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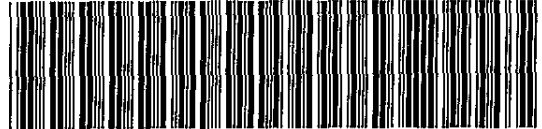
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04 JAN 12 AM 8:19

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**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Manatee FairOaks Homeowners's Association, Inc.

**FROM:**

Victor C. Krumm, Esq.  
Law Office of Victor C. Krumm, P.A.  
1991 Main St. Suite 112  
Sarasota, Florida 34236

For further information concerning this matter, please call Victor C. Krumm, Esq. at (941) 955-2201.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for:

\$70 for Filing and Registered Agent Fee

**ARTICLES OF INCORPORATION  
OF  
MANATEE FAIROAKS HOMEOWNER'S ASSOCIATION, INC.  
(A Corporation Not for Profit)**

FILED

04 JAN 12 AM 8:19

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of Corporations Not for Profit, we, the undersigned, do hereby associate ourselves together with a corporation for the purposes and with the powers hereafter set forth and to accomplish that end we do hereby adopt and set forth these Articles of Incorporation.

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation shall be

"MANATEE FAIROAKS HOMEOWNER'S ASSOCIATION, INC."  
3210 34<sup>th</sup> Ave. East  
Bradenton, FL 34208

hereafter in these Articles referred to as the  
"Association."

**ARTICLE II  
PURPOSES**

The general nature, objects, and purposes of the Association will be:

A. To promote the health, safety, and social welfare of the owners of property located within that certain parcel of land, commonly known as Manatee FairOaks Homeowner's Association, Inc. (hereafter, the "subdivision" or "subject subdivision") located in Manatee County, Florida, and more particularly described as:

The W 225 Ft of Lot 1 Fair Oaks Sub of NE ¼ of SW ¼ of Section 5, Township 35 South, Range 18 East, as per plat thereof recorded in Plat Book 1, Page 171, Public Records of Manatee County, Florida

and recorded in Manatee County, Florida.

B. To maintain and replace landscaping and to maintain and repair sidewalks and bicycle paths, structures, and other improvements, if any, located in the Common Area of the Association, for which the obligation to

maintain and repair has been delegated to the Association by SeaBreeze Developers, LLC, as Developer of said subdivision.

C. To supervise and control the specifications, architecture, design, appearance, elevation, and location of all buildings, structures, and improvements of any type, including houses, walls, fences, swimming pools, antennas, water and sewer lines, grading, drainage, retention systems, disposal systems, and all other structures constructed, placed, required or permitted to remain in the subdivision, as well as the alteration, improvement, addition, or changes thereof, including the landscaping surrounding the same.

D. To provide such services as may be deemed necessary or desirable by the Board of Directors of the Association and to acquire the capital improvements and equipment related thereto.

E. To purchase, acquire, replace, improve, maintain, and repair such buildings, structures, and equipment related to the health, safety, and social welfare of the members of the Association, as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable.

F. To carry out all of the duties and obligations assigned to it as a neighborhood property owner's homeowners' association under the Declaration of Restrictions applicable to the Association and subdivision.

G. To operate without profit and for the sole and exclusive benefit of its members.

### **ARTICLE III GENERAL POWERS**

The general powers that the Association shall have are as follows:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of, any and all real or personal property related to the purposes or activities of the Association; to make, enter into, perform and carry out contracts of every kind and nature with any person, firm, corporation, or

association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Association and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

B. To establish a budget and to fix assessments to be levied against all property located in the subdivision which is subject to assessments pursuant to the Declaration of Restrictions and other governing documents of the Association applicable to the subdivision for the purpose of defraying expenses and costs of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuring year and a reasonable annual reserve for anticipated major capital repairs, maintenance and improvements, and capital replacements.

C. To place liens against any property in the Association for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

D. To suspend, for a reasonable time, the rights of a member of the Association or a member's tenants, guests, or invitees, or both, to use common areas and facilities and to levy reasonable fines, not to exceed \$100 per violation, against any member or any tenant, guest, or invitee of a member. A fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing as provided for in s. 720.305, Fla. Stat., as amended.

E. To suspend the voting rights of a member of the Association for the nonpayment of regular annual assessments that are delinquent in excess of 90 days.

F. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

G. To adopt, promulgate, and enforce rules, regulations, bylaws, covenants, restrictions, and agreements in order to effectuate the purposes for which the Association is organized.

H. To delegate power or powers of the Association where such is deemed in its best interests by the Board of Directors.

I. To charge recipients for services rendered by the Association and to charge the user for use of Association property where such is deemed appropriate by its board of directors.

J. To pay all taxes and other charges of assessments, if any, levied against property owned, leased, or used by the Association.

K. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may hereafter be adopted, and the terms and provisions of the aforesaid Declaration of Restrictions applicable to the Association.

L. In general, to have all of the powers which are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

M. In general, to have all of the powers which are or may be conferred upon a homeowner's association the laws of the State of Florida, except as prohibited herein.

#### **ARTICLE IV MEMBERS**

The membership of this Association shall consist of all of the owners of property located with the subdivision as described in Paragraph A of Article II hereof, and all such property owners shall be members of the Association. There shall be three classes of members:

1. Class A Members. Class A members shall be all property owners within the subdivision governed by the Association, other than the Class B member, if any. Owners of such property shall automatically become Class A members upon purchase of property in the subdivision. Applicants for membership shall be of good moral character and shall otherwise fully comply with such other qualifications as may be prescribed in the Bylaws of the Association or in Rules and Regulations adopted by the Board of Directors.

2. Class B Members. Class B members shall be the SeaBreeze Developers, LLC, a Florida limited liability company, as developer of the subject subdivision (the "Developer"), or its successors, designee, or assignee, if such membership is specifically assigned.

3. Class C Members. Class C members shall be tenants in occupancy of homes owned by Class A members. All prospective tenants of such property owners in the subject subdivision shall be required to apply and qualify for membership in the Association in the same manner as Class A members. However, Class C members shall be nonvoting members of the Association and shall not be entitled to serve on the Association's Board of Directors.

The membership of any Class A member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's property within the subject subdivision, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more parcels of property in the subject subdivision.

The membership of any Class C member in the Association shall automatically terminate upon termination of that person's lease of property in the subdivision.

The membership of any Class B member in the Association shall continue until such time as said member, in its sole discretion, submits its resignation as such Class B member or, in lieu thereof, elects to become a Class A member while it still owns property within the subject subdivision.

The interest of a member in funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the property which is the basis of membership in the Association.

The words "owner" and "property" are used herein with the same definition and meaning as given to such words in the aforesaid Declaration of Restrictions for the subject subdivision.

**ARTICLE V  
VOTING**

A. Subject to the restrictions and limitations herein or hereafter after set forth, each member shall be entitled to one vote for each lot in which the member holds fee simple ownership. When more than one person holds such interest in any one lot, all such persons shall be members of the Association, but the total vote of co-owners shall be the same as if said lot was in single ownership, and, further, such vote shall not be divided between or among co-owners but shall be cast as a unit vote by one of such co-owners in the manner provided in the Bylaws. Any member holding title to a fractional portion of a lot shall not be entitled to a fractional vote therefor. Except where otherwise required under the provisions of these Articles, the Declarations of Restrictions, or the Declaration of Maintenance Covenants for the subdivision, if any, or by law, the affirmative vote of the owners of a majority of lots represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.

B. The Developer shall have the right to appoint a majority of the Board of Directors of the Association as long as it owns at least one lot in the subdivision.

**ARTICLE VI  
BOARD OF DIRECTORS**

A. Subject to Paragraph B below, the affairs of the Association shall be managed by a Board of Directors consisting of 4 directors. So long as Developer shall have the right to appoint a majority of the Board of Directors under the provisions of Paragraph B of Article V, such appointed directors need not be members of the Association. Thereafter, all directors shall be members of the Association and residents of the State of Florida. Elections shall be by plurality vote. At the first annual election to the Board of Directors, the term of office of the director who receives the highest plurality of votes shall be established at two years with the terms of all other directors, appointed or elected, established at one year. Thereafter, the terms of office of directors shall be established by the Bylaws of the Association, provided, however, that if the Bylaws do not establish such terms, the terms of directors shall be established at one year.

B. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the members to be held in the year 2004, and until their successors are elected or appointed in accordance with the provisions of Paragraph A above, are as follows:

Name Paul Simon  
Address 3210 34th Ave. East  
Bradenton, FL 34208

Name Denise Simon  
Address 3210 34th Ave. East  
Bradenton, FL 34208

#### ARTICLE VII OFFICERS

A. The officers of the Association, to be elected by the Board of Directors, shall be President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors shall deem appropriate from time-to-time. The President shall be elected from among the membership of the Board of Directors but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible, provided, however, that the office of President and Secretary shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected to a term of one year in accordance with the procedures set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors to be held in the year 2004 and until their successors are duly elected and qualified are as follows:

President: Paul Simon  
Secretary: Denise Simon  
Treasurer: Denise Simon

**ARTICLE VIII  
CORPORATE EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE IX  
BY LAWS**

The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended, revoked, or rescinded by the Directors in the manner provided such Bylaws.

**ARTICLE X  
AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles may be altered, amended, or repealed by resolution of the Board of Directors; provided, however, that no amendment affecting the rights of the Developer, or its successor, designee, or assignee, shall be effective without the prior written consent of the Developer or its successor, designee, or assignee.

**ARTICLE XI  
REGISTERED AGENT AND OFFICE**

The initial registered agent of the corporation shall be:

Victor C. Krumm, Esq.  
Law Office of  
Victor C. Krumm, P.A.  
1991 Main St. Suite 112  
Sarasota, FL 34236

The initial registered office of the corporation shall be at 3210 34th Ave., Bradenton, FL 34208 but the corporation may maintain offices and transact business in such other places within the State of Florida as may be designated by the Board of Directors.

**ARTICLE XII  
BUDGET AND EXPENDITURES**

The Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all

assessable property in the subject subdivision, which budget shall be conclusive and binding upon all persons; provided, however, that the Board of Directors may thereafter at any time approve or ratify variations from such budget in respect of expenditures.

#### **ARTICLE XIII ASSESSMENTS**

The Association will obtain funds with which to operate by means of annual dues and/or by assessment of its members in accordance with the provisions of the Declaration of Restrictions for the subject subdivision, and the same may be supplemented by the provisions of these Articles and Bylaws of the Association relating thereto. In order to enforce collection of said dues and assessments, the Association shall have the power to place liens against property in the subject subdivision and to enforce the same in the manner prescribed in the Bylaws of the Association and in the aforementioned Declaration of Restrictions.

#### **ARTICLE XIV SUBSCRIBERS**

The name and residence address of the subscriber to these Articles is:

Paul Simon  
3210 34th Ave. East  
Bradenton, FL 34208

#### **ARTICLE XV INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. The Association shall defend and indemnify any Director or officer made a party or identified as a potential party in any threatened, pending, or completed claim, action, suit, or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in that person's capacity as Director, officer, employee, or agent of any other corporation, partnership, association, joint

venture, limited liability company, trust, or any other form of enterprise in which the person served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Association or that the person had no reasonable belief that such action was unlawful.

(2) By or in the right of the Association to procure a judgment in its favor by reason of being or having been a Director or officer of the Association, or by reason of being or having been a Director, officer, employee, or agent of any other corporation, partnership, association, joint venture, limited liability company, trust, or any other form of enterprise in which the person served at the request of the Association against the reasonable expenses, including attorneys fees, actually and necessarily incurred by such person in connection with the defense or settlement of such action or in connection with an appeal thereof, if such person acted in good faith and with the reasonable belief that such action was in the best interests of the Association.

B. No Director or officer of the Association shall be defended or indemnified in relation to any matters as to which the person, in any capacity, has been determined and adjudged, arising from or in the performance of any duty owed to the Association: (1) to have been negligent therein; or (2) to have committed any crime therein; or (3) engaged in any act of misconduct, nonfeasance, malfeasance, or breach of fiduciary or other responsibility imposed by law.

C. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, the person had no reasonable belief that such action was unlawful. Such determination shall be made by the Directors who were not parties to such action, suit, or proceeding.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

#### **ARTICLE XVI**

##### **TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, limited liability company, association, trust or other form of enterprise in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void, or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or any committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for that purpose. No Director or officer of the Association shall incur liability solely by reason of the fact that he or she is or may be interested in any such contract or transaction. However, every Director or officer who has, or may have, a material financial interest in any contract or transaction between the Association and any other entity, shall disclose such financial interest if such fact is not known to the other Directors or officers of the Association and, if a majority of the remaining disinterested Directors determine that the disclosed financial self-interest of such Director or officer is or may be inimical to the Association's best interests, the interested Director may not vote on or participate in the consideration of the contract or transaction.

B. An interested Director may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### **ARTICLE XVII**

##### **DISSOLUTION OF THE ASSOCIATION**

A. The Association maybe dissolved upon a resolution of dissolution approved by two-thirds (2/3) of the members of the members of the Board of Directors or by vote of two-thirds (2/3) of the members, and, if such decree be necessary at the time of dissolution, after receipt of an

appropriate decree as set forth in or provided for by Florida Statute.

B. Upon dissolution of the Association, all of its assets remaining after making provision for payment to creditors and all attorney's fees, costs, and expenses of such dissolution shall be distributed in the following manner:

(1) Real property contributed to the Association without the receipt of other than nominal consideration by the Class B member (or its predecessor in interest) shall be returned to the Class B member (whether or not a Class B member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

(2) Dedication to any applicable municipal, county, or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

(3) Remaining assets shall be distributed among the members, each member's share to be determined by multiplying the value of such remaining assets by a fraction, the numerator of which is all amounts assessed by the Association since its organization against the property which is owned by the member at that time, and the denominator of which is the total amount assessed by the Association against all properties which, at the time of dissolution, are part of the subject subdivision or Association. The year of dissolution shall count as a full year for purposes of the preceding fractions.

IN WITNESS WHEREOF, the aforesaid subscribers have hereunto  
set their hands and seals this 7 day of JANUARY 2004.

SeaBreeze Developers, LLC

By:

Paul R. Simon  
The Havannah Group, Ltd.  
A Florida Limited Partnership,  
By Paul Simon, as President of  
Sunshine Properties of Sarasota,  
Inc., General Partner of the  
Havannah Group, Ltd.

STATE OF FLORIDA  
SARASOTA COUNTY

Before me, the undersigned, appeared Paul Simon and  
Denise Simon, to me personally known, who executed the  
forgoing Articles of Incorporation and acknowledged the  
execution of such instrument for the uses and purposes  
therein expressed.

WITNESS my hand and seal at Sarasota, Sarasota County,  
Florida, this 7 day of JANUARY 2004.



M M Williams II  
My Commission DD266574  
Expires January 24, 2008

M M Williams II  
NOTARY PUBLIC


**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The name and address of the registered agent for MANATEE  
FAIROAKS HOMEOWNER'S ASSOCIATION, INC. are:

Victor C. Krumm, Esq.  
Law office of  
Victor C. Krumm, P.A.  
1991 Main Street, Suite 112  
Sarasota, FL 34236

Having been named as registered agent and to accept service  
of process for the above-named corporation at the place  
designated in this certificate of acceptance, I accept the

appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.



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Victor C. Krumm, Esq.  
Law Office of  
Victor C. Krumm, P.A.  
1991 Main St. Suite 112  
Sarasota, FL 34236

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TALLAHASSEE FL 32304