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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Mansfield Road Subdivision Homeowners Association, Inc.**

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Help

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**Articles Of Incorporation Of Mansfield Road Subdivision  
Homeowners Association, Inc.**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes, Chapters 617 and 720, do hereby make and adopt the following Articles of Incorporation:

**Article I  
Name**

The name of the Corporation is "Mansfield Road Subdivision Homeowners Association, Inc.", hereafter referred to as the "Association"

**Article II  
Not For Profit**

The Association is a corporation not for profit as defined in Section 617.01401, Florida Statutes. The Association is not formed for pecuniary profit. No part of the income or assets of the Association is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**Article III  
Commencement Of Corporate Existence  
And Duration**

The date when corporate existence shall commence is the date of filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The duration (term) of the Association is perpetual.

**Article IV  
Purposes**

The Association is organized, and shall be operated exclusively for, the following purposes:

1. To enforce the Declaration of Easements, Covenants, Conditions and Restrictions of Mansfield Road Subdivision (the "Declaration"), which instrument encumbers that certain single family residential development in Lake County, Florida, known as "Mansfield Road Subdivision", and be the Association referred to in said Declaration, and to assess homeowners in accordance with said Declaration, and levy and collect adequate assessments against its Members for the cost of maintenance and operation of the surface water or stormwater management system.
2. 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 No. 42-069-98747-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration that relate to the surface water or stormwater management system.

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3. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without imitating the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, manage, option, donate or other wise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

4. To do such other things as are incidental to the purposes of the Association or necessary or desirable in order to accomplish them.

#### **Article V Limitation**

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (Purposes) hereof.

#### **Article VI Dissolution**

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 must be transferred to and accepted by an entity that 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 VII Members**

7.1 **Members.** Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the Association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

7.2 **Voting Rights:** The Association shall have two classes of voting membership:

**Class A.** Class A members shall be all Owners, with the exception of the Developer (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

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**Class B.** The Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership, or

(b) on December 31, 2012, or

(c) on written notification to the Association from Developer, at Developer's sole discretion, to relinquish those rights as a Class B member and elect to convert membership to a Class A membership.

Notwithstanding the foregoing, Developer shall be entitled to elect at least one member of the Board of Directors of the Association as long as Developer holds for sale in the ordinary course of business at least 5% of the lots comprising all current and future phases of the Community.

For purposes of this provision, the terms "Developer" and "Owner" are as defined by the provisions of the Declaration.

**Article VIII  
Initial Registered Office And Agent  
And Principal Office Of The Association**

The street and mailing address of the initial registered office of business and principal office of the Association is 225 North Duncan Drive, Tavares, Florida 32778 and the initial registered agent of the Association at that address is Joseph C. Coursey. The principal office address and the registered office address is the same.

**Article IX  
Board Of Directors**

The management of the Association shall be vested in the Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors at the annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges.

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**Article X  
Officers**

The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

**Article XI  
Incorporators**

The name and address of each Incorporator is as follows:

<b>Name</b>	<b>Address</b>
Joseph C. Coursey	Post Office Box 412 Tavares, Florida 32778-0412

**Article XII  
Bylaws**

The Bylaws of the Association are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**Article XIII  
Amendment**

The Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation. Amendment of these Articles of Incorporation may be proposed by a resolution executed by at least 25 % of each class of members of the Association, which proposal shall be presented to a quorum of members for their vote. Amendment of these Articles of Incorporation shall require the consent of two-thirds (2/3) of each class of members of the Association.

**Article XIV  
Indemnification**

The Association shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by Florida Law.

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**Article XV  
Conflict**

In the event that any provision of these Articles of Incorporation conflict with any provision of the Declaration, the provision of the Declaration in conflict shall control.

In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 9<sup>th</sup> day of January, 2007.

  
Joseph C. Coursey  
Incorporator

State of Florida  
County of Lake

Before me personally appeared Joseph C. Coursey, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 9<sup>th</sup> day of January, 2007.



Louanne C. Hawthorne  
Commission # DD521965  
Expires April 1, 2010  
Notary Public - State of Florida

  
Notary Public  
My Commission Expires:

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**Acceptance By Registered Agent**

The undersigned hereby accepts the appointment as Registered Agent of Mansfield Road Subdivision Homeowners Association, Inc., which is contained in the foregoing Articles of Incorporation.

  
Joseph C. Coursey  
Registered Agent

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