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CITY AND COUNTY OF COLORADO

HOBBY & HOBBY, P.A.
Attorneys and Counselors at Law

H. Clyde Hobby
Clarke G. Hobby
John C. White (of counsel)

109 N. Brush St., Ste. 250
Tampa, FL 33602
Telephone (813) 223-3338
Facsimile (813) 223-9606

January 7, 2020

SENT VIA UPS GROUND

Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: New Corporate filing for **Lexington Oaks Commons Owners Association, Inc.**,
a Florida not for profit corporation

Dear Sirs:

Enclosed please find an original and one (1) copy of the **Articles of Incorporation for Lexington Oaks Commons Owners Association, Inc., a Florida not for profit corporation.** Also enclosed is a check, payable to the Florida Department of State, in the amount of \$78.75. This check represents the Filing Fee for a new Florida corporation, a Registered Agent Designation and one (1) certified copy.

Please return the filing and certified copy to John C. White at Hobby & Hobby, P.A., 109 N. Brush Street, Ste. 250, Tampa, FL 33602.

Should you have any questions or need any further information, please contact me at the above letterhead number or via email at John.White@hobbylaw.com.

Sincerely,



John C. White

JCW/dr
Encls.

**ARTICLES OF INCORPORATION
OF
LEXINGTON OAKS COMMONS OWNERS ASSOCIATION, INC.**

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is Lexington Oaks Commons Owners Association, Inc., a Florida not-for-profit corporation (hereafter called the "Association" in these Articles).

**ARTICLE II
OFFICE AND REGISTERED AGENT**

The initial principal office and mailing address of the Association is 2909 W Bay to Bay Boulevard, Suite 108, Tampa, Florida 33629. The Association's registered agent is George Deakin, Deakin Property Services, who maintains a business office at 2909 W Bay to Bay Boulevard, Suite 108, Tampa, Florida 33629. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III
TERM OF EXISTENCE**

The duration of this corporation is to be perpetual.

**ARTICLE IV
PURPOSE**

(a) The specific purposes for which the Association is formed are to enforce deed restrictions, declarations and covenants, promote the community welfare of the owners, provide for the maintenance, preservation and architectural control of common areas and lots, and otherwise act as a property owner's association for the Lexington Oaks Commons development located in Pasco County, Florida, and more particularly described as follows (the "Property"):

(Get description from Exhibit A of Declaration)

(b) The Association does not contemplate pecuniary gain or profit to its Members. Notwithstanding any other provision in these Articles, all activities of the Association shall be carried on and all of the funds of the Association, whether income or principal and whether acquired by assessment from Members, gift, contribution or otherwise, shall be used and applied exclusively for the purposes set forth in Article IV (a) above and in the Declaration (hereafter

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CLERK OF DISTRICT COURT
PASCO COUNTY, FLORIDA

defined) and no part of the principal, income or net earnings of the Association will in any event inure to the personal benefit of any Member, officer, director, or trustee of the Association (except that, to the extent permitted by applicable law, and in no other event, reasonable compensation and reimbursement of out-of-pocket costs may be paid for services actually rendered to or for the Association incurred in furtherance of the objectives and purposes of the Association).

ARTICLE V POWERS

The Association shall have, in addition to the power set forth by law, the following specific powers:

(a) To exercise all rights, powers, privileges, and perform all duties of this Association as set forth in that certain Declaration of Covenants, Restrictions and Easements of Lexington Oaks Commons, (hereafter called the "Declaration") applicable to the Property and recorded or to be recorded in the Public Records of Pasco County, Florida and as the same may be amended from time to time as therein provided, and said Declaration being incorporated herein as it set forth in full:

(b) In any lawful manner, to acquire (by gift, purchase or otherwise), own, hold, improve, manage, operate, maintain, repair, replace, convey, sell, lease, transfer, assign and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible, or intangible, in connection with this Association's affairs;

(c) To fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder, including licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) To pay all costs, expenses and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes or other governmental charges levied or imposed against the Association's property;

(e) To borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interest in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

(f) To convey temporary or permanent easements over, across or under Association property;

(g) To dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes;

(h) With the approval of two-thirds (2/3) of each class of Members, to participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

(i) From time to time, to adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Parcels and Common Area and Facilities (as those terms are defined in the Declaration and these Articles;

(j) To have and to exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power or privilege so granted;

(k) To enforce by legal means the obligations of the Members of this Association and the provisions of the Declaration;

(l) To sue or be sued; and

(m) To engage in all lawful acts permitted or authorized by law.

ARTICLE VI MEMBERSHIP AND VOTING RIGHTS

(a) Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Parcel (as defined in the Declaration) that is subject to the provisions of the Declaration is a member of this Association (a "Member" as used in these Articles), including contract sellers, but excluding all other persons who hold any interest in any Parcel merely as security for the performance of an obligation. An Owner of more than one Parcel is entitled to one Membership (as defined in the Declaration) for each Parcel owned. Membership is appurtenant to, and may not be separated from ownership of at least one Parcel that is subject to the provisions of the Declaration, and Membership may not be transferred other than by transfer of title to such Parcel. Each Membership is transferred automatically by record conveyance or other lawfully recognized transfer of title of a Parcel.

(b) There are two (2) classes of Members: Class A and Class B, as described in the Declaration. The voting and other rights of the Members are as set forth in the Declaration.

ARTICLE VII BOARD OF DIRECTORS

During the Class B Control Period (as defined in the Declaration) the Association's affairs shall be managed by a Board of Directors initially composed of three (3) Directors appointed by SRC or Declarant (as defined in the Declaration). Directors appointed by SRC need not be Association Members. After termination of the Class B Control Period, the Board of Directors shall consist of at least three (3) members, which Directors shall be elected by Members of the Association in accordance with the Bylaws of the Association. Directors elected by the Members shall be Association Members. Each Member may vote for each vacancy on the Board of Directors, but cumulative voting is not permitted. Other provisions for the election of Directors,

authority of the Directors, meetings, and quorum requirements are contain in the Bylaws of the Association.

The initial Board of Directors consists of the following persons:

John Tallichet: c/o Specialty Restaurants Corporation
8191 E Kaiser Blvd
Anaheim, CA 92808-2214

William Tallichet: c/o Specialty Restaurants Corporation
8191 E Kaiser Blvd
Anaheim, CA 92808-2214

Mike Wong: c/o Specialty Restaurants Corporation
8191 E Kaiser Blvd
Anaheim, CA 92808-2214

ARTICLE VIII OFFICERS

The Board of Directors shall have the authority to elect or appoint officers as may be determined by the Bylaws of the Association.

ARTICLE IX DISSOLUTION

The Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the consent given in writing and signed by not less than two-thirds (2/3) of each class of Members. As long as Declarant owns at least one Parcel, Declarant's prior written consent to the dissolution of the Association must be obtained. Prior to the dissolution of the Association, 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.

ARTICLE X BYLAWS

The Association's Bylaws will initially be adopted by the Board of Directors. Thereafter, the Bylaws shall be altered, amended, or rescinded solely by the approval of the Board of Directors.

ARTICLE XI AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time in the following manner:

a) Proposal. Notice of the subject matter for a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

b) Adoption. The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than one third (1/3) of the Members. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approval must be by not less than a majority of the votes of all the Members represented at a meeting at which a quorum of Members is present.

c) Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members, nor any changes in the Articles of Incorporation hereof entitled "Purposes and Powers" and "Indemnification," respectively, without the approval in writing of all Members and the joinder of all record owners of mortgages on Parcels. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, Declarant, or an affiliate of Declarant, unless Declarant shall join in the execution of the amendment.

d) Declarant's Amendment. Declarant may amend these Articles of Incorporation consistent with the provisions of the Declaration allowing certain amendment to be effected solely by Declarant.

e) Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE XII INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is a party or is threatened to be made a part to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually or reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, or in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. Expenses incurred in defending a civil

or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of such person. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything herein to the contrary, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XIII INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

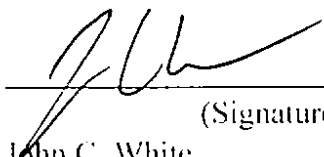
ARTICLE XIV INCORPORATOR

The name and address of the incorporator are:

Name: John C. White
Address: Hobby & Hobby, P.A.
109 N. Brush St., Ste 250
Tampa, FL 33602

[SIGNATURE OF INCORPORATOR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation on January 7, 2020.



(Signature)
John C. White

(Printed Name)

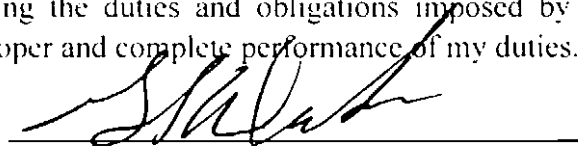
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Lexington Oaks Commons Owners Association, Inc., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office as indicated in its Articles of Incorporation has named George Deakin, whose business office is 2909 W. Bay to Bay Boulevard, Suite 108, Tampa, Florida 33629, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.



George Deakin

Date: January 7, 2020