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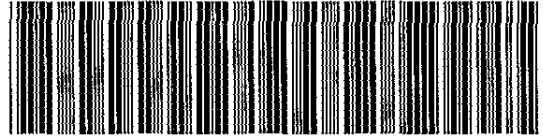
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DEAKIN PROPERTY SERVICES, LLC**

1408 S. De Soto Avenue  
Tampa, Florida 33606

Phone: 813-254-1404  
Fax: 813-254-1404  
Mobile: 813-431-2811  
Email: deakinproperties@aol.com

April 12, 2006

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Lexington Oaks Plaza Owners' Association, Inc.

Enclosed are an original, one (1) copy of the Articles of Incorporation and a check for:

\$78.75 Filing Fee & Certified Copy

Please return to Barbara Deakin, Deakin Property Services, LLC, 1408 S. De Soto Avenue, Tampa, Florida. If there are any questions, please call 813-431-2811.

Very truly yours,

Barbara Deakin  
President

/bd

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
LEXINGTON OAKS PLAZA OWNERS' ASSOCIATION, INC.**

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation not-for-profit under the "Florida Not-For-Profit Corporation Act."

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation shall be Lexington Oaks Plaza Owners' Association, Inc., hereinafter called the "Association."

**ARTICLE II  
PRINCIPAL OFFICE**

The initial principal office and mailing address of the Association shall be 1408 S. De Soto Avenue, Tampa, Florida 33606.

**ARTICLE III  
DEFINITIONS**

All capitalized terms used but not otherwise defined in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the Declaration of Protective Covenants, Conditions and Restrictions for Lexington Oaks Plaza (the "Declaration") to be recorded by Declarant in the Public Records of Pasco County, Florida, unless herein provided to the contrary or unless the context otherwise requires.

**ARTICLE IV  
PURPOSE AND POWERS**

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's income or profit is distributable to its Members, Directors, or Officers.

The purposes for which the Association is formed are:

1. To provide an entity for the furtherance of the interests of the owners of property within Lexington Oaks Plaza; and
2. To own, lease, operate, manage, maintain, repair, improve, rebuild or replace, and alter the Common Areas and any improvements situated thereon in or benefiting Lexington Oaks Plaza or any portion thereof, to pay all taxes, assessments and utility charges relating thereto, and to provide architectural control over the Lots (as

defined in the Declaration) located in the Property (as defined in the Declaration) situated in Pasco County, Florida which Property is contained within the Lexington Oaks Plaza (as defined in the Declaration); and

3. To provide, purchase, lease, acquire, replace, improve, maintain and repairs such private and public real property, buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal related to the furtherance of the interests and convenience of the Members of the Association, as the Board of Directors in its discretion determines necessary, appropriate and convenient; and

4. To operate the Association without profit for the benefit of its Members and Lexington Oaks Plaza.

The powers of the Association that may be exercised by the Board of Directors are:

1. all powers which are necessary or convenient to carry out the above purposes;
2. all powers granted in the Declaration;
3. all powers enumerated in Section 617 of the Florida Statutes in effect on the date of this incorporation of the Association, and any other powers subsequently included in that section or any other section of the Florida Statutes which enumerates powers that a non-profit corporation may have, provided the powers shall be exercised in a manner consistent with the Declaration.

The foregoing enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

1. Number and Qualifications. The business and affairs of the Association shall be managed and directed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3) and may be increased or decreased from time to time in accordance with the Bylaws of the Association, but in no event shall there be less than three (3) Directors. Directors need not be Members of the Association.

2. Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles of Incorporation and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Owners only when such approval is specifically required.

3. Election; Removal. The initial Directors shall be elected or appointed by the incorporator. All Directors other than the initial Directors shall be elected or appointed in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

## **ARTICLE VI** **OFFICERS**

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected and removed and vacancies filled as provided in the Bylaws.

## **ARTICLE VII** **MEMBERSHIP**

Until the Declaration is recorded and a Lot is conveyed by Declarant to another Owner, the initial and sole Member shall be Declarant. Thereafter the Members shall be those parties identified in the Declaration as Members and shall have the voting rights as set forth in the Declaration and the Bylaws. When an Owner transfers title to a Lot, that Owner's membership in the Association shall automatically transfer to the new fee simple owner of the Lot.

## **ARTICLE VIII** **AMENDMENT**

Amendments to these Articles of Incorporation shall be made in the following manner:

1. Proposal. Notice of the subject matter for a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

2. Adoption. The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than one third (1/3) of the Members. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approval must be by not less than a majority of the votes of all the Members represented at a meeting at which a quorum of Members is present.

3. Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members, nor any changes in the Articles of Incorporation hereof entitled "Purposes and Powers" and "Indemnification," respectively, without the approval in writing of all Members and the joinder of all record owners of mortgages on Lots. No amendment shall be made that is

in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, Declarant, or an affiliate of Declarant, unless Declarant shall join in the execution of the amendment.

4. Declarant's Amendment. Declarant may amend these Articles of Incorporation consistent with the provisions of the Declaration allowing certain amendments to be effected solely by Declarant.

5. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Pasco County, Florida.

#### **ARTICLE IX** **BYLAWS**

The initial Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, rescinded in the manner provided in the Bylaws.

#### **ARTICLE X** **INCORPORATOR**

The name and address of the incorporator of the Association is Deakin Property Services, LLC, 1408 S. De Soto Avenue, Tampa, Florida 33606.

#### **ARTICLE XI** **INDEMNIFICATION**

The Association shall indemnify any person who was or is a party 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 or agent of the Association, against all 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) a court of competent jurisdiction determines, 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 in, or not opposed to, the best interests 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 specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. 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 upon the receipt of an undertaking by or on behalf of the affected director, officer, employee 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. 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 bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee 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. Notwithstanding anything herein to the contrary, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.


**ARTICLE XII**  
**DISSOLUTION**

The Association may be dissolved by a vote of the Members at any regular or special meeting; provided, however, that the proposed dissolution is specifically set forth in the notice of any such meeting, and that so long as Declarant owns at least one Lot, Declarant's prior written consent to the dissolution of the Association must be obtained. Prior to the dissolution of the Association, the responsibility for the operation and maintenance of any surface water management system as permitted by the Southwest Florida Water Management District must be transferred to and accepted by an entity approved by said district.

**ARTICLE XIII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association is 1408 S. De Soto Avenue, Tampa, Florida 33606, and the name of the initial registered agent of the Association at said address is Barbara A. Deakin.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 12th day of April, 2006.

  
\_\_\_\_\_  
Barbara A. Deakin  
Deakin Property Services, LLC, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHICH  
PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida, the association named in the foregoing Articles of Incorporation has named Barbara A. Deakin, whose address is 1408 S. De Soto Avenue, Tampa, Florida 33606, as its statutory registered agent.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Barbara A. Deakin  
Signature/Registered Agent

Barbara A. Deakin  
Signature/Incorporator

4/12/06  
Date

4/12/06  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA