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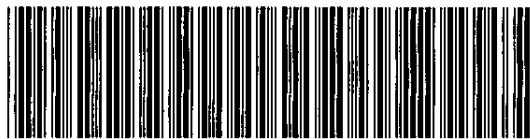
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February 21, 2008

VIA EXPRESS MAIL

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Maurine Lakefront Property Owners Association, Inc.

Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above not for profit corporation together with a check in the amount of \$78.75 representing remittance of the required filing fee and for certified copy.

In that regard, please return a certified copy of the Articles in the enclosed self-addressed, stamped envelope. Please do not hesitate to contact me with any questions.

Thank you.

Sincerely yours,

HOLLAND & KNIGHT LLP


Patrick W. Skelton

PWS/dy
Enclosure

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**ARTICLES OF INCORPORATION
OF
MAURINE LAKEFRONT PROPERTY OWNERS ASSOCIATION, INC.**

We, the undersigned, do hereby join and associate ourselves together for the purpose of creating and becoming a Corporation, non-profit in nature and purpose, in accordance with the laws of the State of Florida, and do jointly and severally subscribe to these Articles of Incorporation.

**ARTICLE I
NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE**

The name of this Corporation shall be MAURINE LAKEFRONT PROPERTY OWNERS ASSOCIATION, INC. The address of the Corporation's principal place of business is 15319 Lake Maurine Dr., Odessa, Florida 33556. The initial registered agent is Thomas Massengill. and the street address of its initial registered office is 15319 Lake Maurine Dr., Odessa, Florida 33556.

**ARTICLE II
PURPOSE**

The Corporation is organized and shall be operated exclusively to maintain and protect the water quality and wildlife, and all matters incidental thereto, in Lake Maurine, a/k/a Ferry Lake, located in Odessa, Hillsborough County, Florida, and to take all action reasonably necessary to preserve said lake as a private body of water for use by lakefront property owners and their guests. To those ends, the Corporation may do and engage in any and all lawful activities that may be incidental to these purposes and that are not specifically prohibited to corporations under the laws of the State of Florida or of the United States, or Article IX of these Articles.

**ARTICLE III
QUALIFICATIONS OF MEMBERS**

Section I. The membership of the Corporation shall be made up of persons who own real property on Lake Maurine and who support the goals and purposes of the Corporation and meet certain requirements as addressed in the Bylaws of the Corporation.

Section II. All members in good standing shall have the opportunity to nominate and to vote upon General officers, Board of Directors and others as addressed in the Bylaws of the Corporation.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Organization shall have perpetual existence.

**ARTICLE V
NAMES AND ADDRESS OF INCORPORATOR**

THOMAS MASSENGILL
15319 LAKE MAURINE DR.
ODESSA, FL 33556

ARTICLE VI
DIRECTORS OF THE ORGANIZATION

The affairs of the Corporation shall be managed by Its Board of Directors. The Board of Directors shall consist of at least seven (7) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws.

ARTICLE VII
NAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORS

Thomas Massengill
15319 Lake Maurine Dr.
Odessa, FL 33556

Mark Streicher
15315 Lake Maurine Dr.
Odessa, FL 33556

Mary Klein
15021 Laurel Cove Cr.
Odessa, FL 33556

Deborah LeBlanc
15313 Lake Maurine Dr.
Odessa, FL 33556

James Bobbit
15209 Lake Maurine Dr.
Odessa, FL 33556

Mead Myers
15019 Laurel Cove Cr.
Odessa, FL 33556

Candy Arnold
8913 S. Mobley Dr.
Odessa, FL 33556

ARTICLE VIII
INDEMNITY

To the fullest extent permitted by Chapters 607 and 617 of the Florida Statutes (hereinafter referred to as the "statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the Corporation shall indemnify, hold harmless, and advance expenses to, as defined in the statutes, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding; as defined in the statutes, by reason of the fact that he or she is or was a director or officer of the Corporation, against liability as defined in the statutes, expenses as defined in the statutes and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. This indemnification article shall specifically not apply to persons or entities who are or were employees or agents of the Corporation, but who are not or were not directors or officers of the Corporation.

ARTICLE IX
INCOME DISTRIBUTION AND DEDICATION OF ASSETS

Section I. All income or assets of this Corporation shall be accounted for and used exclusively in accordance Section 528 of the Internal Revenue Code of 1986, as amended (the "Code") and rules governing Not-for-Profit Corporations of the State of Florida.

Section II. No member of this Corporation shall receive any income or dividend, nor shall any disbursements be made to any member except as payment for services rendered or for reimbursement

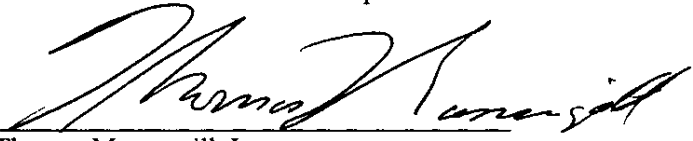
of actual expenses incurred by said member on behalf of said Corporation in connection with the business of the Corporation.

Section III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation other than government action related to its purposes, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 528 of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by ruled governing Not-for-Profit Corporations of the State of Florida.

Section IV. In the event of the dissolution of this Corporation, after all outstanding obligations are paid, all assets of the Corporation shall be turned over to its members.

ARTICLE X **AMENDMENTS**

These Articles of Incorporation may be altered, amended or repealed in whole or in part by a majority vote of all members entitled to vote at any regular or special meeting of the Corporation called for that purpose provided that fourteen (14) days advance written notice is provided to each member setting forth the alteration, or amendment and substance thereof and a quorum is present. The alteration, repeal or amendment of any Article shall be first adopted by a majority of the Board of Directors at a duly-called meeting at which a quorum is present. The proposed amendment, alteration or repeal of any Article shall be stated in the form of a resolution, which resolution the Directors shall submit to a vote at a meeting of the members as set forth herein. The amended Article shall become effective upon the filing of all fees and approval by the Secretary of State of Florida and shall then be a part of these Articles of Incorporation.



Thomas Massengill, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

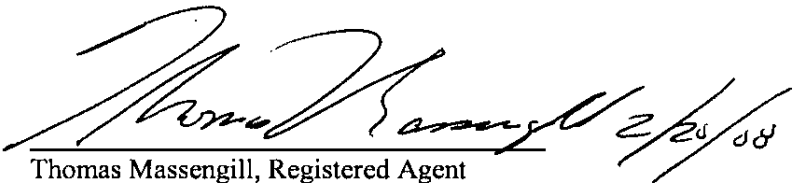
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That MAURINE LAKEFRONT PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 15319 Lake Maurine Dr., Odessa, Florida 33556, has named Thomas Massengill as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Not For Profit Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 20 day of February, 2008.


Thomas Massengill, Registered Agent