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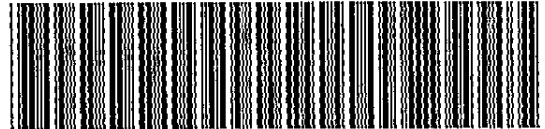
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 DEC 12 AM 8:00

12/15/2005

**LAW OFFICES OF  
ALAN BRYCE GROSSMAN, P.A.**

**2873 Executive Park Drive  
Suite 100  
Weston, Florida 33331**

**Telephone: (954) 670-1687**

**E-mail: [abglaw@earthlink.net](mailto:abglaw@earthlink.net)**

**Telefax: (954) 670-1700**

**December 8, 2005**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: LaMartin Oaks Townhomes Homeowners' Association, Inc.  
Hudson Lake Ranches Homeowners' Association, Inc.  
LaMartin Oaks Homeowners' Association, Inc.

Dear Sirs:


Enclosed please find my law firm check in the amount of \$236.25 representing the fees for the incorporation of the above referenced corporations.

Also enclosed are the three (3) sets of the Articles of Incorporation. Please file and return certified copies of same back to my office.

If you have any questions, please feel free to contact my office.

Sincerely yours,

ALAN BRYCE GROSSMAN, P.A.



Alan Bryce Grossman

ABG/mslj  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 DEC 12 AM 8:00

**Articles of Incorporation  
of  
Hudson Lake Ranches Homeowners' Association, Inc.  
A Not-For-Profit Corporation**

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Florida, acting as incorporators of a corporation under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

**Article I.**

The name of the corporation is Hudson Lake Ranches Homeowners' Association, Inc. (hereinafter the "Association").

**Article II.**

The Association is a not-for-profit corporation.

**Article III.**

The period of its duration is perpetual.

**Article IV.**

The Association is formed for the primary purpose of providing for the maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described as follows:

**REAL PROPERTY LOCATED IN OKEECHOBEE COUNTY, FLORIDA**

and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose. In furtherance of such purposes, the Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration. In addition, the Association will have the power to:

(a) perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the subdivision and to be recorded in the public records of Okeechobee County, Florida;

(b) affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied or imposed on the property of the

association;

(c) acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d) borrow money and, subject to the consent by vote or written instrument as provided in the Declaration, the By-Laws, and these Articles, and to mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds, and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws;

(e) dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members pursuant to the Declaration, the By-Laws and these Articles;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation must have the consent by vote or written instrument of the members pursuant to the Declaration, the By-Laws and these Articles;

(g) control, operate, maintain, repair and improve the Common Areas;

(h) insure and keep insured the Common Areas as provided in the Declaration;

(i) employ the personnel and entities required for the operation and management of the Association and the Common Areas;

(j) pay utility bills for utilities serving the Common Areas;

(k) pay all taxes and assessments which are, or may become, liens against the Common Areas;

(l) establish and maintain a reserve fund for capital improvements, repairs and replacements;

(m) control and regulate the use of the Properties;

(n) make reasonable rules and regulations and to amend the same from time to time;

(o) bring suit and to litigate on behalf of the Association and the Members;

(p) adopt, alter, and amend or repeal the By-Laws as may be desirable or necessary for the proper management of the Association;

(q) possess, employ and exercise all powers necessary to implement, enforce and carry into effect the power above described; and

(r) have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and will be operated exclusively for the above purposes. The activities of the Association will be financed by assessments on members as provided in the Declaration, and no part of any net earnings will inure to the benefit of any member.

All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Declaration.

The Powers of the Association shall be subject to and be exercised in accordance with, and subject to, the provisions of the Declaration.

#### **Article V.**

The street address of the initial registered office of the Association is 2873 Executive Park Drive Suite 200A, Weston, Florida, and the name of its initial registered agent at that address is Alan Bryce Grossman, Esquire.

#### **Article VI.**

The Association is one which does not permit pecuniary gain or profit. Except for services rendered by a member to the Association under contract or agreement with the Association, no part of any net earnings shall inure to the benefit of any member, director, officer or other private individual and as such they will have no interest in or title to any of the property or assets of the Association. Nothing herein shall prohibit the Association from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Association.

#### **Article VII.**

The qualifications to become a Member and the manner of admission shall be as provided by the Declaration and By-Laws.

#### **Article VIII.**

The Association shall have no capital stock and shall be composed of members rather than shareholders.

#### **Article IX.**

The right to vote on Association matters shall be exercised as provided in the Declaration and By-Laws.

#### **Article X.**

Neither the Members nor the officer or directors of the Association shall be liable for the debts of the Association.

#### **Article XI.**

The number of directors constituting the initial board of directors of the Association is three, and the

names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Donald L. Wollard, Jr.	2873 Executive Park Drive Suite 200A Weston, Florida 33331
Donnavan A. Miller	2873 Executive Park Drive Suite 200A Weston, Florida 33331
Michael R. Jackson	2873 Executive Park Drive Suite 200A Weston, Florida 33331

#### **Article XII.**

These Articles of Incorporation and the By-Laws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the By-Laws, the following order of priority shall apply: (1) the Articles of Incorporation, (2) the Declaration, and (3) the By-Laws.

#### **Article XIII.**

The Association shall indemnify its officers, directors, and committee members and may indemnify its employees and agents, to the fullest extent permitted by applicable Florida Statutes, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right of indemnification for those indemnified. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer, director or committee member of the Association may be entitled.

#### **Article XIV.**

The affairs of the Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, Vice-President, a Secretary and a Treasurer, and such other officers and assistant officers as the Board of Directors may from time to time determine appropriate.

#### **Article XV.**

Until Turnover, the Declarant may cause the Board of Directors to amend these Articles of Incorporation, in its sole and absolute discretion. After the Turnover, amendments to these Articles of Incorporation shall require the affirmative vote of Members casting sixty-seven percent (67%) of the total vote in the Association in favor of such amendment.

#### **Article XVI.**

On dissolution, the assets of the Association will be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purpose.

#### **Article XVII.**

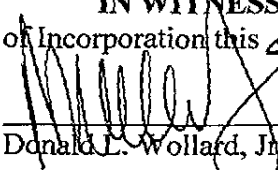
The name of the initial registered agent shall be ALAN BRYCE GROSSMAN, ESQ., and the street address of the registered office of the Association shall be 2873 Executive Park Drive, Suite 100, Weston, Florida, 33331.

#### **Article XVIII.**

The name and street address of the sole incorporator is:

Donald L. Wollard, Jr.  
2873 Executive Park Drive  
Suite 200A  
Weston, Florida 33331

IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles of Incorporation this 6th day of December, 2005.

  
Donald L. Wollard, Jr., Incorporator

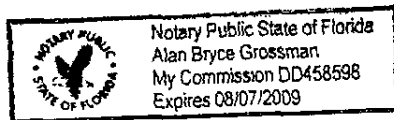
STATE OF FLORIDA        )

COUNTY OF BROWARD    )

The foregoing Articles of Incorporation were acknowledged before me by Donald L. Wollard, Jr., incorporator named therein. Donald L. Wollard, Jr. [ ] is personally known to me or [ ☒ ] has produced Fla. Id. Drivers License as identification, and who did/did not take an oath.

  
Notary Public, State of Florida

My Commission Expires:





**CERTIFICATE DESIGNATING  
PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST, THAT HUDSON LAKE RANCHES HOMEOWNERS' ASSOCIATION, INC.,  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2873 EXECUTIVE PARK DRIVE, SUITE  
200A, WESTON, FLORIDA, 33331.

SECOND, ALAN BRYCE GROSSMAN, ESQ., AT 2873 EXECUTIVE PARK DRIVE,  
SUITE 100, WESTON, FLORIDA, 33331, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

SIGNATURE \_\_\_\_\_

DONALD L. WOLLARD, JR., Incorporator

DATE 12-6-05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE \_\_\_\_\_

ALAN BRYCE GROSSMAN, ESQ.

DATE \_\_\_\_\_

12/6/05

FILED  
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DIVISION OF CORPORATIONS  
05 DEC 12 AM 8:00