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Premier Hall
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 968986 80452A

AUTHORIZATION : Patricia Pyjute

COST LIMIT : \$ 122.50

ORDER DATE : May 29, 1996

ORDER TIME : 11:10 AM

ORDER NO. : 968986

CUSTOMER NO: 80452A

CUSTOMER: Ms. Sancha K. Brennan
DAVID C. BRENNAN, ESQ
Suite 1402, S.e. Bank Building
201 East Pine Street
Orlando, FL 32801

100001848011

DOMESTIC FILING

NAME: LAKE UNDERHILL PINES
HOMEOWNERS ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 AM 9:16

RECEIVED
96 MAY 29 10:23
DIVISION OF INCORPORATION

FILED
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96 MAY 29 AM 9:16

ARTICLES OF INCORPORATION
OF
LAKE UNDERHILL PINES HOMEOWNERS ASSOCIATION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

1. **Name.** The name of the corporation is Lake Underhill Pines Homeowners Association, Inc. The principal office address of the corporation is: 5300 South Orange Avenue, Orlando, Florida 32808.

2. **Purpose.** The corporation is organized as a corporation not-for-profit under the provisions of Chapter 617 of the Florida Statutes and is a property owners association. The purpose for which the corporation is organized is to enforce the Declaration of Restrictions of Lake Underhill Pines as they now exist or as they may be created and amended and to provide an entity responsible for the ownership, supervision and maintenance of certain common areas noted on the Plat of Lake Underhill Pines, and for the assessment of maintenance fees to lot owners of said subdivision for such common areas and other common expenses and for the enforcement of such assessments. Lake Underhill Pines is a residential subdivision, the plat of which is to be filed for record in the

appropriate plat book of the public records of Orange County, Florida.

3. Qualification of Members and Manner of Their Admission.

The members of this corporation shall constitute all of the record title owners of parcels in said subdivision, subject to the Declaration of Restrictions of said LAKE UNDERHILL PINES. Change of membership in this corporation shall be established by recording in the Public Records of Orange County, Florida a deed or other instrument establishing record title to a parcel and the delivery to the corporation of a true copy of such recorded instrument, the owner designated by such instrument thereby becoming a member of the corporation. The membership of the prior owner of such parcel shall be thereby terminated. Where any one parcel of property is owned by more than one person, firm, individual, corporation or other legal entity, the composite title holder shall be and constitute one member. Any person, firm, individual, corporation or legal entity, owning more than one parcel shall be as many members as the number of parcels owned.

4. Term. The existence of the corporation shall be perpetual unless terminated pursuant to the provisions hereof.

5. Income and Assets of the Corporation. No part of the income or assets of the corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under law.

6. Name and Residence of Subscriber. The name of the subscriber to these Articles of Incorporation is: David C. Brennan, and the address of such subscriber is: 201 E. Pine Street, Suite 1402, Orlando, Florida 32801.

7. Directors and Officers. The affairs of the corporation shall be managed by its Officers. The officers of the corporation shall be President, Vice President, Treasurer, and Secretary, which officers shall be elected annually by the Board of Directors. The Directors and Officers may lawfully and properly exercise the powers set forth in paragraphs 2 and 10 hereof. The Board of Directors shall be elected annually by the members of this corporation, and the number of directors who shall serve shall be in accordance with the provisions of the Bylaws.

8. Bylaws. The original Bylaws are to be made by the Board of Directors. The same may thereafter be amended only with the approval of not less than sixty-seven (67%) percent of the members of the corporation. Amendments to the Bylaws may be proposed by a majority of the members of the corporation or by a majority of the Board of Directors.

9. Amendment of Articles of Incorporation. These Articles of Incorporation may be amended only with the approval of not less than sixty-seven (67%) percent of the members of the corporation. Amendments to these Articles of Incorporation may be proposed by a majority of the members of the corporation or by a majority of the Board of Directors.

10. Powers. The corporation shall have the following powers:

A. Management. To contract with a third party or third parties for the maintenance of the designated retention and other common areas as set forth in the Plat of LAKE UNDERHILL PINES hereinabove referred to.

B. Acquisition of Parcels. To acquire real or personal property by purchase or otherwise, subject, nevertheless, to the provisions of the Bylaws relative thereto.

C. The Corporation shall have such other powers as may be prescribed herein and in the Bylaws;

11. Indemnification. Every Director and Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding or any 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 at the time said expense and liabilities were incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director and Officer may be entitled.

12. Dissolution. Upon dissolution, liquidation and winding up of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dedicate all of the remaining assets of the corporation to the governmental unit then having jurisdiction over

LAKE UNDERHILL PINES or an appropriate subdivision thereof or convey such assets to a non-profit organization which has the same or substantially similar powers, duties and purposes as this corporation.

13. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 201 E. Pine Street, Suite 1402, Orlando, Florida 32801, and the name of the initial registered agent of this corporation is DAVID C. BRENNAN, 201 East Pine Street, Suite 1402, Orlando, Florida 32801.

I, the undersigned, being the subscriber hereto, do hereby subscribe to these Articles of Incorporation and in witness whereof, I have hereunto set my hand and seal, this 28th day of May, 1996.

Witnesses:

[Signature]
Lori L. Sapone

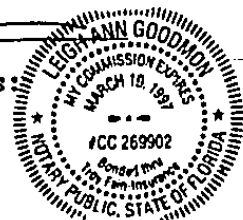
Subscriber:

[Signature]
DAVID C. BRENNAN

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of MAY, 1996, by DAVID C. BRENNAN, who is personally known to me or has produced _____ as identification and who [did/did not] take an oath.

[Signature]
Notary Public
My Commission Expires:



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SECRETARY OF STATE
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named to accept service of process for LAKE UNDERHILL PINES HOMEOWNERS ASSOCIATION, INC., at the place designated in the Articles of Incorporation of said corporation, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.


DAVID C. BRENNAN
Registered Agent