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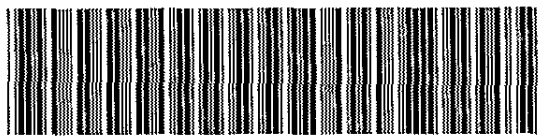
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Pimlico Horsemen Association Inc

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ARTICLES OF INCORPORATION
OF
PIMLICO HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not-For-Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 FEB 27 P 4: 10

FILED

In order to form a corporation under and in accordance with the provisions and the laws of the State of Florida for the formation of corporations not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth the following:

ARTICLE I
DEFINITIONS

The following words and phrases when used in these Articles (unless the context shall prohibit) shall have the following meanings:

- A. "Articles" means this document.
- B. "Association" means the Florida not-for-profit corporation (a) responsible for operating the homeowners association for PIMLICO a subdivision or community located within Lexington Oaks of Pasco County, or (b) responsible for certain duties in relation to Lexington Oaks Master Association as described in the Restated Declaration of Covenants, Conditions and Restrictions of Lexington Oaks hereinafter ("Restated Declaration").
- C. "Board" means the Board of Directors of PIMLICO Homeowners Association, Inc.
- D. "By-Laws" means the By-Laws of PIMLICO Homeowners Association, Inc.
- E. "Committed Property" means those portions of the Total Property which become committed to the land use provisions and other benefits, burdens, restrictions, covenants and provisions contained in the Restated Declaration by the method outlined therein.
- F. "Corporation" means PIMLICO HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation.
- G. "Corporation Property" means such portions of the Nonresidential Property as are conveyed to the Corporation. For clarification, Corporation Property does not include the "Golf Club Property" (as that term is defined below).

H. "PIMLICO" means that portion of the multi-phased, planned community known as "Lexington Oaks" planned for development upon portion of the "Property" (as defined in the Restated Master Declaration) which subsequently becomes "Committed Property" (as hereinafter defined) and thus committed to land use under the Restated Declaration.

I. "PIMLICO Documents" means in the aggregate the Plat, the Restated Declaration, the Restated Master Declaration and these Articles, the By-Laws and all of the instruments and documents referred to therein or referred to herein.

J. "Declarant" means the developer of PIMLICO, its successors and assigns.

K. "Restated Declaration" means that certain Restated Declaration of Covenants, Conditions and Restrictions of LEXINGTON OAKS to be recorded in the Official Records Books of the Public Records of Pasco County, Florida ("County"). "Community Declaration" means that certain Declaration of Covenants, Conditions and Restrictions for Pimlico of Lexington Oaks to be recorded in the Official Records Books of the Public Records of Pasco County, Florida.

L. "Dwelling Unit" means any residential dwelling unit intended as an abode for one family constructed on Committed Property in PIMLICO including, without limitation, a detached single-family home, an attached townhouse dwelling, an attached duplex or other multiplex dwelling, or any apartment-type unit contained in any multi-unit, multistory, residential building and whether any of the foregoing are subject to fee simple, cooperative, condominium, rental or other forms of ownership and possession.

M. "Dwelling Unit Owner" means the owner or owners of the fee simple title to a Dwelling Unit and includes Declarant for so long as it is the owner of the fee simple title to a Dwelling Unit.

N. "Golf Club Member" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to the private golf course which is to be located in PIMLICO or elsewhere upon the Property.

O. "Golf Course Property" shall mean and refer to that part of the Properties that is used as a private golf club and golf course with related amenities.

P. "Lot" means a portion of the Committed Property which is included within a plat upon which a "Dwelling Unit" (as hereinafter defined) is permitted to be erected and is part of the "Residential Property" (as hereinafter defined) located within the Committed Property.

Q. "Lot Owner" means the owner or owners of the fee simple title to a Lot and includes Declarant for so long as it is the owner of the fee simple title to a Lot.

R. "Nonresidential Property" means the portions of PIMLICO which are designated in the Restated Declaration to be used or maintained for purposes other than having Dwelling Units constructed thereon and, where the context so requires, any improvements contained thereon.

S. "Operating Expenses" means the expenses for which Owners are liable to the Corporation as described in the Restated Declaration and the Community Declaration of PIMLICO and in any other of the PIMLICO documents, and includes, but is not limited to, the costs and expenses incurred by the Corporation in administering, operating, reconstructing, maintaining, repairing and replacing the Corporation's Property.

T. "Owners" means all Dwelling Unit Owners and all Lot Owners, collectively.

U. "Plat" or "Plats" means the plat or plats subdividing the Property, as recorded in the Public Records of Pasco County, Florida from time to time.

V. "Residential Property" means all portions of Committed Property designated as such in the Restated Declaration and the Community Declaration of PIMLICO, upon which Dwelling Units may be constructed.

W. "Uncommitted Property" means the portions of the Property other than *Committed Property*.

X. "Undeveloped Lot" means a Lot upon which no Dwelling unit was ever issued a final certificate of occupancy by the appropriate governmental authority.

ARTICLE II

NAME

The name of this Corporation is PIMLICO HOMEOWNERS' ASSOCIATION, INC. The present address of the Corporation is 3810 Northdale Boulevard, Suite 100 Tampa, Florida 33624.

ARTICLE III

PURPOSES

The purpose for which the Corporation is organized is to take title to, operate and maintain such portions of the Nonresidential Property as are dedicated to the Corporation or to Lexington Oaks of Pasco County Homeowners Association, Inc. in a plat or conveyed to Lexington Oaks of Pasco County Homeowners Association, Inc. or the Corporation (collectively the "Corporation Property") in accordance with the terms of and purposes set forth in such a dedication or conveyance and to carry out the other functions of the Corporation described in the Restated Declaration and the Community Declaration for PIMLICO. The Corporation shall enforce and generally assist Lexington Oaks of Pasco County Homeowners Association, Inc. to enforce the provisions of the Restated Declaration and the Community Declaration for PIMLICO.

ARTICLE IV
POWERS

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

A. The Corporation shall have all of the common law and statutory powers of a not-for-profit corporation.

B. The Corporation shall have all of the powers reasonably necessary or convenient to implement its purposes, including, but not limited to, the following:

1. To do all of the acts required to be performed by it under the Restated Declaration and the Community Declaration for PIMLICO.

2. To make, establish and enforce rules and regulations governing the use of the Corporation's Property or the Property located within PIMLICO.

3. To make, levy and collect assessments and fines for the purpose of obtaining funds from its members to pay for the operational expenses of the Corporation, Operating Expenses, and costs of collection, and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

4. To maintain, repair, replace and operate the Corporation's Property and any other property which must be maintained by the Corporation (including, but not limited to, any of the Corporation's Property to be maintained in a natural state, utilized for drainage purposes) in accordance with the Residential Planned District ("RPD") requirements of the County which are applicable to PIMLICO, or the Restated Declaration and Community Declaration for PIMLICO, and in accordance with the terms and purposes set forth in the dedication or conveyance of the Corporation's Property to the Corporation.

5. To enforce by legal means the obligations of the members of the Corporation, the provisions of the Restated Declaration and the Community Declaration for PIMLICO, and the provisions of a dedication or conveyance of the Corporation's Property to the Corporation with respect to the use and maintenance thereof.

6. To contract for professional management with a "Manager", which may be an individual, corporation, partnership or other entity, and to delegate to such manager the powers and duties of the Corporation.

7. To accept title to, and to dedicate, sell or transfer all or any part of the Common Area, including roadways, to any public agency, authority, or utility. No such dedication or transfer shall be effective unless an instrument has been signed by a majority of the Corporation's Board of Directors and the Master Board of Directors of Lexington Oaks of Pasco County Homeowners' Association, Inc. agreeing to such dedication, sale or transfer.

8. To grant easements as to the Common Area to public and private utility companies, including cable T.V., and to public bodies or governmental agencies or other entities or persons, with or without cost or charge, at the sole discretion of the Board of Directors joined by the Board of Directors for Lexington Oaks of Pasco County Homeowners' Association, Inc., where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto.

ARTICLE V
PIMLICO HOMEOWNERS ASSOCIATION MEMBERS

The qualification of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

A. There shall be "Owner Members" (as hereinafter set forth) which shall comprise the membership of the Corporation.

1. Owner Member. The Owners of any Lots, Units or Parcels in the Committed Properties shall each be an Owner Member of the Corporation.

B. Membership shall be established effective immediately upon becoming a Lot, Unit or Parcel Owner of a Lot, Unit or Parcel located within PIMLICO.

C. The voting rights of all members are set forth in the Restated Declaration and the Community Declaration for PIMLICO.

D. Each and every such Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Corporation's Documents, the Restated Declaration and the Community Declaration for PIMLICO.

E. Until the establishment and effectiveness of the first Association Member or Owner Member, the membership of the Corporation shall be comprised of the incorporator of these Articles.

ARTICLE VI
TERM

The term for which the Corporation is to exist shall be perpetual.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Ronald H. Trybus, Esq.	P. O. Box 800 Tampa, FL 33601-0800

**ARTICLE VIII
OFFICERS**

The affairs of the PIMLICO Homeowners Association, Inc. shall be managed by the President of the Association, assisted by one or more Vice President, Secretary and Treasurer, and, if any, by the Assistant Secretary and Assistant Treasurer, subject to the directions of the Directors. Upon election as President of PIMLICO Homeowners Association, Inc., the President shall also serve as a Member of the Master Board of Directors of Lexington Oaks of Pasco County Homeowners Association, Inc.

The Directors of PIMLICO Homeowners Association, Inc. shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Directors shall, from time to time, determine. The President shall be elected from amongst 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, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

**ARTICLE IX
FIRST OFFICERS**

The names and addresses of the officers who are to serve until the first election of officers by the Directors are as follows:

<u>Name</u>	<u>Address</u>
Garth Noble, President	3810 Northdale Blvd., Suite 100 Tampa, FL 33624
John Mazuchowski, Vice President	3810 Northdale Blvd., Suite 100 Tampa, FL 33624
Robert Williams, Secretary/Treasurer	3810 Northdale Blvd., Suite 100 Tampa, FL 33624

ARTICLE X
BOARD OF DIRECTORS

A. The number of members of the first Board of Directors ("First Board") shall be three (3). Thereafter, the number of members of the Board shall be increased as provided in Paragraph C of this Article.

B. The names and addresses of the persons who are to serve as the First Board are as follows:

<u>Name</u>	<u>Address</u>
Garth Noble	3810 Northdale Blvd., Suite 100 Tampa, FL 33624
John Mazuchowski	3810 Northdale Blvd., Suite 100 Tampa, FL 33624
Robert Williams	3810 Northdale Blvd., Suite 100 Tampa, FL 33624

C. The First Board shall be the Board of Directors of the Corporation until the termination of Class B membership. Until such termination of Class B membership, the Directors of the Corporation named by the Declarant shall serve, and, in the event of vacancies, the remaining Directors shall fill any such vacancies; and if there be no Directors remaining, the vacancies shall be filled by the Declarant.

D. Upon termination of Class B membership, and during such time as the Declarant owns one or more Lot(s), Unit(s) or Parcel(s), the Board shall be comprised of not less than three (3) nor more than seven (7) members. One (1) member shall be appointed by Declarant. The remaining Directors shall be elected by the membership at large.

E. After termination of Class B membership and at such time as the Declarant owns no Lots, Units or Parcels, Board members shall be elected at large by all members of the Corporation at the annual meeting of the Corporation.

F. Declarant shall have the right to appoint, designate and elect all of the members of the First Board. Except as provided in Paragraph D of this Article X, Declarant shall relinquish its right to appoint Directors and cause the First Board to resign on the date of the termination of Class B membership.

ARTICLE XI
INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or

imposed upon him in connection with 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 of the Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such case wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Directors approve such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such Director or officer may be entitled by common law or statutory law.

ARTICLE XII **BY-LAWS**

By-Laws of the Corporation may be adopted by any of the Board of Directors, and may be altered, amended or rescinded in the manner provided for by the By-Laws.

ARTICLE XIII **AMENDMENTS**

A. Prior to the recordation of the Restated Declaration in the Public Records of Pasco County, Florida, these Articles may be amended only by a majority vote of the Board evidenced by an instrument in writing signed by the President or Vice President and Secretary or Assistant Secretary and filed with the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and give the exact language and date of adoption of such amendment, and a certified copy of each such amendment shall always be attached to any certified copy of these Articles and shall be an exhibit to the Community Declaration for PIMLICO upon the recording of such Community Declaration.

B. After the recording of the Restated Declaration and the Community Declaration for PIMLICO in the Public Records of Pasco County, Florida, these Articles may be amended by any of the following methods:

1. The following process:

(a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the By-laws for the giving of notice of meetings of Members ("Required Notice").

(c) At such meeting a vote of the Members shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the voting interests of the Corporation. Any number of amendments may be submitted to the Members and voted upon by them at one meeting; or

2. The Members may amend these Articles at a meeting for which the Required Notice of the meeting and the proposed amendment has been given without action by the Board; or

3. An amendment may be adopted by a written statement signed by all Directors and all Members setting forth their intention that an amendment to the Articles be adopted.

C. No amendment may be made to the Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Restated Declaration and the Community Declaration for PIMLICO.

D. A copy of each amendment shall be certified by the Secretary of State of the State of Florida and recorded amongst the Public Records of Pasco County, Florida, and any amendment to these Articles shall be effective until it has been so recorded.

E. Notwithstanding the foregoing provisions of this Article XIII, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of Declarant, including the right to designate and select the Directors as provided in Article X hereof, without the prior written consent therefor by Declarant nor shall there be any amendment to these Articles which shall abridge, alter or modify the right of any Institutional Mortgagee.

ARTICLE XIV
REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 3810 Northdale Boulevard, Suite 100 Tampa, Florida 33624.

ARTICLE XV
REGISTERED AGENT

Ronald E. Cotterill, whose address is Wetherington, Hamilton & Harrison, P.A. 400 N. Tampa Street, Suite 2625, Tampa, FL 33602-4793, is hereby appointed the registered agent of this Corporation.

ARTICLE XVI
SUCCESSOR ENTITIES

In the event of the dissolution of the Corporation, or any successor entity hereto, the Corporation Property shall be transferred to either a successor entity or an appropriate governmental agency or public body to be maintained for the purposes for which the Corporation, or a successor hereto, was maintaining such Corporation Property in accordance

with the terms and provisions under which such Corporation Property was being held by the Corporation, or such a successor.

**ARTICLE XVII
DISSOLUTION**

In the event of dissolution or final liquidation of the Corporation, the assets utilized in connection with the surface water management system, both real and personal, of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Corporation. No such disposition of Corporation Property shall be effective to divest or diminish any right or title of any member vested in him under the recorded covenants and deeds applicable to Section A unless made in accordance with the provisions of such covenants and deeds.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, has caused these Articles of Incorporation to be executed this 10th day of February, 2004.

Incorporator

By: Ronald H. Trybus
Ronald H. Trybus

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing Articles of Incorporation were acknowledged before me this 10th day of February, 2004 by **Ronald H. Trybus**, who is personally known to me or who has produced a Florida Drivers License as identification and did not take an oath.

Daisy Reese
NOTARY PUBLIC, STATE OF FLORIDA
Print/Stamp Name:
My Commission Number:
My Commission Expires:

