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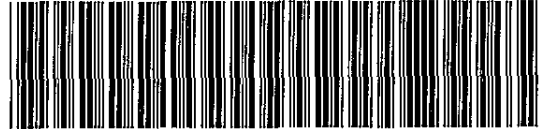
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 750630 4320888

AUTHORIZATION : *Susie Knight*

COST LIMIT : \$ 78.75

ORDER DATE : December 12, 2005

ORDER TIME : 10:44 AM

ORDER NO. : 750630-005

CUSTOMER NO: 4320888

DOMESTIC FILING

NAME: KENILWORTH ESTATES HOMEOWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
KENILWORTH ESTATES HOMEOWNERS ASSOCIATION, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as incorporator, adopts the following Articles of Incorporation pursuant to Chapter 617, Florida Statutes.

ARTICLE I

NAME OF ASSOCIATION: The name of the association is KENILWORTH ESTATES HOMEOWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II

INITIAL PRINCIPAL OFFICE: The street address of the initial principal office of the Association is 7015 Professional Parkway East, Sarasota, Florida 34240.

ARTICLE III

PURPOSES AND POWERS OF THE ASSOCIATION: The purpose for which the Association is organized is to provide an entity to provide for maintenance, preservation, operation and architectural control of the residences, commercial buildings, structures, improvements, lots, common area and surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas within that certain subdivision of property in Sarasota County, Florida to be known as KENILWORTH ESTATES and to promote the health, safety, and welfare of the residents of KENILWORTH ESTATES. For such purposes, the Association shall have the power to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court, Sarasota County, Florida, and as the same may be amended from time to time as therein provided;

(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 license, 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) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale, or transfer;

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of each class of members;

(f) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not for Profit Corporation by law may now or hereafter have or exercise.

ARTICLE IV

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION. Every person or entity who is a record owner of a lot in KENILWORTH ESTATES shall be a member of the Association. Persons or entities who hold an interest in a lot merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE V

TERMS OF EXISTENCE: The term for which this Association is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of the Chapter 617, Florida Statutes. If the Association is dissolved, then the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then

the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE VI

NAME AND RESIDENCE OF INCORPORATOR: The name and address of the incorporator is:

Kenilworth Estates LLC
7015 Professional Parkway East
Sarasota, Florida 34240

ARTICLE VII

OFFICERS AND DIRECTORS: The affairs of this Association shall be managed by a governing board called the Board of Directors. Directors shall be elected in such manner as provided by the Bylaws. The officers shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the Bylaws of the Association.

ARTICLE VIII

NAMES OF OFFICERS: The names of the officers who are to serve until the first appointment or election next following the filing of these Articles of Incorporation are as follows:

John J. Cox - President
John J. Cox III - Vice President
Vanessa Sampson - Secretary and Treasurer

ARTICLE IX

NAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORS: The number of Directors shall initially be three (3). The number may be increased or decreases as provided in the Bylaws of the Association, but shall never be less than three (3) nor more than five (5). The initial first Board of Directors who shall serve until the election at the regular annual meeting next following the filing of these Articles of Incorporation is as follows:

John J. Cox
7015 Professional Parkway East
Sarasota, Florida 34240

John J. Cox III
7015 Professional Parkway East
Sarasota, Florida 34240

Vanessa Sampson
7015 Professional Parkway East
Sarasota, Florida 34240

ARTICLE X

VOTING RIGHTS: The Association shall have two (2) classes of voting membership.

Class A. Class A members shall be all Owners, with the exception of Developer (as defined in the Declaration), and shall be entitled to one vote for each lot owned. When more than one (1) 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 (1) vote be cast with respect to any lot.

Class B. The Class B member(s) shall be the Developer 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:

- (1) Three months after 90 percent of the lots have been conveyed to members other than Developer.
- (2) January 1, 2008.

Notwithstanding anything the contrary, the Developer shall have the right to elect at a majority of the members of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least 5 percent of all lots subject to the Declaration.

ARTICLE XI

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

ARTICLE XII

AMENDMENT OF 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 KENILWORTH ESTATES LLC, a Florida limited liability company, or its successor or assigns, as Developer of KENILWORTH ESTATES shall be effective without the prior written consent of KENILWORTH ESTATES LLC, or its successor or assigns, as Developer.

ARTICLE XIII

INDEMNIFICATION: 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 completed action, suite, or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Association), by reason of the fact that he is or was a director or officer of the Association, against any and all expenses (including attorney's fees, court costs, and appellate costs and fees), judgments, fines, and amounts paid in settlement incurred by him in connection with such action, suite, or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided, however, that if any past or present officer or director sues the Association, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in such suit.

The Association is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from the corporation funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

ARTICLE XIV

REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation shall be located at

7015 Professional Parkway East, Sarasota, Florida 34240, and the name of the initial registered agent of this Association at that address is KENILWORTH ESTATES LLC. However, the Association may maintain offices and transact business in such other places within or without the State of Florida, as may from time to time be designated by the Board of Directors.

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation on 11/28, 2005.

KENILWORTH ESTATES LLC, a Florida
Limited liability company

By: 

JOHN J. COX
Its President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing Association.

KENILWORTH ESTATES LLC, a Florida
Limited liability company

By:



JOHN T. COX

Its President

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