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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 063853 9565A

AUTHORIZATION

COST LIMIT : \$ 78.75

ORDER DATE : April 26, 2006

ORDER TIME : 10:07 AM

ORDER NO. : 063853-005

CUSTOMER NO: 9565A

DOMESTIC FILING

NAME: LEXINGTON ESTATES HOME OWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Cindy Harris - EXT. 2937

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION OF
LEXINGTON ESTATES PROPERTY
OWNERS ASSOCIATION, INC.
(A corporation not for profit)

The undersigned, incorporator, pursuant to Chapter 617 of the Florida Statutes hereby forms and establishes a corporation not for profit under the laws of the State of Florida.

Article 1. Name. The name of this corporation is LEXINGTON ESTATES PROPERTY OWNERS ASSOCIATION, INC. and said corporation may hereinafter be referred to as the AAssociation@.

Article 2. Existence, Duration and Dissolution.

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system(s) must be transferred to and accepted by an entity which would comply with Section 40C-42.027 F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

Article 3. Purpose. The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which it is formed are:

(A) To provide for maintenance, preservation and architectural control of the lots and common areas as described in the Declaration of Covenants, Conditions, and Restrictions for Lexington Estates Subdivision, as now or hereafter recorded in the Public Records of Marion County, Florida, as may thereafter be amended from time to time (hereinafter the ADeclaration@), and to promote the health, safety and welfare of the residents within the above-described subdivision and any additions thereto as may hereafter be brought within the jurisdiction of this Association;

(B) To perform all obligations and duties of the Association and to exercise all rights and powers of the Association and to exercise all rights and powers of the Association as specified in the Declaration;

(C) To fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration;

(D) 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 licenses, taxes or governmental charges levied or imposed against the property of the Association;

(E) To 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 personal property in connection with the affairs of the Association;

(F) To borrow money, and with the assent of various percentages of each class of members, pursuant to the Declaration, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(G) To 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, within the restrictions of the Declaration referred to above;

(H) To 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;

(I) To contract with third parties and to enter into management agreements for the maintenance and management of the lots and common areas and to perform the duties and obligations so delegated;

(J) To have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Florida, by law, may now or hereafter have or exercise.

(K) The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit number 40-083-94625-1 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. The Association shall have the power to levy and collect adequate assessments against members of the Association as provided in the Declaration for, inter alia, the costs of maintenance and operation of the surface water or stormwater management system(s), with said assessments to be used for the maintenance and repair of the surface water or stormwater management systems, including, but not limited to, work within retention areas, drainage structures and drainage easements.

Article 4. Registered Office. The initial registered office of the Association is located at 1031 North Pine Avenue, Ocala, Florida 34475, or such other place as the Board of Directors of the Association may designate from time to time.

Article 5. Resident Agent. Rickey J. Bolling Sr. of 1031 North Pine Avenue, Ocala, Florida 34475 is hereby appointed the initial resident agent of this Association.

Article 6. Compensation of Officers and Directors. The officers and directors of the corporation shall not receive any stated compensation for their services, but the Board of

Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

Article 7. Membership. The corporation shall include as members every person or entity who is a record owner of a fee or undivided interest in any property which is subject to the Declaration, and subject to the assessment of this Association, including contract sellers. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any property which is subject to assessment by this Association.

Article 8. Voting Rights. All lot owners, including the Developer (or its assignee pursuant to Article III, subsection 2 of the Declaration) shall be entitled to one vote for each Lot in which they hold the interest required for membership (co-owners of a Lot shall share one (1) vote for that Lot).

The foregoing notwithstanding, until the Developer (or its assignee pursuant to Article III, subsection 2, of the Declaration) no longer owns any property in Lexington Estates, the Developer shall have the right to veto or overrule any vote of the Association.

The Developer shall be entitled to elect at least one member of the Board of Directors of the Association as long as the developer holds for sale in the ordinary course of business, at least one lot in Lexington Estates Subdivision.

Article 9. Board of Directors. The affairs of this Association shall be managed by a Board of Six (6) Directors, who shall be members of the Association, excepting that until the Developer's membership has ceased, the members of the Board of Directors need not be members of the Association, and the initial Board of Directors and succeeding Boards shall be comprised of only three (3) members. The names and addresses of persons who are to sit in a capacity of director until the selection of their successors are:

Wayne D. Frier
1031 North Pine Avenue
Ocala, Florida 34475

Rickey J. Bolling, Sr.
1031 North Pine Avenue
Ocala, Florida 34475

Rickey J. Bolling, Jr.
1031 North Pine Avenue
Ocala, Florida 34475

The initial Board of Directors herein designated shall serve until The Developer appoints a new Board or until the Developer's membership has ceased and until the first annual membership meeting thereafter, at which time the members shall elect two (2) directors for

a term of one (1) year, two (2) directors for a term of two (2) years, and two (2) directors for a term of three (3) years; and at each annual meeting thereafter, the members shall elect two (2) directors for a term of three (3) years. Any vacancy on the Board of Directors shall be filled for the unexpired term of the vacated office by the remaining directors.

Articles 10. Dissolution. The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members, or as provided in the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

Articles 11. Officers. Subject to the direction of the Board, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the officers who shall serve until the first election following the first annual meeting of the Board of Directors are as follows:

Rickey J. Bolling, Sr. President & Secretary
1031 North Pine Avenue
Ocala, Florida 34475

Wayne D. Frier, Vice President
1031 North Pine Avenue
Ocala, Florida 34475

Rickey J. Bolling, Jr., Treasurer
1031 North Pine Avenue
Ocala, Florida 34475

Article 12. By-Laws. By-Laws of this corporation are incorporated in and made a part of the Declaration. The By-Laws may be altered, amended or rescinded at any duly called meeting of the Board of Directors or members of the corporation in the manner provided by the By-Laws.

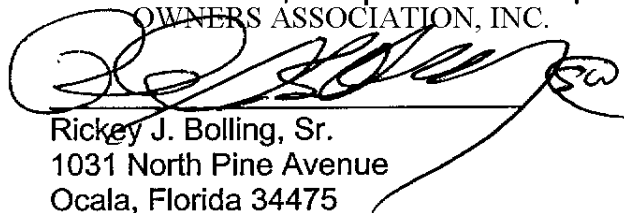
Article 13. Amendments. These Articles of Incorporation may be amended, at any annual meeting of the membership upon notice given as provided in the By-Laws, of the intention to submit amendments, or at a special meeting of the membership called for that purpose, by majority vote of those present. No amendment shall be in conflict with the Declaration for twenty (20) years, unless approved by the Developer, unless the Developer's membership has ceased and thereafter by a two-third's (2/3) majority of the membership.

Article 14. Limitation of Member's Liability. The private property of the members of this corporation shall not be liable for its corporate debts.

Article 15. Incorporator. The name and addresses of the incorporator is as follows:

Rickey J. Bolling, Sr.
1031 North Pine Avenue
Ocala, Florida 34475

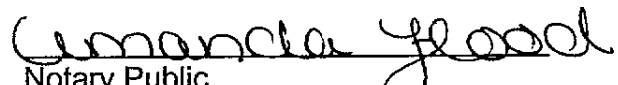
IN WITNESS WHEREOF, I the undersigned incorporator being a natural person competent to contract, have hereunto set my hand and seal and authorized the filing in the Office of the Secretary of State of the State of Florida, the foregoing Articles of Incorporation of LEXINGTON ESTATES PROPERTY OWNERS ASSOCIATION, INC., a corporation not for profit, this 24th day of April, 2006.

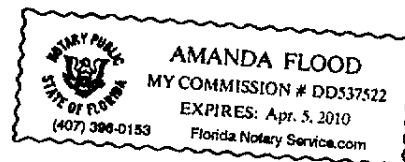

Rickey J. Bolling, Sr.
1031 North Pine Avenue
Ocala, Florida 34475

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the State and County named above to take acknowledgments, from Rickey J. Bolling, Sr., personally known to me to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation.

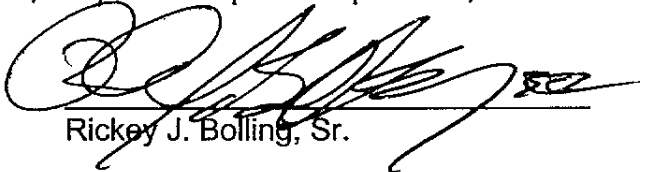
WITNESS my hand and official seal in the County and State above named this 24 day of April, 2006.


Notary Public
My Commission Expires 4/5/10

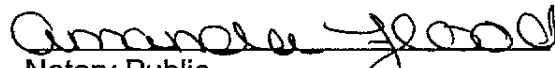


ACKNOWLEDGMENT OF RESIDENT AGENT

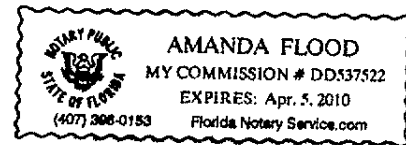
The undersigned, Rickey J. Bolling, Sr. hereby agrees to act as resident agent for Lexington Estates Property Owners Association, Inc., a not for profit corporation, 1031 North Pine Avenue, Ocala, Florida 34475.


Rickey J. Bolling, Sr.

SWORN to and subscribed before me this 24th day of April, 2006 by Rickey J. Bolling, Sr., who is personally known to me or has produced _____ as identification.


Notary Public
My Commission Expires 4/5/10

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