

Carson Durrance  
 Requestor's Name  
198 Wood 130C  
 Address  
222  
 City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Keene's Pointe Community Association  
 (Corporation Name) (Document #)
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 (Corporation Name) (Document #)
- \_\_\_\_\_  
 (Corporation Name) (Document #) 700002447857--3  
 -03/05/98--01026--023  
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 (Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_  
 Mail out     Will wait     Photocopy     Certified Copy  
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
 98 MAR -5 AM 10:57  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE FLORIDA  
 FILED  
 98 MAR -5 PM 1:31  
 STATE SECRETARY'S OFFICE

Pls. file  
 Articles  
 provided  
 certified  
 copy  
 as a  
 Thanks  
 Carson

Examiner's Initials	
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FILED  
98 MAR -5 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
KEENE'S POINTE COMMUNITY ASSOCIATION, INC.

The undersigned subscribers, all of whom are above the age of eighteen (18) years and competent to contract, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and do hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be **KEENE'S POINTE COMMUNITY ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 11101 Chase Road, Windermere, Florida 34786.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Association shall be located at 11101 Chase Road, Windermere, Florida 34786, and the initial registered agent of the Association shall be Neal W. Harris. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Residential Property, Residential Units, Lots and Common Area within that certain tract of property described as:

The Keene's Pointe Community, as revised from time to time.

The Association is being formed to promote the health, safety and welfare of the residents within the above-described property and any addition thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

1. Exercise all of the powers, enforcement rights and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Master Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court in and for Orange 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;
2. 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;
3. 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;
4. Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
5. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. There shall be no requirement of participation by or agreement of the Members in the event the dedication, sale or transfer is incidental to a re-platting of any portion of the Common Property.
6. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area;
7. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

## ARTICLE V

### MEMBERSHIP

The Declarant and every person or entity who is a record owner of a fee or undivided fee interest in any Lot, Residential Unit or Residential Property which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member. 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 any Residential Unit, Lot or Residential Property which is subject to assessment by the Association.

**ARTICLE VI**

**VOTING RIGHTS**

The Association shall have three (3) classes of voting membership:

1. **Class A.** Class A Members shall be all Owners of improved Residential Units conveyed by the builder or developer of Residential Property. Class A Members shall be allocated one vote for each improved Residential Unit in which they hold the interest required for membership by Article III, Section 1 of the Declaration.

2. **Class B.** Class B Members (generally builders) shall be Owners of Residential Property other than the Declarant. Class B Members shall be allocated one vote for each Residential Unit allowable to the Residential Property under the Master Plan owned by the Class B Member (and which has not been developed by plat, declaration of condominium or otherwise) plus the actual number of Residential Units owned by the Class B Member and shown on a recorded subdivision plan, approved site plan, declaration of condominium or cooperative.

3. **Class C.** The Class C Member shall be the Declarant , or its specifically designated (in writing) successor. The Class C Member shall be allocated a number of votes equal to three times the total number of Class A and Class B votes at any time; provided, that the Class C membership shall cease and become converted to Class B membership on the happening of the following events, whichever occurs earlier:

- a. May 1, 2017.
- b. Upon voluntary conversion to Class B membership by Declarant.
- c. When ninety percent (90%) of the maximum number of Residential Units allowed for the Properties (as amended and supplemented from time to time) under the Master Plan have been conveyed to Residential Unit Owners.

**ARTICLE VII**

**BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of three (3) directors, selected in accordance with the By-Laws and Declaration of Master Covenants, Conditions and Restrictions. The number of directors may be either increased or diminished from time to time as provided in the By-Laws. The name and street address of the initial directors of this Association are:

Neal W. Harris  
11101 Chase Road  
Windermere, Florida 34786

Bruce Davis  
Castle & Cooke California, Inc.  
10,000 Ming Avenue  
Bakersfield, California 93311

Bruce Freeman  
Castle & Cooke California, Inc.  
10,000 Ming Avenue  
Bakersfield, California 93311

**ARTICLE VIII**

**DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than the representatives of two-thirds (2/3) of each class of Members, or as otherwise provided by law. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If acceptance of such dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE IX**

**COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE**

This Association shall commence corporate existence on the date of filing these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IX**

**AMENDMENT**

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. Amendments shall require the assent of a majority of each class of Members.

**ARTICLE XI**

**INCORPORATORS**

The name and street address of the persons signing these Articles as Incorporators are:

Neal W. Harris  
11101 Chase Road  
Windermere, Florida 34786

**ARTICLE XII**

**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board.

**ARTICLE XIII**

**INDEMNIFICATION**

In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE XIV**

**DEFINITIONS**

Capitalized terms contained herein shall have the definitions and meaning set forth in the Declaration of Master Covenants, Conditions and Restrictions of Keene's Pointe.

**IN WITNESS WHEREOF**, the undersigned do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 3rd day of March 1998.

 (SEAL)  
Neal W. Harris

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of March, 1998 by  
~~NEE~~ W. HARRIS.  
NEAL

*Doris Birkinbine*

Signature of Notary Public - State of Florida



DORIS BIRKINBINE  
My Commission CC555664  
Expires May. 20, 2000

DORIS BIRKINBINE

Print, type or stamp commissioned name of Notary  
Personally known X OR Produced Identification \_\_\_\_\_  
Type of Identification Produced: \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

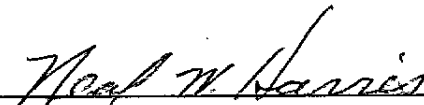
In compliance with Section 48.091, Florida Statutes, the following is submitted:

**KEENE'S POINTE COMMUNITY ASSOCIATION, INC.** desiring to organize as a corporation under the laws of the State of Florida with its registered office and principal place of business at 11101 Chase Road, Windermere, Florida 34786, has named and designated Neal W. Harris as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

**HAVING BEEN NAMED** to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 3<sup>rd</sup> day of March, 1998.

  
\_\_\_\_\_  
Neal W. Harris

**FILED**  
98 MAR -5 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA