

DEC. 5. 2006 10:23AM  
Division of Corporations

PORGES, HAMLIN

NO. 1638228

NO60000612459

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

fountain lake master association, inc.

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This Instrument Prepared By:  
James A. Harrison, Esquire  
Florida Bar No.: 0304270  
Porges, Hamlin, Knowles, Prouty  
Thompson & Najmy, P.A.  
1205 Manatee Avenue West  
Bradenton, FL 34205

**ARTICLES OF INCORPORATION  
OF  
FOUNTAIN LAKE MASTER ASSOCIATION, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, Chapters 617 and 720, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I.**  
**NAME OF CORPORATION**

The name of this corporation shall be FOUNTAIN LAKE MASTER ASSOCIATION, INC. hereinafter referred to as the "Association". The mailing address and principal place of business of the corporation is 5620 Fountain Lake Circle, Bradenton, FL 34207.

**ARTICLE II.**  
**GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property subject to and governed by the MASTER DECLARATION OF COVENANTS AND RESTRICTIONS OF FOUNTAIN LAKE (the "Declaration"), located in the County of Manatee, Florida, and recorded in the Public Records thereof and to perform all acts provided in the Declaration and the Florida Statutes, and as amended from time to time.

**ARTICLE III.**  
**POWERS AND DUTIES**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Declaration, as amended from time to time, including but not limited to the following:

- (a) The Association may enter into lease agreements and may acquire and enter

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into agreements acquiring leaseholds, memberships and other possessory or use interests, whether or not contiguous to the Property, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

(b) To make and collect regular and special assessments against members as Unit Owners to defray the cost, expenses and losses of and upon the Property and to make special assessments against members as Unit Owners for maintenance or repair which is the responsibility of the Association.

(c) To use the proceeds of assessments in the exercise of its powers and duties.

(d) To maintain, repair, replace and operate the Property, which shall include the irrevocable right to access each Lot or Living Unit from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any of the Common Elements therein, or accessible therein or therefrom or for making and emergency repair therein, that may be necessary to prevent damage to the Common Elements, or to another Lot or Living Unit, and to maintain and repair Lots or Living Units, all where authorized by the Declaration.

(e) To purchase insurance upon the Property and insurance for the protection of the Association and its members as Owners. To purchase and maintain insurance for the directors and officers of the Association.

(f) To reconstruct the improvements after casualty and to further improve the property, and to reconstruct improvements to Lots or Living Units in accordance with the Declaration.

(g) To adopt and amend reasonable rules and regulations respecting the use of the Property.

(h) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws of the Association, and the Rules and Regulations for the use of the Property.

(i) To levy fines for violation of approved Rules and Regulations, or violations of the provisions of the Declaration, these Articles or Bylaws.

(j) To pay taxes and assessments which are liens against any part of the Property, other than the individual Lots or Living Units, unless the individual Lots or Living Units are owned by the Association, and the appurtenances thereto and to assess the same against the Lot or Living Unit and the Owner of the Lot or Living Unit which is subject to such liens.

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- (k) To amend the Declaration in accordance the Declaration.
- (l) To purchase a Lots or Living Units upon the Property and to hold, lease, mortgage, improve and convey same.
- (m) To obtain all required utility and other services for the common property.
- (n) To employ personnel for reasonable compensation to perform the services required for the proper carrying out of the Association responsibilities.
- (o) To maintain a surface water management system in accordance with governmental permits and regulations.
- (p) To exercise such further authority as may be reasonably necessary to carry out each and every one of the obligations of the Association set forth in the Declaration, these Articles or the Bylaws, including any right or power reasonably to be inferred from the existence of any other right, power, duty, or obligation given to the Association, or reasonably necessary to effectuate its obligation under the Declaration.

#### ARTICLE IV. MEMBERS

All persons owning a vested present interest in the fee title to any of the Property subject to the Declaration, as evidenced by a duly recorded proper instrument in the public records of Manatee County, Florida, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the Declaration and the Association, the membership shall consist of those who were members at the time of termination. In the event a any of the Property is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

After a conveyance of any of the Property, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

The share of an Owner in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Owner's property.

#### ARTICLE V. VOTING RIGHTS

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Each Lot or Living Unit shall be entitled to cast one (1) vote at any meeting of the Association membership. This shall be the manner and method of voting notwithstanding that the same Owner may own more than one Lot or Living Unit or that Lots or Living Units may be joined together and occupied by one Owner. In the event of joint ownership of a Lot or Living Unit, the vote to which that Unit is entitled may be exercised by one of such joint Owners by written agreement of the remainder of the joint Owners, in the absence of said agreement, all joint Owners must execute the unit vote unanimously.

ARTICLE VI.  
INCOME DISTRIBUTION

No part of the Income, if any, of this Association shall be distributable to its members.

ARTICLE VII.  
TERM OF EXISTENCE

This Association shall exist perpetually, commencing on the date these Articles are filed with the Florida Department of State, unless dissolved according to law.

ARTICLE VIII.  
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at Porges, Hamlin, Knowles, Prouty, Thompson and Najmy, P.A. 1205 Manatee Avenue West, Bradenton, FL 34205 and the registered agent at such address shall be James A. Harrison, Esquire.

ARTICLE IX.  
NUMBER OF DIRECTORS

The business of the Association shall be conducted by a Board of Directors which shall consist of no less than three (3) persons, as shall be designated by the Bylaws. The method of election of the Directors shall be as designated in the Bylaws.

ARTICLE X.  
FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Walter K. Carlson	5620 Fountain Lake Circle

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Bradenton, FL 34207

Richard D. Carlson

Same Address

Greg Morton

Same Address

The initial directors and officers, and any directors and officers subsequently designated, appointed or elected by the Developer in accordance with the terms of the Declaration and Bylaws, need not be members of the Association.

ARTICLE XI.  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities, including legal fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office, except when the director or officer is adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board approves the settlement as being in the best interest of the Association. The Association shall purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such (directors and officers insurance). The premiums for such insurance shall be paid by the Owners as part of the Common Expenses.

ARTICLE XII.  
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.

ARTICLE XIII.  
INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

Name

Address

JAMES A. HARRISON

1205 Manatee Avenue West  
Bradenton, FL 34205

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ARTICLE XIV.  
AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by an absolute majority vote of all voting rights of all members of the Association and all rights conferred upon the members herein are granted subject to this reservation.

ARTICLE XV  
CONFLICT WITH FLORIDA STATUTES

In the event of a conflict between the provisions of these Articles of Incorporation and the Florida Statutes, the terms and provisions of the Florida Statutes shall control and, to that extent, are incorporated by reference herein. As used in this Article, the "Florida Statutes" shall mean the provisions of the Florida Statutes in effect as of the date on which these Articles of Incorporation are filed by the Florida Secretary of State.

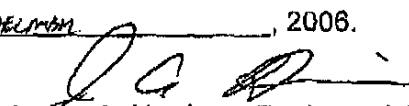
IN WITNESS WHEREOF, I, the undersigned incorporator of these Articles of Incorporation, have hereunto set my hand and seal this 5<sup>th</sup> day of DECEMBER, 2006.

  
James A. Harrison, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, James A. Harrison, hereby accepts designation as Registered Agent and Registered Agent of the foregoing Association and acknowledges that he is familiar with the duties and responsibilities of a Registered Agent in Florida.

Dated this 5<sup>th</sup> day of DECEMBER, 2006.

  
James A. Harrison, Registered Agent

The undersigned, as President of the Corporation, does hereby certify that the Articles of Incorporation were approved and ratified at a duly noticed and convened meeting of the Board of Directors of the Corporation. The number of votes cast in favor of the Articles of Incorporation was sufficient for approval. There are no members of the Corporation; therefore member action was not required.

IN WITNESS WHEREOF, \_\_\_\_\_, President of the Corporation, has

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executed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
Name, President