

R. Inman Hartsfield

Requester's Name

5076 Tallow Point Rd

Address

Tallahassee, FL 32308 894-4803

City/State/Zip

Phone #

NO10000005508

Office Use Only

APPROVED
AND
FILED

01 AUG -3 PM 4:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Citrus Oaks Landings Condominium Association, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 AUG -3 PM 3:44

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS



Walk in



Pick up time _____



Mail out



Will wait



Photocopy



Certified Copy



Certificate of Status

NEW FILINGS



Profit



Not for Profit



Limited Liability



Domestication



Other

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

200004515132--9

-08/06/01--01002--003

*****78.75 *****78.75

Examiner's Initials

8/3

ARTICLES OF INCORPORATION
OF
CITRUS OAKS LANDINGS CONDOMINIUM ASSOCIATION, INC.

APPROVED
FILED
01 AUG -3 PM 4:16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit, under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1

Name and Definitions

The name of the corporation shall be CITRUS OAKS LANDINGS CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws.

ARTICLE 2

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, for the operation of CITRUS OAKS LANDINGS, A CONDOMINIUM, on real property situate in Orange County, Florida, to be more particularly described in the Declaration of Condominium for Citrus Oaks Condominiums. Citrus Oaks Condominiums will consist of 26 condominium units.

ARTICLE 3

Powers

The powers of the Association shall include and shall be governed by the following provisions:

3.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these Articles.

3.2 Enumeration. The Association shall have all of the powers and duties set forth in Chapter 718, Florida Statutes (The Condominium Act) and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the Condominium.

(b) To use the proceeds of assessments and charges in the exercise of its powers and duties.

(c) To buy or lease both real and personal property for condominium use, and to use or otherwise dispose of property so acquired.

(d) To maintain, repair, replace and operate the condominium property and property acquired or leased by the Association for use by Unit Owners.

(e) To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.

(f) To reconstruct and repair improvements after casualty and to construct additional improvements of the condominium property.

(g) To make and amend reasonable regulations respecting the use and appearance of the property in the condominium; provided, however, that all these regulations and amendments thereto shall be approved by not less than 51% of the votes of the entire membership of the Association before they shall become effective.

(h) To approve or disapprove the leasing, mortgaging, ownership and possession of condominium units as may be provided by the declaration of condominium.

(i) To enforce by legal means the provisions of the condominium Act (Chapter 718, Florida Statutes), the declaration of condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.

(j) To operate and manage the condominium within the purpose and intent of the declaration of condominium, and the Condominium Act and to contract for the management of the condominium. The association shall, however, retain at all times the powers and duties granted it by the Condominium Act and the Association shall not delegate any powers or duties reserved to the Association by the Condominium Act.

(k) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to grant leases of those portions for this purpose, subject to the provisions of the Condominium Act.

(1) To employ personnel to perform the services required for proper operation of the condominium

3.3 Purchase of Units. The association shall not have the power to purchase a condominium unit of the condominium, except pursuant to purchase rights set forth in the Declaration of Condominium or at sales in foreclosure of liens for assessments for common expenses, at which foreclosure sales the Association shall bid not more than the amount secured by its lien. This provision shall not be changed without approval of 75% of the entire membership of the Association.

3.4 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

3.5 Distribution of Income. The association shall make no distribution of income to its members, directors or officers.

3.6 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the declaration of condominium and the Bylaws.

ARTICLE 4

Members

4.1 Membership. The members of the Association shall consist of all of the record owners of condominium units in Citrus Oaks Landings, a Condominium.

4.2 Evidence. After the transfer or change in the ownership of a unit, the change of membership in the Association shall be established by recording in the public records of Orange County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership, and delivery to the Association of a copy of the recorded instruments. The owner receiving title of the unit by instrument of transfer will be a member of the Association and the membership of the prior owner will be terminated. In the case of a unit which is owned by more than one person, all owners of the unit shall hold membership jointly, which membership shall be considered as one membership.

4.3 Assignment. 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 to the unit for which that share is held.

4.4 Voting. A member of the Association shall be entitled to one vote for each unit owned by the member. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaws of the Association

ARTICLE 5

Directors

5.1 Number and Qualification. The affairs of the Association shall be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of that determination shall consist of three directors. Directors need not be members of the Association.

5.2 Duties and Powers. All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and the Bylaws shall be exercised exclusively by the board of directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.

5.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

5.4 Term of First Directors. As provided by the laws of Florida in Chapter 718, Florida Statutes, and specifically by Section 718.301, Florida Statutes, when unit owners other than the Developer own 15% or more of the units in the condominium, the unit owners other than the developer shall be entitled to elect no less than one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect not less than a majority of the members of the board of administration of the association upon the first of the following occurring:

(a) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers.

(b) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers.

(c) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers and none of the others are being

offered for sale by the developer in the ordinary course of business.

(d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or

(e) Seven years after recordation of the declaration of condominium.

The developer is entitled to elect at least one member of the board of administration as long as the developer holds for sale in the ordinary course of business at least 5 percent of the units in the condominium. The directors named in these Articles shall serve until their successors are elected by the members other than the developer; and any vacancies in their number occurring before the time for the election of their successors by the members other than the developer shall be filled by the remaining first directors, or if there are none, then by the developer.

5.5 First Directors and Officers. The name and addresses of the members of the first board of directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

BOARD OF DIRECTORS

President: G. Douglas Laman
1130 E. Plant Street, Ste. H, Winter Garden, FL 34787

Vice President: John Dunfee
1130 E. Plant Street, Ste. H, Winter Garden, FL 34787

Sec./Treasurer: Joanne Laman
1130 E. Plant Street, Ste. H, Winter Garden, FL 34787

ARTICLE 6

Indemnification

Every director and officer of the Association, and every member of the Association serving the Association at its expenses and liabilities, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which such person may be a party or in which such person may become involved by reason of that person being or having been a director or having served the Association at its request, whether or not that person is a director or officer or is serving at the time the expenses or liabilities are incurred, except when the

director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE 7

Bylaws

The first Bylaws of the Association shall be adopted by the Board of directors and may be altered, amended or rescinded by the directors and members in the manner provided by the Bylaws.

ARTICLE 8

Amendments

Amendments to These Articles of Incorporation shall be proposed and adopted in the following manner.

8.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

8.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by the board of directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be either:

(a) By not less than 75% of the entire membership of the board of directors and by not less than 66% of the votes of the entire membership of the Association; or

(b) By not less than 75% of the votes of the entire membership of the Association.

8.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any changes in Sec. 3.3 to 3.6 inclusive of Article 3, entitled "Powers," without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the declaration of the condominium.

8.4 Recording. A copy of each amendment shall be filed with, accepted and certified by the Secretary of State of Florida and be recorded in the public records of Orange County, Florida.

ARTICLE 9

Term

The term of the Association shall be perpetual.

ARTICLE 10

Office

The association shall initially have an office at 1130 E. Plant Street, Suite H, Winter Garden, Florida 34787

ARTICLE 11

Subscribers

The name and address of the subscriber to these Articles of Incorporation is as follows:

G. Douglas Laman
1130 E. Plant St., Suite H,
Winter Garden, Florida 34787

ARTICLE 12

Resident Agent

The initial resident agent is G. Douglas Laman whose address is 1130 E. Plant Street, Ste. H, Winter Garden, FL 34787.

IN WITNESS WHEREOF, the undersigned, constituting the subscriber, has executed these Articles of Incorporation this 26 day of July, 2001.

Signed, Sealed and Delivered
in the presence of:

Kalim Pino
(Witness)

Kalim Pino
Printed name of Witness

Pamela K Laug
(Witness)

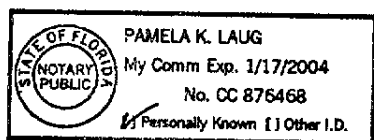
Pamela K. LAUG
Printed name of Witness

G. Douglas Laman
Subscriber

APPROVED
AND
FILED
01 AUG -3 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 26th day of July, 2001 by G. Douglas Laman, who is personally known to me and who did take an oath.



Pamela K Laug
Notary Public
My Commission Expires:

ACCEPTANCE BY RESIDENT AGENT

Having been designated as Resident Agent for Citrus Oaks Landings Condominium Association, Inc. I hereby accept the appointment as such Agent.

G. Douglas Laman
Resident Agent for CITRUS
OAKS LANDINGS CONDOMINIUM
ASSOCIATION, INC.