the Declaration and contract for any and all services necessary to perform such duties and obligations.
2. Assess, levy, and collect, and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in

connection therewith, including expenses incidental to the conduct of the business of the Association, and also including all licenses, taxes, governmental charges levied on or imposed against the Association as well as insurance maintained by the Association.

3. Acquire by gift, purchase or otherwise own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association.

4. Borrow money, and with the assent of two-thirds (2/3) of the Members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

5. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional residential property or tracts, provided that any such merger, consolidation or annexation shall have the assent of a majority of the Members. This section shall not be construed so as to limit the authority of the Declarant in subjecting any additional phases to the jurisdiction of this Association.

6. Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

7. The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against Members as provided in the Declaration, and no part of the income of the Association shall be distributed to the Members, directors or officers of the Association except as permitted by Chapter 617 F.S. or its successor statutes.

### ARTICLE III

1. The Association shall be a membership corporation without certificates or shares of stock.

2. Every person or entity who is a record owner of a vested present fee or undivided fee interest in any Residential Unit subject to the Declaration shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a Residential Unit which is subject to assessment by the Association. Membership rights and duties shall be subject to and controlled by the Declaration, which is in the form of a covenant running with the land.

3. There shall be no vote for any Residential Unit owned by the Association.

4. Change of membership in the Association shall be established by recording in the Public Records of Lee County, Florida, a deed or other instrument establishing record title to a Residential Unit subject to the Declaration and written notice to the Association of such change in title. The Owner designated by such instrument thus becomes a Member of the Association, and the membership of the prior Owner is terminated.

5. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of his Residential Unit.

ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

The name and residence address of the subscriber is:

William I. Livingston	201 East Joel Boulevard Lehigh Acres, Florida 33936
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ARTICLE VI

The affairs of the Association shall be managed by a Board of Directors, a president and vice president, who shall at all times be Members of the Board of Directors, and a secretary and treasurer, who need not be members of the Board of Directors. One person may hold one or more of such offices, the duties of which are not incompatible; provided however that the offices of president and vice president shall not be held by the same person, nor shall the offices of president and secretary be held by the same person. Such officers shall be elected at the first meeting of the Board of Directors following each annual meeting of Members.

The names of the officers who are to serve until the first election are:

President	Jeffrey J. Milton
Vice President	V. Paul Scoggins
Treasurer	Gregory M. Kapfer
Secretary	Gregory M. Kapfer

ARTICLE VII

The number of persons constituting the first Board of Directors of the Association shall be three (3), and the names and addresses of the persons who shall serve as directors until the first election which shall be held at the first annual meeting of the Association are:

Jeffrey J. Milton	15750 New Hampshire Court Suite C Fort Myers, Florida 33908
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John J. Naumann                      15750 New Hampshire Court  
Suite C  
Fort Myers, Florida 33908

V. Paul Scoggins                      15750 New Hampshire Court  
Suite C  
Fort Myers, Florida 33909

Election of directors, except for the first Board of Directors of the Association, shall be held at the annual meeting of the Association. The number of directors may be increased or decreased from time to time as provided in the By-Laws of the Association, but shall never be less than three (3) nor more than the number of Electoral Districts that from time to time make up Westminster unless there are fewer than three (3) Electoral Districts. The manner in which directors will be elected shall be stated in the By-Laws. The Board may delegate such operating authority to such companies, individuals, and committees as it, in its discretion, may determine.

#### ARTICLE VIII

The Association shall have two classes of Members as follows:

Class A Members: Class "A" Members shall be all Owners with the exception of the Class "B" Members, if any, so long as Class B membership shall exist, and shall be entitled to one (1) vote for each Residential Unit owned provided, however, there shall be no vote by virtue of owning a portion of a Residential Unit but, rather, the owner of the resulting Residential Unit, so subdivided, shall be entitled to only one vote. When more than one person holds an interest in a Residential Unit, all such persons shall be members; however, the vote for such Residential Unit shall be exercised as such members may determine among themselves, but in no event shall more than one (1) vote be cast with respect to any Residential Unit owned by Class "A" Members.

Class "B" Members: The Class "B" Member shall be the Declarant and any successor of Declarant who takes title for the purpose of development and sale, and who is designated as



such in a recorded instrument executed by Declarant, who, until such time as its Class "B" membership is terminated, shall have sole voting rights in the Association, and the Class "A" Members shall have no voting rights except for altering or amending these Articles of Incorporation or By-Laws of the Association as provided below.

The Class "B" membership shall cease and be converted to Class "A" membership (i) when the Declarant so elects by written notice to the Association; (ii) January 1, 2016; or (iii) ninety (90) days after the Declarant has conveyed ninety percent (90%) of the Building Sites in Westminster now owned by Declarant to unrelated third parties, whichever first occurs.

#### ARTICLE IX

The By-Laws of the Association may be made, altered, amended or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose. Notice of the subject matter of a proposed amendment shall be included in the notice of a meeting at which a proposed amendment is to be considered. An amendment may be proposed either by a majority of the Board of Directors or by Members owning one-third (1/3) of the Residential Units. Approval of such amendment shall be by the affirmative vote of two-thirds (2/3) of each class of Members existing at the time of and present, in person or by proxy, at such meeting except that the initial By-Laws of the Association shall be made and adopted by the Board of Directors.

#### ARTICLE X

Amendments to these Articles of Incorporation may be made at any annual meeting of the Association, or at any special meeting duly called for such purpose, provided that no amendment may be in conflict with the Declaration, and provided further, no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration. Notice of the subject matter of a proposed amendment shall be included in the notice of a

meeting at which a proposed amendment is to be considered. An amendment may be proposed either by a majority of the Board of Directors or by Members owning one-third (1/3) of the Residential Units. Approval of such amendment shall be by the affirmative vote of two-thirds (2/3) of each class of Members existing at the time of and present, in person or by proxy, at such meeting.

#### ARTICLE XI

The rights of holders, insurers or guarantors of any first mortgage shall be as follows:

1. The Association shall make available to holders, insurers, or guarantors of any first mortgage current copies of the Declaration, By-Laws, other rules concerning the Westminster, and the books, records, and financial statements of the Association. "Available" shall mean available for inspection, upon request, during normal business hours or under other reasonable circumstances.

2. The holder of any first mortgage shall be entitled to have an audited financial statement for the immediately preceding fiscal year prepared at its expense if one is not otherwise available. Any financial statement requested under this section shall be furnished within a reasonable time following such request.

3. Upon written request to the Association, identifying the name and address of the holder, insurer, or guarantor and the address of the Residential Unit or number of the Building Site, any such holder, insurer, or guarantor of a first mortgage shall be entitled to timely written notice of:

a. Any condemnation loss or casualty loss which affects a material portion of Westminster or any Building Site or Residential Unit on which there is a first

mortgage held, insured, or guaranteed by such holder, insurer, or guarantor, as applicable;

b. Any delinquency in the payment of assessments owed by an Owner of a Residential Unit or Building Site subject to a first mortgage held, insured, or guaranteed by such holder, insurer, or guarantor, as applicable, which remains uncured for a period of sixty (60) days;

c. Any lapse, cancellation, or material modification of any insurance policy or fidelity bond maintained by the Association.

#### ARTICLE XII

The Association may be dissolved only with the assent given in writing and signed by two-thirds (2/3) of the Members entitled to cast votes under the provisions of Article VIII, above, and the assent of two-thirds (2/3) of the holders of first mortgages on Residential Units subject to these Articles. Written notice of a proposal to dissolve setting forth the reasons therefore and the disposition to be made of the assets (which shall comply with Article XII hereof) shall be mailed to every Member and every holder of a first mortgage at least ninety (90) days in advance of any action taken. For the period of Class "B" Membership described above, the Association shall in no event be dissolved until and unless a resolution permitting such dissolution is approved by the Board of Directors at the annual or any special meeting thereof.

#### ARTICLE XIII

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and

assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

#### ARTICLE XIV

Every director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or 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; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. 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 XV

The registered office of the Association shall be at 15750 New Hampshire Court, Suite C, Fort Myers, Florida 33908, and the registered agent at such address shall be V. Paul Scoggins. The mailing address of the Association shall also be at 15750 New Hampshire Court, Suite C, Fort Myers, Florida 33908.

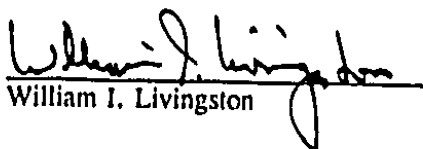
#### ARTICLE XVI

These Articles of Incorporation and each provision hereof is adopted pursuant to the Declaration, and in case of any conflict or ambiguity between the provisions of these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE XVII

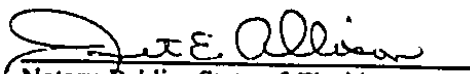
The effective date of this Association shall be upon filing with the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I, the undersigned subscriber to these Articles of Incorporation, have hereunto set my hand and seal this 9<sup>th</sup> day of January, 1996.

 (SEAL)  
William I. Livingston

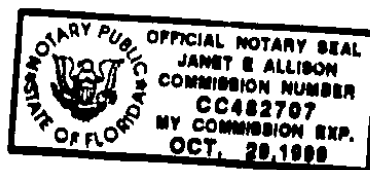
STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of January, 1996, by WILLIAM I. LIVINGSTON, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida

My Commission Expires:

(SEAL)



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That WESTMINSTER COMMUNITY ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Lehigh Acres, County of Lee, State of Florida, has named V. PAUL SCOGGINS, located at 15750 New Hampshire Court, Suite C, Fort Myers, Florida, 33908, County of Lee, State of Florida, as its agent to accept service of process within this State.

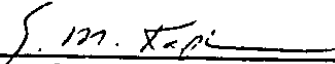
WESTMINSTER COMMUNITY ASSOCIATION, INC.

By:   
Jeffrey J. Milton, President


96 JAN 11 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Attest:

  
Gregory M. Kapfer, Secretary

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
V. PAUL SCOGGINS, Registered Agent

Date: January 11, 1996