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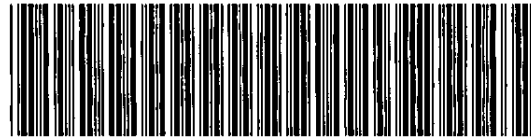
(Business Entity Name)

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17 MAY -4 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05/05/17

COVER LETTER

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

SUBJECT: LAKEHOUSE COVE AT WATERSIDE HOMEOWNERS' ASSOCIATION, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MARK S. MADIGAN

Name (Printed or typed)

710 N. PLANKINTON AVENUE, SUITE 1200

Address

MILWAUKEE, WI 53203

City, State & Zip

(414) 274-2433

Daytime Telephone number

debbie.boeder@zilber.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
LAKEHOUSE COVE AT WATERSIDE HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator hereby executes these Articles of Incorporation and files the same with the Secretary of the State of Florida in order to form a corporation not-for-profit in accordance with Chapters 617 and 720, Florida Statutes, and certifies as follows:

ARTICLE I:
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is: **LAKEHOUSE COVE AT WATERSIDE HOMEOWNERS' ASSOCIATION, INC.**, hereinafter sometimes called the "Association." The principal office and mailing address of this corporation shall be: 6901 Professional Parkway East, Suite 100, Sarasota, Florida 34240.

ARTICLE II
DEFINITIONS

The following terms when used in these Articles of Incorporation (unless the context clearly reflects a different meaning) shall have the following meanings, or if not defined below, as defined in the Declaration.

1. "Articles" means these Articles of Incorporation, as amended from time to time.
2. "Association" means LAKEHOUSE COVE AT WATERSIDE HOMEOWNERS' ASSOCIATION, INC., a Florida corporation not for profit. The "Association" is not a condominium association and is not intended to be governed by Chapter 718, Florida Statutes (the Condominium Act).
3. "Board" means the Board of Directors of the Association.
4. "Bylaws" means the Bylaws of the Association, as amended from time to time.
5. "Builder" means any party, other than the Declarant, constructing a Unit on a Lot owned by such party, and otherwise pursuant to the Declaration.
6. "Declarant" means HBT at Waterside LLC, a Florida limited liability company and any successor or assignee pursuant to the terms of the Declaration.
7. "Declaration" means the Declaration of Covenants, Conditions and Restrictions for LakeHouse Cove at Waterside, which is intended to be recorded in the Public Records of Sarasota County, Florida, and any supplements ("Supplemental Declarations") and amendments thereto.
8. "Director" means a member of the Board.

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17 MAY -1, PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. "HOA Act" or "Chapter 720" (or any specific section of Ch. 720) shall mean and refer to the Homeowners' Association Act, Chapter 720, Florida Statutes, as amended through the date the Declaration is recorded initially in the public records of the County.

10. "LakeHouse Cove at Waterside" and "The Properties" have the specific meanings set forth in the Declaration, but generally LakeHouse Cove at Waterside is a planned development in Sarasota County and that encompasses The Properties and is intended to encompass Lots, Homes and Common Areas, all in accordance with the Declaration and subject to change as provided in the Declaration.

11. "Member" shall mean a member of the Association and being every person or entity who is a record Owner of a fee interest in any Lot within LakeHouse Cove at Waterside. The term "Voting Member" shall mean any Member entitled to vote from time to time in accordance with the applicable provisions of these Articles, the Bylaws and the Declaration, as applicable.

12. "Owner" or "Lot Owner" means the record owner, whether one or more persons or entities, of the fee simple title to any Lot situated upon The Properties, including Builders and Declarant, and as otherwise defined and utilized in the Declaration.

13. "Tract means a portion of The Properties that contains or is deemed to contain Lots and which is under development by Declarant or a Builder as a multi-family neighborhood.

14. "Turnover" or "Turnover Date" means the date upon which "Class A Members" (as defined in the Declaration and the Bylaws) including Declarant shall assume control of the Association.

ARTICLE III: PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members hereof. This Association is formed specifically to promote the health, safety and general welfare of the owners of all or any portion of LakeHouse Cove at Waterside. This Association is formed generally to perform any legal act or to perform any legal duty or obligation as may legally be permitted by the Florida Not For Profit Corporation Act, *Florida Statutes*, Chapter 617 (2016).

The powers of the Association include but are not limited to: (a) own and convey property; (b) establish rules and regulations related to design control and modification of improvements within LakeHouse Cove at Waterside and implement and enforce same; (c) assess members and collect and enforce assessments; (d) to sue and to be sued; (e) make, establish, amend, abolish (in whole or in part) and enforce reasonable rules and regulations governing the use of the property owned by the Association or to be owned by the Association, i.e., the Common Areas; (f) own, operate, maintain, repair and replace the Common Areas, and, if not operated, maintained and managed by the Stewardship District as intended, operate, maintain and manage the surface water and storm water management system if required by the applicable Southwest Florida Water Management District permit and the Declaration; (g) enter into the

Declaration and any amendments thereto and instruments contemplated thereby: (h) enforce applicable use and occupancy restrictions and other rules and regulations contained in, or referenced in, the Declaration; (i) such purposes and powers as may be set forth in the Declaration, as same may be amended and supplemented from time to time, and as set forth in the HOA Act; (j) take any other action necessary for the purposes for which the Association is organized.

ARTICLE IV: MEMBERS/VOTING

Every person or legal entity, who is a record Owner of a present fee simple interest in any Lot or Tract, or portion thereof which is subject to the Declaration, shall be a Member of the Association. Membership in the Association, the designation of Membership Classification(s), if any, the qualifications and rights of Members, quorum and voting requirements for meetings and activities of the Members, and notice requirements sufficient to provide notice of meetings and activities of the Members shall be in accordance with and subject to the provisions set forth in the Declaration and the Bylaws of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Tract, or portion thereof that is subject to the provisions of the Declaration.

Without limiting the foregoing, the Class A Members are all Owners other than the Declarant and Builders, until Turnover when the Declarant becomes a Class A Member. Class C Members shall be all Builders. Prior to Turnover, Declarant shall be a Class B Member with three (3) times the total number of votes of the Class A Members, plus one. Rights of the members of each class shall be in accordance with and subject to the provisions set forth in the Declaration and the Bylaws of the Association.

ARTICLE V: CORPORATE EXISTENCE AND DISSOLUTION

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Corporation shall have perpetual existence. Notwithstanding anything in the foregoing to the contrary, the Association may be terminated in accordance with the Declaration and the Bylaws, subject however to any required prior governmental approval, and provided that upon such termination proper written consent must be duly recorded in the Public Records of Sarasota County, Florida. In the event of dissolution, the assets owned by the Association, including without limitation, the control and right of access to all surface water management system facilities, shall be conveyed or dedicated to an appropriate agency of local government (to the extent not previously conveyed or dedicated to, and accepted by, the Lakewood Ranch Stewardship District), and if such agency refuses to accept such assets, then such assets shall be transferred to a non-profit corporation similar to the Association.

ARTICLE VI: BOARD OF DIRECTORS

The business affairs of the Association shall be managed by a Board of Directors consisting initially of three (3) Directors appointed by the Declarant. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the Bylaws of the Association, but in no event shall there be less than three (3) Directors. All Directors shall be appointed, elected, removed, or replaced as the case may be, and shall serve for such terms as may be provided from time to time in the Bylaws; provided, however, notwithstanding anything

to the contrary in the Declaration or Bylaws, until Turnover, the Declarant reserves the right to replace and/or designate and elect successor Directors to serve on the Board until Turnover. Notwithstanding the foregoing, Class "A" Members (that are Voting Members) are entitled to elect at least one (1) member of the Board when fifty percent (50%) of the Lots, inclusive of all phases to be submitted therein, have been conveyed to Members other than Declarant.

The names and addresses of the persons constituting the Initial Board of Directors ("Initial Board") are as follows:

Name:	Address:
Kohn Bennett	6901 Professional Parkway East, Suite 100 Sarasota, Florida 34240
Orlando Priede	6901 Professional Parkway East, Suite 100 Sarasota, Florida 34240
Mark S. Madigan	710 N. Plankinton Avenue, Suite 1200 Milwaukee, Wisconsin 53203

ARTICLE VI: OFFICERS

The Association shall have the Officers described in the Bylaws, who shall be elected or appointed at such time and for such terms as provided in the Bylaws. The names of the first appointed Officers of the Association are as follows:

Name:	Title:
Kohn Bennett	President
Orlando Priede	Vice President
Mark S. Madigan	Secretary
Mark S. Madigan	Treasurer

ARTICLE VII: INCORPORATOR

The name and address of the Incorporator is as follows:

Name:	Mark S. Madigan, Esq.
Address:	710 N. Plankinton Avenue, Suite 1200 Milwaukee, Wisconsin 53203

ARTICLE VIII:
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of the Corporation is 6901 Professional Parkway East, Suite 100, Sarasota, Florida 34240. The name of the initial Registered Agent of the Corporation is Kohn Bennett.

ARTICLE IX:
AMENDMENTS

A. Prior to the first sale of a Lot or Tract by Declarant, these Articles may be amended only by an instrument in writing signed by Declarant and filed in the Office of the Secretary of State of the State of Florida. After the first sale of a Lot or Tract, and prior to Turnover, these Articles may be amended solely by a majority vote of the Board without the prior written consent of the Members.

B. After Turnover, these Articles may be amended in the following manner:

1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be at either the Annual Members' Meeting or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one (1) meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in these Bylaws for the giving of notice of meetings.

(c) At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendments(s) shall be adopted upon receiving the affirmative vote of a majority of total number of the Members entitled to vote.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Members entitled to vote and all members of the Board setting forth their intention that an amendment to the Articles be adopted.

C. After the First Conveyance, these Articles may not be amended without the written consent of a majority of the members of the Board.

D. Notwithstanding any provisions of this **Article IX** to the contrary, these Articles shall not be amended in any manner that shall abridge, prejudice, amend or alter the rights of (i) Declarant, without the prior written consent of Declarant hereunder for so long as Declarant holds either a leasehold or fee simple interest to at least one Lot or Tract, and (ii) any "Institutional Mortgagee" without the prior written consent of such mortgagee to the extent provided in the Declaration.

Any instrument amending these Articles shall identify the particular article or articles being amended and shall provide a reasonable method to identify the amendment being made. A certified copy of each such amendment shall be attached to any certified copy of these Articles,

and a copy of each amendment certified by the Secretary of State shall be recorded amongst the Public Records of the County.

ARTICLE X:
INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the fullest extent allowed by Florida law, all Officers and Directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees, reasonably incurred in connection with any proceeding (including appellate proceedings) or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any Officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all Officers and Directors for any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

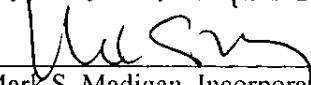
ARTICLE XI
BYLAWS

The Bylaws shall be adopted by the Initial Board and may thereafter be altered, amended or rescinded in the manner provided for in the Bylaws.

ARTICLE XII:
INTERPRETATION

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions of these Articles shall be consistent with the provisions of the Declaration, and these Articles shall be interpreted, construed and applied so as to avoid inconsistencies or conflicting results. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control. In case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

IN WITNESS WHEREOF, for the purposes of forming a corporation not-for-profit pursuant to the laws of the State of Florida, the undersigned Incorporator hereby duly executes the foregoing Articles of Incorporation this 1st day of May, 2017.

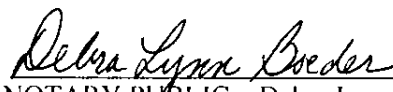


Mark S. Madigan, Incorporator

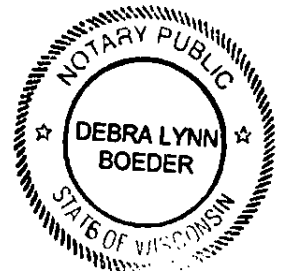
STATE OF WISCONSIN :
COUNTY OF MILWAUKEE :

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of May, 2017, by Mark S. Madigan [X] who is personally known to me, or, [] who has produced _____ as identification.

My Commission expires: 03/05/2017



NOTARY PUBLIC – Debra Lynn Boeder
(SEAL)



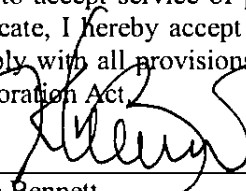
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

LAKEHOUSE COVE AT WATERSIDE HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 6901 Professional Parkway East, Suite 100, Sarasota, Florida 34240, has named Kohn Bennett, with registered office at: 6901 Professional Parkway East, Suite 100, Sarasota, Florida 34240, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity. I further agree to comply with all provisions and obligations of a registered agent under the Florida Not For Profit Corporation Act.



Kohn Bennett
Registered Agent

DATED this the 1st day of May, 2017.

Lakehouse Cove at Waterside Homeowners' Association_Articles of Incorporation.doc

FILED
17 MAY -4 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA