

**N07000012252**

**WILLIAM J. NIELANDER, P.A.**

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**FL 33852-9577**

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12/24/07--01042--002 \*\*70.00

**FILED**  
**2007 DEC 24 PM 4:25**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**DEC 26 2007**

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2007 DEC 24 PM 4: 25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION**

### **OF**

#### **WINDSOR LAKESIDE VILLAGE OWNER'S ASSOCIATION, INC. (A Non-Profit Corporation)**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

#### **ARTICLE I. NAME**

The name of this corporation is WINDSOR LAKESIDE VILLAGE OWNER'S ASSOCIATION, INC.

#### **ARTICLE II. PURPOSES AND POWERS**

The purposes and powers of the corporation are:

a) To maintain, manage and operate certain real property in Highlands County, Florida, known as WINDSOR LAKESIDE VILLAGE and to assess, enforce and collect assessments for maintenance, management and other matters, in accordance with the terms of these Articles of Incorporation, the By-Laws of this corporation, and the Declaration of Covenants and Restrictions recorded in the public records of Highlands County, Florida pertaining to WINDSOR LAKESIDE VILLAGE. The corporation shall be conducted as a non-profit corporation.

b) To operate and maintain the surface water management system as permitted by the applicable Florida Water Management District including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

c) To own, rent, sell, convey, lease, operate and maintain sufficient real and personal property to carry out the purposes hereinabove expressed.

d) To receive donations, gifts, or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to obligate itself to perform and execute, any and all

such conditions or trusts.

e) To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidences of indebtedness. To contract for services to provide for operations and maintenance of the surface water management system if the association so contemplates employing a maintenance company.

f) To sue and be sued and establish rules and regulations.

g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these Articles of Incorporation.

h) To carry out any of the purposes or powers set forth in this article in any state, territory, district, or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

i) The purposes or powers set forth in this article are not in limitation of the general powers conferred by non-profit corporation law of Florida.

j) To perform all those powers specified in F.A.C. 40D, 2.6.2.2.4, as follows:

- i. Own and convey property;
- ii. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas;
- iii. Establish rules and regulations;
- iv. Assess members and enforce assessments;
- v. Sue and be sued;
- vi. Contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company;
- vii. Require all the lot owners, parcel owners, or unit owners to be members;
- viii. Exist in perpetuity; however, the articles of incorporation shall provide that if the association is dissolved, the control or right

- of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the association;
- ix. Take any other action necessary for the purposes for which the association is organized.

### **ARTICLE III. MEMBERS**

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

(a) The owners of all parcels in WINDSOR LAKESIDE VILLAGE shall be members of the corporation, and no other persons or entities shall be entitled to membership.

(b) Membership shall be established by the acquisition of fee title to a parcel, and the membership of any party shall be automatically terminated upon his being divested of title to said parcels.

(c) The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his unit. The funds and assets of the corporation shall belong solely to the corporation subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, in the By-Laws which may be hereafter adopted, and in the Declaration of Covenants and Restrictions which have been recorded in the public records of Highlands County, Florida, covering WINDSOR LAKESIDE VILLAGE.

### **ARTICLE IV. TERM OF EXISTENCE**

This corporation is to exist perpetually. However, if this corporation is dissolved, the surface water management system shall be conveyed, at the discretion of the authorized transferors, to either a similar non-profit corporation or an appropriate agency of local government.

### **ARTICLE V. ADDRESS**

The street address of the corporation in the State of Florida is 5571 Marquesas Circle, Sarasota, FL 34233. The Board of

Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

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

The affairs of the corporation are to be managed by a president and a secretary-treasurer and such other officers as may be provided in the By-Laws, who shall be elected at the annual meeting of the member as designated in the By-Laws. Officers who are to serve until the first election of officers are:

NAME	OFFICE
GARY PETE HARRIS	President
GEORGE HOUGHTON	Vice President
GARY HOUGHTON	Secretary

Annual meetings will be on the second Wednesday of January of each year, beginning in 2008.

#### **ARTICLE VII. DIRECTORS**

The corporation shall be managed by a board of not less than three (3) directors. The three directors who are to serve until the first election of directors are:

NAME	ADDRESS
GARY PETE HARRIS	5571 Marquesas Circle Sarasota, FL 34233
GEORGE HOUGHTON	5571 Marquesas Circle Sarasota, FL 34233
GARY HOUGHTON	5571 Marquesas Circle Sarasota, FL 34233

The manner in which the directors are to be elected or appointed shall be provided in the By-Laws of the corporation.

#### **ARTICLE VIII. SUBSCRIBERS**

The name and street address of the subscriber to these articles of incorporation is:

NAME	ADDRESS
GARY PETE HARRIS	5571 Marquesas Circle Sarasota, FL 34233

The subscriber of these Articles of Incorporation hereby assigns to this corporation his rights under the Florida Statutes, to constitute a corporation.

#### **ARTICLE IX. ASSESSMENTS**

The private property of the members shall not be subject to the payment of corporate debts of the corporation; provided that this provision shall not in any manner limit the obligation of each member unto the corporation as set forth and contained in the Articles of Incorporation, the By-Laws which may be hereafter adopted, and the Protective Covenants and Restrictions; or limit the right of the corporation to levy and assess members for their proportionate share of the expenses of the corporation, and to enforce collection of such assessments in such manner as may be reserved to the corporation in the Articles, said By-Laws and the Protective Covenants and Restrictions.

#### **ARTICLE X. LIABILITY**

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. 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 XI. AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation as now or hereafter prescribed by law. Each amendment of the Articles of Incorporation must be approved by two of the three owner's association that will be members of this

corporation. Amendment to the By-Laws shall be made in accordance with the Amendment procedures outlined in the By-Laws.


**ARTICLE XII. NON-PROFIT CHARACTER**

This corporation is one which does not contemplate pecuniary gain or profit to the members, directors or officers. Upon dissolution of the corporation, all corporate assets remaining after payment of all liabilities shall be distributed to charitable, religious, scientific, literary or educational organizations.

**ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT**

The corporation hereby designates: 5571 Marquesas Circle, Sarasota, FL 34233, as its registered office and GARY PETE HARRIS as its registered agent, who is located at the same address for service of process.


IN WITNESS THEREOF, I, GARY PETE HARRIS the undersigned subscriber have hereunto set my hand and seal this 21 day of Dec 2007, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

  
\_\_\_\_\_  
GARY PETE HARRIS, Subscriber

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared, GARY PETE HARRIS, personally known to me or who produced his \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the county and state named above this 21 day of Dec 2007.

NOTARY PUBLIC-STATE OF FLORIDA  
 Kimberly J. Ridgeway  
Commission #DD371985  
Expires: NOV 15, 2008  
Bonded Thru Atlantic Bonding Co., Inc.

Printed name: \_\_\_\_\_  
Commission expires: \_\_\_\_\_  
Commission expires: \_\_\_\_\_  
(Affix notarial seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certification, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

A handwritten signature in dark ink, appearing to read "Gary Pete Harris", is written over a horizontal line.

GARY PETE HARRIS  
Registered Agent