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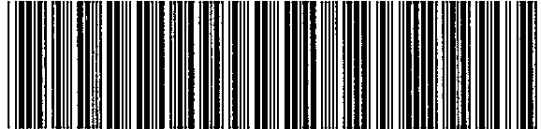
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Gates Landing - Somerset
Lakes, Inc.

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
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- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
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Time

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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DIVISION OF CORPORATION

March 12, 2004

CAPITAL CONNECTION INC

SUBJECT: GATES LANDING-SOMERSET LAKES, INC.
Ref. Number: W04000010120

We have received your document for GATES LANDING-SOMERSET LAKES, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 804A00016772

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

**ARTICLES OF INCORPORATION
OF
GATES LANDING-SOMERSET LAKES, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 MAR 11 P 4:15

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

**ARTICLE I.
NAME**

The name of the corporation shall be GATES LANDING-SOMERSET LAKES, INC., hereinafter referred to as the "Association".

**ARTICLE II.
INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent and the street address of the initial registered office of this Association is the following address this address shall also serve as the Corporation's principal and mailing address:

MIKE FARRELL
7301 - 77th Street
Pinellas Park, FL 33781

**ARTICLE III.
PURPOSE**

3.1 Purpose: The purpose for which the Association is organized is to provide an entity for the ownership, maintenance, management, administration and operation of that certain submerged lands and waters utilized for storm water drainage purposes, commonly known and referred to as "Lake Allen" (herein referred to as the "Lake") and certain recreational facilities consisting of a swimming pool, pool deck area and related structures, improvements and landscaping (herein referred to collectively as the "Recreational Facilities"), used in common by the owners of the individual subdivided Lots located in the residential planned unit developments located in Pinellas County, which are named below, and their respective tenants and guests:

- 3.1.1 Somerset Lakes, Unit 5, Phase 5a
- 3.1.2 Somerset Lakes, Unit 5, Phase 5b
- 3.1.3 Somerset Lakes - Unit 6

3.2 Distribution of Income: The Association shall make no distribution of income to its members, directors or officers.

ARTICLE IV. POWERS

4.1 Common Law and Statutory Power: The Association shall have all of the common law and statutory powers of a Association not-for-profit.

4.2 Specific Powers: The Association shall have all of the powers and duties set forth in the Articles of Incorporation and the Laws of the State of Florida, including without limitation the right, power and authority to manage, administer and enforce all terms and provisions of the Declaration of Covenants, Conditions and Restrictions of Gates Landing, as the same may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members as property owners to pay all costs, expenses and losses of the Association and to make special assessments against members as property owners for unpaid fees, fines or for maintenance or repair which is the responsibility of the property owner.

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

(c) To manager, administer, maintain and operate the Lake and Recreational Facilities described in Subparagraph 3.1 of these Articles.

(d) To purchase casualty and liability insurance coverage for the Lake and the Recreational Facilities for the protection of the Association and its members.

(e) To reconstruct any structure or improvements after casualty and to further improve the property.

(f) To make and amend reasonable rules and regulations to govern the use of the Lake and the Recreational Facilities.

(g) To approve or disapprove the transfer, mortgage, ownership and leasehold of any property owned by the Association.

(h) To enforce by legal means the provisions of the laws of the State of Florida, the Declaration of Covenants, Conditions and Restrictions, these Articles, the By-Laws of the Association, and the Regulations for the use of the property owned by the Association.

(i) To levy fines for violation of approved Association rules and regulations, or violations of the provisions of the Declaration of Covenants, Conditions and Restrictions, these Articles or by By-Laws, all as set forth in the By-Laws.

(j) To contract for the management of the Association and to delegate to such contractor all powers and duties of the Association, except as are specifically required by Declaration of Covenants, Conditions and Restrictions to have the approval of the Directors of the membership of the Association.

(k) To employ personnel for reasonable compensation to perform the services required for the proper administration and operation of the purposes of the Association.

(l) To pay taxes and assessments which are liens against any part of the Association, other than the individual lots or units, unless the individual lot(s) unit(s) are owned by the Association, and the appurtenances thereto, and to assess the same against any lot or unit and the owner of the lot or unit which is subject to such liens.

(m) To enter into agreements whereby it acquires leasehold memberships and other possessor or use interest in the lands or facilities, whether or not contiguous to the property owned by the Association, intended to provide for the enjoyment, recreation, or other use benefits of the property owners.

4.3 Assets held in Trust: All funds and the title of all properties acquired by the Association and the proceeds thereof shall be held in trust for the members, in accordance with the provisions of the Declaration of Association, these Articles of Incorporation and the By-Laws of the Association.

4.4 Limitation on Exercise of Powers: The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the laws of the state of Florida, the Declaration of Covenants, Conditions and Restrictions, these Articles and the By-Laws of the Association.

ARTICLE V. MEMBERS

5.1 Members: The members of the Association shall consist of all of the record owners of Lots which are located within and a part of the residential planned unit developments described below:

- 5.1.1 Somerset Lakes, Unit 5, Phase 5a
- 5.1.2 Somerset Lakes, Unit 5, Phase 5b
- 5.1.3 Somerset Lakes - Unit 6

5.2 Change of Membership: After receiving approval of the Association, required by the Declaration of Covenants, Conditions and Restrictions, change of membership in the Association shall be established by the recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing a change of record title to a lot or unit in the Community and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thereby becomes a member of the Association and the membership of the prior owner is thereby terminated.

5.3 Limitation on Transfer of Shares of Assets: 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 member's lot or unit.

5.4 Voting: The owner of each lot or unit shall be entitled to one vote as member of the Association; except, there shall be no vote for any unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE VI. DIRECTORS

6.1 Board of Administration: The affairs of the Association shall be managed by a Board of Administration consisting of three (3) Directors at all times. One Board members shall be annually elected by members who own Lots in Somerset Lakes, Unit 5, Phase 5a. One Board members shall be annually elected by members who own Lots in Somerset Lakes, Unit 5, Phase 5b. One Board members shall be annually elected by members who own Lots in Somerset Lakes, Unit 6.

All business of the Association shall be conducted and determined by and based upon a majority vote of Board Members, except the following matters which shall require unanimous vote of all Board Members:

- (1) An amendment of these Articles of Incorporation;
- (2) An amendment of the By-Laws of the Association;
- (3) The sale, lease or encumbrance of the properties comprising the Lake and/or the Recreational Facilities;
- (4) Any substantial physical alteration of the Recreational Facilities.

6.2 Election of Directors: Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the By-Laws of the Association.

6.3 First Board of Directors: The initial Board of Directors shall be selected by Farrell Homes, Inc., a Florida corporation, as Developer of Somerset Lakes-Unit 6. At such time as Farrell Homes, Inc. shall have sold, transferred and conveyed 90% of the Lots comprising Somerset Lakes-Unit 6, then the Directors shall be elected by the Members in accordance with the provisions of Subparagraph 6.1 above.

6.4 Vacancy: Any vacancy occurring in the Board prior to the first election shall be filled by the remaining Directors.

ARTICLE VII. OFFICERS

7.1 Officers: The affairs of the Association shall be administered by officers designated in the By-Laws of the Association. The officers shall be elected by the Board of Administration at its first meeting following the annual meeting of the Association and shall serve at the pleasure of the Board of Administration. The initial officers who shall serve until the first meeting following the annual meeting of the Association shall be the following persons:

NAME	ADDRESS
MIKE FARRELL President	7301 - 77 th Street Pinellas Park, FL 33781
MARY P. FARRELL Vice-President	7301 - 77 th Street Pinellas Park, FL 33781
JUDITH FARRELL Secretary/Treasurer	7301 - 77 th Street Pinellas Park, FL 33781

ARTICLE VIII. INDEMNIFICATION

8.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonable incurred by, or imposed upon him in connection with any proceeding or the 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 such expenses are incurred, except when the Director or officer is adjudged guilty of willful and wanton malfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

8.2 The Board of Administration of the Association may purchase liability insurance to insure all Directors, officers, agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the members of the Association as part of the common expenses.

ARTICLE IX. BY-LAWS

By-Laws: The By-Laws of the Association shall be adopted by the Board of Administration and may be altered, amended or rescinded in the manner provided by the By-Laws and the Declaration of Covenants, Conditions and Restrictions.

ARTICLE X. AMENDMENT

10.1 Amendment Method: These Articles of Incorporation may be amended only by unanimous vote and approval by all Members of the Board of Directors.

10.2 Limitation on Amendments: No Amendments shall make any changes in the qualification for membership, nor the voting rights of members, without the approval in writing by all members and the joinder of all record owners of the mortgages upon the Association. No Amendment shall be made which is in conflict with laws of the State of Florida or the Declaration of Covenants, Conditions and Restrictions.

10.3 Certification: A copy of each Amendment shall be certified by the Secretary of State and recorded in the Public Records of Pinellas County, Florida.

ARTICLE XI. TERM

The term of the Association shall be perpetual.

ARTICLE XII. SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

MIKE FARRELL
7652 Park Boulevard
Pinellas Park, FL 33781

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 10th day of March, 2004.


MIKE FARRELL

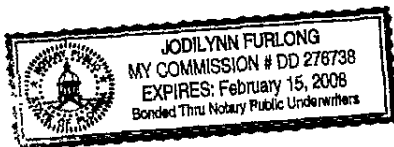
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared MIKE FARRELL to me well known and known to me to be the person who executed the above and foregoing Articles of Incorporation and he acknowledged to me that he executed the same freely and voluntarily for the purposes therein stated.

Witness my hand and official seal this 10th day of March, 2004.


Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

MIKE FARRELL, having been named to accept the service of process upon GATES LANDING-SOMERSET LAKES, INC. at the place designated in the Articles of Incorporation, pursuant to Chapter 48.091 of the Florida Statutes, hereby accepts such designation and agrees to act in this capacity and further agrees to comply with the provisions of said Act relative to keeping the registered office of this Association.


MIKE FARRELL

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2004 MAR 11 P 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA