

Division of Corporations

Page 1 of 1

FILED

06 JUL 20 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**N04000007119**
Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000149733 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : VOGLER ASHTON, PLLC
Account Number : I20040000051
Phone : (941) 388-9400
Fax Number : (941) 388-9401

FLORIDA NON-PROFIT CORPORATION

Lakewood Ranch Country Club - West Community Assoc.

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

7-21-04

FILED

((H04000149733 3))

AM 9:44
JUL 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LAKEWOOD RANCH COUNTRY CLUB - WEST COMMUNITY ASSOCIATION, INC.**

A Corporation Not For Profit

The undersigned hereby forms a corporation not for profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I

NAME: PRINCIPAL OFFICE OF ASSOCIATION

The name of the corporation shall be Lakewood Ranch Country Club - West Community Association, Inc. For convenience, the corporation shall herein be referred to as the "Association". The initial address of the Corporation's principal office shall be 8210 Lakewood Ranch Boulevard, Bradenton, FL 34202.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants for Lakewood Ranch Country Club - West, recorded (or to be recorded) in the Public Records of Manatee County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). All of the definitions set forth in the Declaration are hereby incorporated herein by this reference. The further objects and purposes of the Association are to preserve the values and amenities in The Properties and to maintain the Common Areas thereof for the benefit of the Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been made (which may be an affiliate of the Declarant, as hereinafter defined) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration including, without limitation, the power to borrow money (from the Declarant or others) for Association purposes. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general welfare of its membership.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot or Tract which is subject to the Declaration shall be a Member of the

(((H04000149733 3)))

Association, provided that any such person or entity who merely holds record ownership merely as security for the performance of an obligation shall not be a Member of the Association.

Section 2. Voting Rights. The votes of the classes of Members of the Association shall be cast by their respective classes of Voting Members as follows:

Class A. Class A Members shall be all those owners, as defined in Section 1, with the exception of Builders and the Declarant (as to Declarant, as long as the Class B Membership shall exist, and thereafter, the Declarant shall be a Class A Member to the extent it would otherwise qualify).

Class A Members located in a specific Neighborhood shall be entitled to elect from among themselves a five (5) person Neighborhood Committee in accordance with the By-Laws, which shall then elect one (1) Voting Member to have and cast one (1) vote in all Association matters for each Lot in the Neighborhood from which the Voting Member is elected. The first election and subsequent elections of such Voting Member shall be conducted at the times and in the manner provided in the Association's By-Laws.

In the event that there is a mandatory membership association for a Neighborhood (e.g., a condominium association), its Board of Directors shall serve as its Neighborhood Committee and its size, election procedures, terms of office and the like shall be governed by its own Articles of Incorporation and By-Laws rather than hereby.

Class B. The Class B Voting Member shall be the Declarant, or a representative thereof designated by it in a written notice to the Association, who shall have and cast one (1) vote in all Association matters, plus two (2) votes for each vote which may be cast by the Class A Voting Members. Such Class B Voting Member may be removed and replaced by the Developer in its sole discretion. The Class B Membership shall cease and terminate (and convert to a Class A Membership) as and when provided in the Declaration.

Class C. Class C Members shall be all Builders, each of which shall have one (1) vote for each Lot owned thereby or which has been allocated to a Tract owned thereby, subject to increase for Lots (actual or allocated) acquired by the Builder and to decrease for those conveyed to Class A Members. Class C Members owning Lots in a Neighborhood in which there are also Class A Members shall participate in Neighborhood Committee elections in the same manner as such Class A Members.

Class D. Class D Members shall be all Commercial Owners, each of which shall have one (1) vote for each acre of land (or portion thereof) owned by same at all relevant times.

In the event that Mortgagee or other party acquires title to a Lot or Tract through foreclosure or deed in lieu of foreclosure, such party shall have the class of membership last held by the owner of Lot or Tract to which title was so acquired.

Section 3. Meeting of Voting Members. The By-Laws of the Association shall provide for an annual meeting of Voting Members, and may make provisions for regular and special meetings of Voting Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Voting Members shall exist if the Voting Members having the power to cast a majority of the votes of the Members shall be present at the meeting.

Section 4. General Matters. When reference is made herein, or in the Declaration, By-Laws, rules and regulations, management contracts, or otherwise, to a majority or specific percentage of the Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the Members eligible to be cast by their respective Voting Members present at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which quorum exists) and not of the Members themselves (or their Lots) or of the

(((H04000149733 3)))

individual Voting Members themselves.

ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence. Nevertheless, upon any dissolution of the Association, the disposition of the Common Areas shall be governed by Article XV, Section 2 of the Declaration.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed and conducted by a Board of Directors of no fewer than three (3) nor more than nine (9) members as determined per Section 2, below.

Section 2. Election of Directors. Except as otherwise provided herein and for the first Board of Directors and their Declarant-appointed replacements, directors shall be elected by the Voting Members of the Association at the annual meeting of the Association as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. Notwithstanding the foregoing, until such time as the Class B Membership in the Association terminates, the Class B Voting Member shall have the right to appoint the Directors of the Association by written notice to such effect or by an announcement reflected in the minutes of the annual meeting of the Association, without the necessity of a vote.

Initially, there shall be three (3) directors elected by the Class B Member (Declarant). At such time as twenty-five percent (25%) of the Lots to ultimately be located within The Properties have been conveyed to Class A Members, at the annual meeting next following such percentage being reached, the Class B Members shall designate two (2) directors and the Class A Members, voting through their Voting Members, shall elect one (1) director.

The foregoing composition of the Board of Directors shall continue until the annual meeting next following the date upon which fifty percent (50%) of the Lots to ultimately be located within The Properties have been conveyed to Class A Members, at which meeting the number of Directors shall automatically increase to five (5), with three (3) directors to be designated by the Class B Members and two (2) directors to be elected by the Class A Members voting through their Voting Members.

At the annual meeting next following the date upon which ninety percent (90%) of the Lots to ultimately be located within The Properties have been conveyed to Class A Members, the Class A Members, voting through their Voting Members, shall elect all but one (1) member of the Board of Directors, which shall be of such a number as is determined per Section 3, below, absent which determination the number of directors shall remain at five (5). The remaining Director shall be elected by plurality vote of the Class D Members.

As used herein, the "total number of lots to ultimately be located within The Properties" shall be established by written notice from Declarant to the Association and shall be based upon a reasonable projection of same made by Declarant subject to change from time to time. The Association shall be entitled to rely upon the last notice to such effect received from Declarant when the Association conducts an election as aforesaid. Further, once the Class A Members have elected a Director(s), no change in the number of Lots to ultimately be located within The Properties shall decrease the number of Directors that the Class A Members are entitled to elect.

(((H04000149733 3)))

Section 3. Voting Groups. Prior to the annual meeting next following the ninety percent (90%) threshold described above, the Board of Directors shall place the various Voting Members in at least five (5) "Voting Groups". Such Voting Groups shall include those Voting Members who represent Neighborhoods having similar characteristics, as determined by the Board, based upon types of Units/Lots (e.g., "estate" vs. "zero lot line" vs. townhomes) and/or such other factors as the Board may deem relevant to establish a balanced representation of all Owners and Neighborhoods such that no identifiable groups have disproportionate representation.

The Voting Members in each Voting Group so established shall each then elect one (1) Director by a plurality of the votes of the Voting Members in that Voting Group.

Once established, Voting Groups may not be changed without the affirmative vote of two-thirds (2/3rds) of the votes cast by all Voting Members.

The Class D Members shall constitute one (1) Voting Group.

Except with respect to the election of Directors, Voting Members shall vote on an independent basis and not in their respective Voting Groups.

Section 4. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Voting Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

Name and Address:

James R. Schier
8210 Lakewood Ranch Boulevard
Bradenton, FL 34202

Karen Byrnes
8210 Lakewood Ranch Boulevard
Bradenton, FL 34202

Priscilla Heim
8210 Lakewood Ranch Boulevard
Bradenton, FL 34202

Section 5. Vacancies. If a director shall for any reason cease to be a director, the Remaining Directors shall elect a successor to fill the vacancy for the balance of the unexpired term, provided that a vacancy in a seat previously filled by a Declarant appointee or a person elected by Class A Voting Members shall be filled with a similarly situated person.

Section 6. Term of Office. Directors designated by the Class B Voting Member shall serve until same are removed by the Class B Voting Member or until same become legally incapacitated from serving in such position. Directors elected by Class A Voting Members shall serve commencing upon their election and continuing until the next annual meeting of the Association (but they may succeed themselves) or until their successors are duly elected and have qualified.

(((H04000149733 3)))

ARTICLE VI**OFFICERS**

Section 1. Officers Provided For. The Association shall have a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

Name and Office. Address

President:	James R. Schier 8210 Lakewood Ranch Boulevard Bradenton, FL 34202
Vice President:	Karen Byrnes 8210 Lakewood Ranch Boulevard Bradenton, FL 34202
Secretary/Treasurer:	Priscilla Heim 8210 Lakewood Ranch Boulevard Bradenton, FL 34202

ARTICLE VII**BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE VIII**AMENDMENTS**

Section 1. Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved in the manner provided in Chapter 617, Florida Statutes; provided, however, (i) that to the maximum extent lawful the Declarant may unilaterally amend these Articles and/or shall have the right to approve any proposed amendments hereto not initiated by the

(((H04000149733 3)))

Developer and (ii) the vote required to amend these Articles (if not unilaterally amended by the Declarant) shall be 66 2/3% of the total votes of the Voting Members.

Section 2. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 3. In case of any conflict between these Article of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Incorporator. The name and address of the incorporator of this Corporation is as follows: Kimberly D. Ashton, Esq., Vogler Ashton, PLLC, 1001 3rd Avenue West, Suite 500, Bradenton, Florida, 34205.

ARTICLE X

INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer, committee member or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee, committee member or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee, committee member or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

(((H04000149733 3)))

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 6. The provisions of this Article X shall not be amended so as to impair any accrued right of indemnification.

ARTICLE XI

REGISTERED AGENT

Registered Office and Agent: The Association hereby appoints Vogler Ashton, PLLC, a Florida professional limited liability company, whose address is 1001 3rd Avenue, West, Suite 500, Bradenton, Florida, 34205, as its Resident Agent under the Laws of Florida. By affixing its signature hereto, the said Vogler Ashton, PLLC does hereby accept said designation and appointment, and the office of the Registered Agent shall be at said address.

IN WITNESS WHEREOF, the incorporator has caused these Articles to be executed in its name by an officer thereunto duly authorized this 20th day of July, 2004.

Vogler Ashton, PLLC

By: Kimberly D. Ashton
Kimberly D. Ashton, Esq., Incorporator

STATE OF FLORIDA

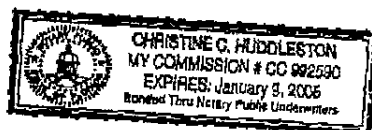
COUNTY OF Manatee

The foregoing instrument was subscribed and sworn to before me this 20th day of July, 2004, by Kimberly D. Ashton, as Managing Member of Vogler Ashton, PLLC.

☒ who is personally known to me

☐ who produced _____ as

identification, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed, under authority duly vested in him by said corporation.



Christine C. Huddleston
Christine C. Huddleston

Printed Name

NOTARY PUBLIC STATE OF FLORIDA

Commission No. CC 992590

My Commission Expires: 1-8-05

(((H04000149733 3)))

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

VOGLER ASHTON, PLLC, a Florida professional
limited liability company

By: Kimberly D. Ashton

Print Name: Kimberly D. Ashton

Its: Managing Member

FILED
04 JUL 20 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA