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FLORIDA PROFIT/NON PROFIT CORPORATION

Golf Lake Homeowners' Association, Inc.

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ARTICLES OF INCORPORATION
OF
GOLF LAKE HOMEOWNERS' ASSOCIATION, INC.

We, the undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME AND ADDRESS

The name of this Association is the GOLF LAKE HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the Association. The principal office and mailing address of this corporation shall be 1200 Country Club Drive, #7101, Largo, Florida 33771.

ARTICLE II. PURPOSE

The general purpose of the Association shall be to serve as a master homeowners' association.

The specific purposes for which the Association is organized are:

(a) To promote the health, safety and general welfare of the residents and owners of condominium units within all or any part of the Golf Lake Area, said Golf Lake Area being:

(1) That portion of the real property described in Exhibit "A" attached hereto, which is now or may hereafter be brought within the jurisdiction of the Association pursuant to the Declaration of Covenants, Conditions, Easements and Restrictions as to the Golf Lake Area, as the same from time to time may be amended (which document, and all amendments thereto now or hereafter made, are hereafter collectively referred to as the "Declaration of Covenants") (said real property hereinafter referred to as the "Golf Lake Area."

(2) The real property comprising any condominium or townhouse which may hereafter be brought within the jurisdiction of the Association pursuant to these Articles and the Bylaws of the Association (the "Additional Association Area"), and

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- (3) All real property owned by the Association; and
- (b) To provide an entity responsible for the maintenance and preservation of the Golf Lake Area.

The foregoing paragraph enumerates the specific purposes of the Association, but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purpose or powers of the Association otherwise permitted by law.

ARTICLE III. POWERS AND DUTIES

Section 1. 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 Declaration of Covenants and Chapter 718 of the Florida Statutes (hereinafter referred to as the "Condominium Act").

Section 2. The Association shall have all of the powers and duties set forth in the Condominium Act, the Bylaws of the Association or the Declaration of Covenants.

Section 3. The powers of the Association shall include, but not be limited to, the following:

- (a) To own, operate, maintain, preserve or replace, the Common Areas;
and
- (b) To operate and maintain the Surface Water Management System Facilities; and
- (c) To acquire by gift, purchase, or otherwise, and to own, build, improve, operate, repair, maintain and replace, lease, transfer, and otherwise dispose of, real property, buildings, improvements fixtures and personal property in connection with the business and affairs of the Association; and
- (d) To dedicate, sell or transfer all or any part of the Common Areas 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 without the consent of a majority of the Members to such dedication, sale or transfer, in writing or by vote at a duly called meeting of the

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Association, or without the prior written consent of Developer so long as Developer owns any property within the Golf Lake Area.

(e) To establish, levy, collect, and enforce payment of, all assessments and charges pursuant to the terms and provisions of the Declaration of Covenants and Bylaws of the Association, and to use the proceeds thereof in the exercise of its powers and duties; and

(f) To pay all expenses in connection with and incident to the conduct of the business and affairs of the Association; and

(g) To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association; and

(h) To exercise such powers which are now or may hereafter be conferred by law upon an association organized for the purposes set forth herein, or which may be necessary or incidental to the powers so conferred; and

(i) To grant easements on or through the Common Areas or any portion thereof; and

(j) To exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in the Declaration of Covenants, as the same may be amended from time to time; and

(k) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized; and

(l) To contract for, among other matters: the management of the Association and to delegate in such contract all or any part of the powers and duties of the Association; services to be provided to Members, including, but not limited to, trash removal and other utilities or services; and services to provide for the operation and maintenance of the Surface Water Management System Facilities; and

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(m) To purchase insurance upon the Common Areas or any part thereof and insurance for the protection of the Association, its Officers, its Directors and the Members; and

(n) To employ personnel to perform the services required for the proper operation of the Association; and

(o) To sue and be sued; and

(p) To take any other action necessary for the purposes for which the Association is organized.

ARTICLE IV. LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any member, director or officer of the Association; provided, however, the Association may pay compensation in a reasonable amount for services rendered, may confer benefits on its members in conformity with its purposes, and may make rebates of excess membership dues, fees or assessments. The amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate or the amount of any rebate.

ARTICLE V. TERM OF EXISTENCE

The Association is to exist perpetually, unless dissolved according to law. Provided, however, prior to the dissolution of the Association, the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and if said conveyance or dedication is not accepted, then said facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE VI. ADDITIONAL ASSOCIATION AREA

The real property comprising any condominium located outside the Association Area but within Pinellas County, Florida, shall become the Additional Association Area, or a portion thereof, upon the occurrence of the following:

(a) The Association, by the affirmative vote of not less than a two-thirds (2/3) of

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its Board of Directors and not less than two-thirds (2/3) of the voting representatives who cast their vote, agrees to permit not less than all of the owners of units in the condominium to become members; and

(b) The owners of units in the condominium agree to:

(1) grant easements in favor of the Association over and across the common elements for the limited purpose of adequate maintenance of such common elements, including but not limited to, the landscaping and plantings and the exterior of any improvements;

(2) execute recordable easements acceptable to the Association in its sole discretion; and

(3) subject themselves, individually and through their condominium association, to the jurisdiction of the Association, subject to the same rights, privileges, obligations and duties as are granted or imposed upon the condominium associations and unit owners within the Golf Lake Area; and

(c) The easements approved by the Association are duly recorded in the Public Records of Pinellas County.

ARTICLE VII. MEMBERS

Section 1. The Association shall have members. The sole qualification for membership is the ownership of a recorded, vested, present fee simple interest in a condominium unit or townhouse unit within the Golf Lake Area; provided, however, after termination of any condominium or townhouse regime, members shall also be those persons and other legal entities who are members at the time of such termination, their successors and assigns. Each owner designated in a deed or other instrument establishing title to such condominium or townhouse unit duly recorded in the Public Records of Pinellas County, Florida, shall automatically become a member upon delivery to the Association of a copy of such instrument and receipt of acknowledgement of said delivery signed by the President or Secretary. Membership in the Association shall be terminated automatically when title to the condominium or townhouse unit

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supporting said membership vests in another legal entity; provided, however, any party who owns more than one (1) unit shall remain a member of the Association so long as he shall retain title to any unit.

ARTICLE VII. VOTING RIGHTS

Section 1. This Association shall have two (2) classes of voting membership:

CLASS A. Every member with the exception of Developer shall be a Class A member. Such member, or members collectively if a unit is owned by more than one member, shall be entitled to one vote for each condominium or townhouse unit owned. Such vote shall be cast by the person designated as Voting Representative pursuant to the Bylaws of the condominium or townhouse association for the condominium or townhouse in which the unit is located. Said designation shall be submitted to the Secretary of the Association prior to the time for any meeting.

CLASS B. The Class B member shall be Developer and shall be entitled to four (4) votes multiplied by the number of then outstanding Class A votes.

Section 2. All classes of voting membership shall cease and all members shall have the voting rights of Class A members on the happening of any of the following events, whichever occurs earlier:

(i) When Developer announces that it will not submit further areas in the Golf Lake Area to the multi-family housing form of ownership and all units in existing condominiums and/or townhouses in said Golf Lake Area have been sold and conveyed by Developer to third parties; or

(ii) When, in its sole discretion, Developer elects to transfer control of the Association to the Association; or

(iii) On December 31, 2012.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. The business affairs of this Association shall be managed by the Board of Directors, hereinafter referred to as the Board.

Section 2. This Association shall have three (3) directors initially. The number of

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directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3). From and after the annual meeting immediately following the expiration of Class B membership in this Association, the Board shall at all times be composed of at least one (1) director from each condominium or townhouse association in the Association Area.

Section 3. Before the annual meeting designated above and before each annual meeting thereafter, the membership of each condominium or townhouse association shall elect one (1) person to serve on the Board; provided, however, if any condominium or townhouse association has not elected a director at least one (1) week before the annual meeting, its Board of Directors shall elect the director. Each such director must be a member or voting representative of the condominium or townhouse association he represents and must be a director of that condominium or townhouse association at the time of his election. The Bylaws may provide that the directors be divided into not more than four (4) classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, so long as no term shall continue longer than four (4) years, and at least one-fifth (1/5) in number of the directors shall be elected annually. Any vacancies occurring on the Board before the first election by the several condominium associations may be filled by the Developer.

Section 4. The names and addresses of the initial directors who are to serve as the Board until the first election by the several condominium associations are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Melinda Hall	1200 Country Club Drive, #7101 Largo, Florida 33771
Sam N. Hall	1200 Country Club Drive, #7101 Largo, Florida 33771
Terri Hall	1200 Country Club Drive, #7101 Largo, Florida 33771

Section 5. Each director shall hold office as provided in these Articles of Incorporation and the Bylaws.

ARTICLE X. OFFICERS

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Section 1. The officers of the Association shall be a President, one or more Vice Presidents (as determined to be necessary by the Board), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

Section 2. The names of the persons who are to serve as officers of the Association until the first annual meeting of the Board are:

<u>OFFICE</u>	<u>NAME</u>
President	Melinda Hall
Vice President	Sam N. Hall
Secretary	Terri Hall
Treasurer	Terri Hall

Section 3. The officers shall be elected at each annual meeting of the Board or as provided in the Bylaws, and each shall serve until his successor is chosen and qualified, or until his earlier resignation, removal from office or death.

Section 4. The officers shall have such duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes.

ARTICLE XI. BYLAWS

The initial Board shall adopt Bylaws for the Association at the organizational meeting of the Association after the approval of these Articles of Incorporation by the Secretary of State. The conduct of the affairs of the Association shall be limited by the various provisions of the Bylaws, including but not limited to, provisions creating, dividing, limiting and regulating the powers of the Association, the directors and the members. The power to adopt, amend or repeal Bylaws of the Association shall be vested in the Board of Directors as provided in the Bylaws.

ARTICLE XII. AMENDMENTS

The Articles of Incorporation may be amended at any regular or special meeting at which a quorum is present by approval of not less than two-thirds (2/3) of the entire membership of the Board and two-thirds (2/3) of the Voting Representatives of the Association who cast their vote, or

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by not less than seventy percent (70%) of the Voting Representatives of the Association who cast their vote. No amendment to these Articles of Incorporation shall be valid unless certified by the Secretary of State of the State of Florida.

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ARTICLE XIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 1200 Country Club Drive, #7101, Largo, Florida 33771, and the name of the initial registered agent of the Association located at that address is Melinda Hall.

ARTICLE XIV. SUBSCRIBERS

The subscriber to these Articles of Incorporation is:

Melinda Hall
1200 Country Club Drive, #7101
Largo, Florida 33771

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on this

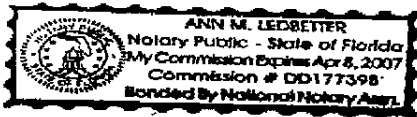
16th day of February, 2006.

Melinda Hall
MELINDA HALL

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 16th day of February, 2006, by MELINDA HALL, (who is personally known to me) or who has produced _____ as identification.



Ann M Ledbetter
(Signature of Notary)

Ann M Ledbetter
(Name of notary, printed or stamped)

Notary Public
DD177398
(Serial Number, if any)

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ACCEPTANCE

I hereby accept the appointment to act as initial Registered Agent for GOLF LAKE HOMEOWNERS ASSOCIATION, INC., as stated in these Articles of Incorporation.

Melinda Hall
MELINDA HALL

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Exhibit "A"

Lot 1, EAST BAY EXECUTIVE ESTATES, according to the plat thereof recorded in Plat Book 98, pages 51 through 53 inclusive, Public Records of Pinellas County, Florida.

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