

N02000006653

SHELL, FLEMING, DAVIS & MENGE

ATTORNEYS AT LAW

THURSTON A. SHELL
FLETCHER FLEMING
ROLLIN D. DAVIS, JR.
Board Certified Real Estate Lawyer

M. J. MENGE

DANNY L. KEPNER
Board Certified Civil Trial Lawyer

CHARLES L. HOFFMAN, JR.

STEPHEN B. SHELL

Board Certified Real Estate Lawyer

MAUREEN DUGNAN

Board Certified Criminal Trial Lawyer

Also Licensed In New York

JAN SHACKELFORD

PAUL W. GROOM II

JOHN B. TRAWICK

BRADEN K. BALL, JR.

THOMAS J. GILLIAM, JR.

SUSAN A. WOOLF

FLETCHER FLEMING

TELEPHONE • (850) 434-2411

FACSIMILE • (850) 435-1074

E-MAIL • ffleming@shellfleming-law.com

226 PALAFOX PLACE
NINTH FLOOR, SEVILLE TOWER
PENSACOLA, FLORIDA 32501

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32598-1831

August 27, 2002

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

800007417048--3

-08/29/02--01013--022

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

RE: Lake Cook Estate Homeowners Association, Inc.

Gentlemen:

We hand you the Articles of Incorporation of the captioned corporation not for profit and ask that you file the same and favor us with evidence of the date of filing and of the assigned document number. We enclose this firm's check payable to your order in the sum of \$78.75.

Thank you for your assistance.

Yours truly,

SHELL, FLEMING, DAVIS & MENGE

Fletcher Fleming
Fletcher Fleming

FF:ko
Enclosures

FILED
02 AUG 29 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc 9/3

ARTICLES OF INCORPORATION
OF
LAKE COOK ESTATES HOMEOWNERS ASSOCIATION, INC.

FILED
02 AUG 29 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Earl S. Kelly, James F. Cook and Doris C. Kelly, the subscribers to these Articles of Incorporation, hereby executes these Articles of Incorporation to form a non-stock corporation, not for profit, under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation is LAKE COOK ESTATES HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association." The principal office of the Association shall be:

1062 Meadson Circle, Pensacola, FL 32506

but may be changed to another place in Florida as designated from time to time by the Board of Directors. The name and address of the Incorporator are:

Earl S. Kelly
1062 Meadson Circle
Pensacola, FL 32506

James F. Cook
209 Slattery Building
Shreveport, LA 71101

Doris C. Kelly
1062 Meadson Circle
Pensacola, FL 32506

ARTICLE II. PURPOSE AND POWERS

The Association is not organized for pecuniary gain or profit to the members thereof, and it shall be prohibited from any distribution of income to its members, directors, and officers. The specific purposes for which it is formed are to provide for maintenance, preservation, and architectural control of the subdivision known as LAKE COOK ESTATES, Phases, 1, 2 & 3, and described in the Declaration of Covenants Conditions and Restrictions recorded in O.R. Book 3988 at Pages 237-245 and in O.R. Book 4460 at Pages 1999-2005 of the public records of Escambia County, Florida, herein called "Declaration", and promote the health, safety, and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to (but only as the following may from time to time be permissible for corporations not for profit under the laws of Florida):

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the "Declaration," as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) 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;

(c) 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;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility agreeing to hold and maintain the same for such purposes. The Association may grant easements over the Common Area to private parties, but no such easement shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members; unless the Declaration provides for such merger, consolidation or annexation;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Corporation Not For Profit Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III. MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by the Declaration or by covenants of record to assessment by the Association, including contract vendees under a contract for deed, 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 any lot which is subject to assessment by the Association.

ARTICLE IV. VOTING RIGHTS

The Association shall have two classes of voting membership;

Class A. Class A member(s) shall be all Owners, with the exception of the Declarants, Earl S. Kelly, James F. Cook and Doris C. Kelly, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarants, Earl S. Kelly, James F. Cook and Doris C. Kelly (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership;
- (b) three (3) years after conveyance of the first lot, whichever event is earlier.

ARTICLE V. BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of at least three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association but may not exceed nine (9) nor be less than three (3). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Earl S. Kelly
1062 Meadson Circle
Pensacola, FL 32506

James F. Cook
209 Slattery Building
Shreveport, LA 71101

Doris C. Kelly
1062 Meadson Circle
Pensacola, FL 32506

At the first annual meeting the members shall elect at least three (3) directors and at each succeeding annual meeting, or at a special meeting called for the purpose of electing directors, the members shall elect the number of directors which may from time to time be designated by the By-Laws.

ARTICLE VI. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE VII. DURATION

The corporation shall exist perpetually.

ARTICLE VIII. AMENDMENTS

Amendments to these Articles shall require the assent of two-thirds (2/3) of the entire membership. Amendments may be proposed by any member at any annual meeting or special meeting called for that purpose, and adopted by the members, in person or by proxy, at that or any subsequent meeting by the percentage of members set forth above. The By-Laws of the corporation shall be made, altered, or rescinded, at a regular or special meeting of the members, by a vote of a majority of the members present in person or by proxy. The By-Laws may restrict the number of proxies to be voted by any person.

ARTICLE IX. OFFICERS

The affairs of the corporation are to be managed by a President, Vice-President, Secretary, and Treasurer, who need not be members of the Association. They shall be elected at the first meeting of the Board of Directors following each annual meeting of the members. The President and Vice-President shall be Directors. Until the first election of officers, Earl S. Kelly shall serve as President of the corporation; James F. Cook shall serve as Vice President of the corporation; Doris C. Kelly shall serve as Secretary and Treasurer of the corporation.

ARTICLE X. SUBSCRIBER

The subscribers to these Articles of Incorporation and their addresses are:

Earl S. Kelly
1062 Meadson Circle
Pensacola, FL 32506

James F. Cook
209 Slattery Building
Shreveport, LA 71101

Doris C. Kelly
1062 Meadson Circle
Pensacola, FL 32506

ARTICLE XI. INITIAL RESIDENT AGENT AND OFFICE

Earl S. Kelly, whose office address is 1062 Meadson Circle, Pensacola, FL 32506, is hereby appointed as the initial Resident Agent of the corporation and by his signature hereto, accepts the appointment as resident agent of the corporation and agrees to comply with all provisions of the law relating thereto.

ARTICLE XII. INDEMNITY

Every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceedings to which he or she may be a party or in which he or she may become involved, by reason of his or her being or having been an officer of the Association whether or not he or she was an officer at the time such expenses are incurred, except in such cases wherein the officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any such officer may be entitled.

IN WITNESS WHEREOF the subscriber has executed this instrument this 14 day of August, 2002



Earl S. Kelly, Subscriber and Resident Agent

James F. Cook
James F. Cook, Subscriber

Doris C. Kelly
Doris C. Kelly, Subscriber

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14 day of August, 2002,
Earl S. Kelly, who is (X) personally known to me or () produced _____ as
identification.



Edward C Lockskin
My Commission CC980863
Expires November 12, 2004

Edward C Lockskin
Printed Name: EDWARD C LOCKSKIN
NOTARY PUBLIC
My Commission Expires: 11/12/04

STATE OF Louisiana
Parish
COUNTY OF Caddo

The foregoing instrument was acknowledged before me this 19~~th~~ day of August, 2002,
James F. Cook, who is (X) personally known to me or () produced _____ as
identification.

Tanya L. Foster
Printed Name:
NOTARY PUBLIC
My Commission Expires:

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14 day of August, 2002,
Doris C. Kelly, who is (☒) personally known to me or () produced _____ as
identification.



Edward C Lockskin
My Commission CC980863
Expires November 12, 2004

Edward C Lockskin
Printed Name: EDWARD C LOCKSKIN
NOTARY PUBLIC
My Commission Expires: 11/12/04