

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000007655 3)))



H100000076553ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : PRESTON O. COCKEY, JR., P.A.
Account Number : I20040000112
Phone : (813) 275-5015
Fax Number : (813) 275-5016

RECEIVED
10 JAN 12 PM 3:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION

Lake Dexter Drainage Association, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

FILED
2010 JAN 12 P 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

01-13-10
20

FILED
2010 JAN 12 P 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(((H10000007655 3)))

**ARTICLES OF INCORPORATION
OF
LAKE DEXTER DRAINAGE ASSOCIATION, INC.**

The undersigned, in accordance with the provisions of Chapter 617, Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation.

**ARTICLE I
CORPORATE NAME**

The name of the corporation is Lake Dexter Drainage Association, Inc. (the "Association").

**ARTICLE II
PURPOSES AND POWERS**

The Association does not contemplate pecuniary gain profit, direct or indirect to its Members, and its primary purposes are:

A. To administer and enforce, within the Lake Dexter Commercial Property, a commercial development located in Polk County, Florida (the "Property"), the Declaration of Covenants, Conditions, Easements and Restrictions of Lake Dexter Commercial Property, which will be recorded in the Public Records of Polk County, Florida (the "Declaration"); and

B. To operate, maintain, repair and replace the Surface Water Management System Facilities (as defined in the Declaration) located on the Property, and to contract with others to provided such services; and

C. To establish, levy, collect, and enforce payment of all assessments and charges pursuant to the terms and provisions of the Declaration, these Articles, or the Bylaws of the Association, and to use the proceeds thereof in the exercise of its powers and duties; and

D. To pay all expenses in connection with and incident to the conduct of the business and affairs of the Association; and

E. To own and convey property and property interests, including easements; and

F. To borrow money; and

G. To sue or be sued; and

H. To establish rules and regulations as permitted in the Declaration; and

I. To contract for services, purchase supplies and materials and to otherwise exercise the powers granted to the Association under the Declaration and conferred by law including Chapter 617, Florida Statutes, or which may be necessary or incidental to any of the above powers.

(((H10000007655 3)))

(((H10000007655 3)))

**ARTICLE III
DURATION**

The term for which the Association is to exist is perpetual unless the Association is dissolved pursuant to any applicable provision of the Florida Statutes. Any dissolution of the Association shall comply with the Declaration. Specifically, if the Association is dissolved, the control and access to the property containing the Surface Water Management System Facilities (as described in the Declaration) shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the rights to maintain the Surface Water Management System Facilities shall be conveyed to a non-profit corporation similar to the Association.

**ARTICLE IV
MEMBERS**

The Members of the Association shall be all owners of Parcels within the Property (as defined in the Declaration).

**ARTICLE V
INCORPORATOR**

The name and address of the incorporator of these Articles is:

Preston O. Cockey, Jr. 110 E. Madison Street, Suite 204
Tampa, Florida 33602

The address of the initial principal office of the corporation is: 6654 - 78th Avenue North, Pinellas Park, Florida 33781.

**ARTICLE VI
BOARD OF DIRECTORS**

The corporation shall be governed by a Board of Directors (the "Board") consisting initially of three (3) persons. Directors shall be selected and removed as provided in the Bylaws of the Association (the "Bylaws"). A vacancy on the Board shall be filled by the majority vote of the remaining Directors. The initial Directors shall be:

Carlos A. Yepes	6654 - 78th Avenue North Pinellas Park, Florida 33781
Beverly A. Yepes	6654 - 78th Avenue North Pinellas Park, Florida 33781
Christian A. Yepes	6654 - 78th Avenue North Pinellas Park, Florida 33781

(((H10000007655 3)))

ARTICLE VII OFFICERS

The affairs of the Association are to be managed by a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as the Bylaws may provide for from time to time. Officers shall be elected annually by the Board at the first meeting of the Board following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify. In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board.

ARTICLE VIII MEMBERSHIP

The Association shall have one class of membership, which shall be the Owners as defined in the Declaration, each of which shall be entitled to certain voting rights and numbers of votes, all as more fully set forth in the Declaration. When more than one (1) person holds an ownership interest in a Parcel, all such persons shall be Members and a vote for such Parcel shall be exercised as those owners themselves determine and advise the Secretary prior to any meeting. In the absence of such advice, the Parcel's vote shall be suspended in the event more than one (1) person seeks to exercise it.

ARTICLE IX STOCK; DISTRIBUTIONS; COMPENSATION

The Association shall never have nor issue any shares of stock, nor shall the Association distribute any part of the income of the Association, if any, to its Members, Directors or officers. However, the Association shall not be prohibited from reasonably compensating its Members, or Directors or Officers for services rendered in capacities other as Member, Director or Officer, nor shall the Association be prohibited from making any payments or distributions to Members of benefits, monies or properties permitted by Chapter 617, Florida Statutes.

ARTICLE X ADDITIONAL POWERS

The Association shall have all the powers set forth and described in Chapter 617, Florida Statutes (as presently existing or as may be amended from time to time), these Articles of Incorporation, and the Bylaws. The functions and services which the Association is authorized to carry out or to provide may be added to or reduced at any time upon the affirmative vote of a majority of the Board, so long as such addition or reduction is not inconsistent with the requirements of the Declaration, these Articles, or the Bylaws.

ARTICLE XI INDEMNIFICATION

The Association shall indemnify all persons who may serve or who have served at any time as Directors or officers and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts

(((H10000007655 3)))

(((H10000007655 3)))

paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party of which may be asserted against any of them, by reason of having been a Director or officer of the Association, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such Director or officer may otherwise be entitled.

ARTICLE XII TRANSACTIONS WITH INTERESTED PARTIES

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Association is pecuniarily or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board for the purpose of authorizing such contract or transaction with like force and effect, as if he or she were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIII AMENDMENT

These Articles of Incorporation may be amended, altered, rescinded or added to by appropriate resolution approved by a vote of two-thirds (2/3's) of the voting interests of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a majority of the Board at any duly convened meetings of the Board and accepted by two-thirds (2/3's) of the voting interests of the Members present at any duly convened membership meeting. Any Member of the Association may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Further, no amendment shall be made that is in conflict with the Declaration.

ARTICLE XIV BYLAWS

The first Bylaws of the Association shall be adopted by the initial Board and may be amended as provided in the Bylaws and the Declaration.

ARTICLE XV EFFECTIVE DATE

These Articles shall be effective upon filing with the Florida secretary of State.

January 12, 2010


Preston O. Cockey, Jr., Incorporator

(((H10000007655 3)))

Jan 12 10 03:08p

Preston O Cockey Jr P A 8132755016

P.6

((H10000007655 3)))

**DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

The initial registered agent of the Association shall be Preston O. Cockey, Jr. The initial registered office of this corporation shall be 110 E. Madison Street, Suite 204, Tampa, Florida 33602

ACCEPTANCE

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 48.091, Florida Statutes.


Preston O. Cockey, Jr., Registered Agent

Date: January 12, 2010

348002-27 Lake Dexter Drainage Assn ~ Articles (v.4).doc

FILED
2010 JAN 12 P 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H10000007655 3)))