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From:

Account Name : JOHNSON, AUVIL, BROCK & WILSON, P.A.
Account Number : 120010000040
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FLORIDA PROFIT/NON PROFIT CORPORATION

Brook Lane Estates Homeowners' Association, Inc.

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ARTICLES OF INCORPORATION
OF
BROOK LANE ESTATES
HOMEOWNERS' ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE I
NAME

The name of the corporation is BROOK LANE ESTATES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II
ADDRESS

The principal office of the Association is located at 13005 Thoroughbred Drive, Dade City, Florida 33525.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association shall be 37837 Meridian Avenue, Suite 100, Dade City, Florida 33525. The name of the Association's initial registered agent at such address shall be LEONARD H. JOHNSON.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit of its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within the property described in Exhibit "A" attached hereto and made a part hereof by reference, herein called the "Properties". The purposes of this Association shall include, without limitation of the foregoing, the maintenance of the Common Area and certain other land within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to that certain Declaration of Covenants and Restrictions for BROOK LANE

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ESTATES, to be recorded among the Public Records of Pasco County, Florida, and any amendments or modifications thereof, herein together called the "Declaration". The Association is empowered 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 and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Public Records of Pasco County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(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 licenses, 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) Borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area, including roadways, to any public agency, authority, or utility. No such dedication or transfer shall be effective unless an instrument has been signed by a majority of the Board of Directors agreeing to such dedication, sale or transfer;

(f) Grant easements as to the Common Area to public and private utility companies, including cable T.V., and to public bodies or governmental agencies or other entities or persons, with or without cost or charge, at the sole discretion of the Board of Directors, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(g) 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 the members;

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(h) Annex additional real property in accordance with the provisions of the Declaration, with such annexations, when completed in accordance with the provisions of the Declaration, extending the jurisdiction, function, duties and membership of the Association to the real property thereby annexed;

(i) From time to time adopt, alter, amend and rescind reasonable rules and regulations governing the use of the Common Area, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(j) Contract for the maintenance and management of the Common Area, and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(k) Have and exercise any and all powers, rights and privileges which a corporation organized under the Not-For-Profit Corporation Law of the State of Florida may now or hereafter have or exercise; and

(l) Operate and maintain the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

(m) This Association is not a condominium association and is not subject to the Florida Condominium Law (F.S. 718).

ARTICLE V **MEMBERSHIP**

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot which is subject to the provisions of the Declaration, including contract sellers, shall be a member of the Association. When any Lot is owned of record by two (2) or more persons or other legal entities, all such persons or entities shall be members. An Owner of more than one (1) such Lot shall be entitled to one (1) membership for each Lot owned by him. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to the provisions of the Declaration, but shall be automatically transferred by the conveyance of that Lot.

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ARTICLE VI
VOTING RIGHTS

The Association shall have two (2) classes of voting membership, Class A Members and Class B Members. All votes shall be cast in the manner provided in the Declaration and Bylaws. When more than one person or entity holds an interest in any Lot, the vote for such Lot shall be exercised as such persons determine, but in no event shall more than the number of votes hereinafter designated be cast with respect to any such Lot, nor shall any split vote be permitted with respect to such Lot. The voting memberships and voting rights related thereto are as follows:

(a) Members shall be all owners of Lots subject to assessment. Owners shall be entitled to one (1) vote for each Lot owned.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than seven (7) Directors, who need not be members of the Association. Directors shall be elected as provided in the Bylaws of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Jack L. Cook	13005 Thoroughbred Drive Dade City, Florida 33525
Jo Ann Cook	13005 Thoroughbred Drive Dade City, Florida 33525
Leonard H. Johnson	37837 Meridian Ave., Suite 100 Dade City, Florida 33525.

ARTICLE VIII
BYLAWS

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

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ARTICLE IX
INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part, or to which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE X
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. 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 was 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 purpose.

ARTICLE XI
DURATION

The Corporation shall exist perpetually.

ARTICLE XII
AMENDMENTS

Amendment of these Articles shall require the assent of two-thirds (2/3) of the total votes cast of each class at any regular or special meeting of the membership duly called and conveyed.

ARTICLE XIII
SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation are as follows:

NAME

LEONARD H. JOHNSON

ADDRESS

37837 Meridian Avenue
Suite 100
Dade City, Florida 33525.

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ARTICLE XIV
- INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions and rules of interpretation contained in the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles of Incorporation and of the Declaration be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, constituting the subscriber of this Association, have executed these Articles of Incorporation, this 18th day of October, 2006.


LEONARD H. JOHNSON
Subscriber

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**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 SECTIONS 48.091 AND 607.325,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

BROOK LANE ESTATES HOMEOWNERS' ASSOCIATION, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF TAMPA, STATE OF FLORIDA, HAS
NAMED LEONARD H. JOHNSON, LOCATED AT 37837 MERIDIAN AVENUE, SUITE 100,
DADE CITY, STATE OF FLORIDA, 33525, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


LEONARD H. JOHNSON
Subscriber

DATE: October 18, 2006

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. FURTHER, I CERTIFY THAT I AM
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION
607.325, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE OF
REGISTERED AGENT:


LEONARD H. JOHNSON

DATE: October 18, 2006

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EXHIBIT "A"

Parcel "C": The East 389.0 feet of the West 1500.0 feet of the South 411.0 feet of that part of the SW $\frac{1}{4}$ of Section 2, Township 25 South, Range 21 East, Pasco County, Florida, lying East of the right-of-way of U.S. Highway 301, less the North 100.0 feet of the West 100.0 feet thereof, and being together with the East 501.0 feet of the West 1500.0 feet of the North 693.60 feet of the South 1104.60 feet of that portion of the SW $\frac{1}{4}$ of Section 2, Township 25 South, Range 21 East, lying East of the right-of-way of U.S. Highway 301.

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