

COMMUNICATIONS
SERVICES, INC.
1201 ALBANY STREET
TALLAHASSEE, FL 32310
904-222-9111
904-222-0191 FAX

CSC networks

95 JAN 17 PM 4:17

CIVIL SERVICE COMMISSION

ACCOUNT NO. : 072100000032

REFERENCE : 526402 5674A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : 9 122.50

ORDER DATE : January 17, 1995

ORDER TIME : 3:33 PM

ORDER NO. : 526402

800001382288

CUSTOMER NO: 5674A

CUSTOMER: William J. Kimpton, Esq
KIMPTON BURKE & WHITE

Suite 203
28059 U.S. Highway 19, North
Clearwater, FL 34621

DOMESTIC FILING

N95000000261

NAME: MILLPOND ESTATES SECTION SEVEN
HOMEOWNER'S ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Hamilton

EXAMINER'S INITIALS:

W95-1191
2295

KAN 1-18
1-19-95
02/A

FILED
95 JAN 18 PM 9 37
TALLAHASSEE, FL 32310
SECRETARY OF STATE



RESUBMIT

95 JAN 18 1995
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 18, 1995

CORPORATION INFORMATION SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MILLPOND ESTATES SECTION SEVEN HOMEOWNER'S
ASSOCIATION, INC.
Ref. Number: W95000001191

We have received your document for MILLPOND ESTATES SECTION SEVEN HOMEOWNER'S ASSOCIATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 995A00001955

FILED
95 JUN 18 AM 9 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MILLPOND ESTATES SECTION SEVEN HOMEOWNER'S ASSOCIATION, INC.
(A Florida Corporation Not-For Profit)

ARTICLE I

The name of the corporation is MILLPOND ESTATES SECTION SEVEN HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The corporation is incorporated as a corporation not-for-profit under the provisions of Chapter 617, Florida Statutes, as amended from time to time.

ARTICLE III

The registered office and address of the corporation shall be 36401 U.S. Highway 19, Palm Harbor, Florida 34684.

ARTICLE IV

CHARLES RUTENBERG HOMES, INC., a Florida corporation, whose address is 36401 U.S. Highway 19, Palm Harbor, Florida 34684, is hereby appointed the initial Registered Agent of this corporation.

ARTICLE V

The purpose for which this corporation is organized is to act on behalf of its Members in operating and governing MILLPOND ESTATES SECTION SEVEN HOMEOWNERS ASSOCIATION, INC., and to have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, and By-Laws may now or hereafter have and exercise, including but not limited to, the following:

(a) To join with other corporations or entities in becoming a Member of MILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as "Association"), the purposes of which are hereinbelow described;

(b) To collect assessments from each Member for the maintenance, repair and replacement of certain property (hereinafter referred to as "Common Area"), title to which

shall be held by Millpond Estates Community Homeowners Association, and/or MILLPOND ESTATES SECTION SEVEN ASSOCIATION, their successors and assigns, and to assist Association in promoting the health, safety and welfare of the residents using the common property and any additions thereto;

(c) Exercise all of the powers and privileges and to perform all of the duties and obligations of this corporation as set forth in the Declaration of Covenants and Conditions executed by MILLPOND INVESTORS, a Florida General Partnership (hereinafter referred to as "Declarant") and to be filed in the Official Records Book of Pasco County, Florida (hereinafter referred to as "Declaration"), and the Subdivision Restrictions to be executed by Declarant and to be filed in Official Records Book of Pasco County, Florida (hereinafter referred to as the "Restrictions"), both applicable to the plat of the property to be recorded in the Office of the Clerk of the Circuit Court of Pasco County, Florida, and as the same may be amended from time to time as therein provided;

(d) Collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declaration and Restrictions; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against any properties of the corporation; and

(e) Have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, and by law may now or hereafter have and exercise.

ARTICLE VI

The Members of the corporation shall consist of all of the record owners of each and every fee or undivided fee interest in any Lot subject to the Declaration and to the Restrictions in MILLPOND ESTATES SECTION SEVEN. Membership shall be held by the

person or entity, or in common by the persons or entities, owning such property interest. Membership in the corporation is limited to Owner(s), as defined in Article I of the Declaration of Covenants and Conditions of MILLPOND ESTATES SECTION SEVEN, and as evidenced by the filing of a deed to such Lot. Membership is an incident of ownership and is not separately transferable.

The corporation shall have two (2) classes of voting membership:

Class A. Class A Member(s) shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as said persons determine, but in no event shall more than one (1) vote be cast with respect to any one Lot.

Class B. Class B Member(s) shall be the Declarant and/or successor of Declarant acquiring ten (10) or more vacant lots from Declarant, which shall be entitled to three (3) votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

- 1) when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or
- 2) on January 1, 1998.

ARTICLE VII

The term for which the corporation is to exist is perpetual.

ARTICLE VIII

The affairs of the corporation shall be governed by a Board of Directors, which Board shall consist of not less than three (3) and not more than seven (7) persons. The initial Board of Directors may consist of three (3) Directors. With the exception of the initial Board, Directors shall be elected from among the Lot Owners; or if a Lot Owner shall be a corporation, partnership, or trust, then an officer, partner, or beneficiary of such Lot Owner

shall be qualified to be a Director. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the corporation and shall have all of the powers and duties referred to in the Statutes of the State of Florida respecting corporations not-for-profit.

Provisions for the election of Directors and provisions respecting the removal and resignation of Directors, and for filling vacancies in the Board, shall be established by the By-Laws.

ARTICLE IX

The initial Board of Directors of the corporation shall consist of the following persons, each of whom shall serve until December 31, 1996, or the first regular meeting of the Membership, whichever shall first occur:

Thomas Chad Horne	36401 U.S. Highway 19 Palm Harbor, Florida 34684
David Nader	same address
Lester Gross	same address

ARTICLE X

The operation of the corporation shall be governed by the By-Laws.

The By-Laws may be altered, amended or supplemented in any duly called meeting of the Members provided;

1) Notice of the meeting shall contain a statement of the proposed amendment;

2) If the amendment has received the unanimous approval of the Board of Directors, then it shall be approved upon the affirmative vote of the Members casting a majority of the total votes of the Members of the Corporation;

3) If the amendment has received less than unanimous approval by the Board of Directors, then the amendment shall be approved by the affirmative vote of the Members of the corporation casting not less than fifty (50%) percent of the total vote of the Members of the corporation; and

4) Said amendment shall be certified and recorded among the Public Records of Pasco County, Florida.

ARTICLE XI

The affairs of the corporation shall be administered by the President of the corporation, assisted by a Vice President, a Secretary and a Treasurer, and if any, the Assistant Secretary and the Assistant Treasurer subject to the directions of the Board of Directors. The Board of Directors, or President with prior approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the exclusive, singular and unique operation or management of the corporation, provided that no such person or principal or entity employed as managing agent or personnel of the corporation shall be a Member of the corporation.

The Board of Directors shall elect the officers of the corporation at the first meeting of the Board of Directors following the annual meeting of the Members. The President shall be elected from the membership of the Board of Directors, but no other Officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the Office of President and Vice President shall not be held by the same person, nor shall the Office of President and Secretary or Assistant Secretary be held by the same person.

The initial Officers of this corporation shall be as follows:

<u>NAME</u>	<u>TITLE</u>
Thomas Chad Horne	President
David Nader	Treasurer
Lester Gross	Secretary

ARTICLE XII

These Articles of Incorporation may be altered, amended, changed, added to or repealed, in the manner as herein set forth, at any duly called meeting of the Members of this corporation, provided that notice of the meeting is given in the manner provided for in the By-Laws and that the notice contain a full statement of the proposed alteration, amendment, change, addition or repeal of any provision of these Articles, and that at such meeting, there is an affirmative vote of three-quarters (3/4) of the Members,

qualified to vote, present in person or by proxy in favor of said alteration, amendment, change, addition or repeal, provided that any amendment must be approved in writing by Declarant to have any effect if said amendment is passed prior to January 1, 1997.

ARTICLE XIII

This corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of the corporation shall be distributed to its Members, Directors or Officers. This corporation must pay compensation in a reasonable amount to its Members, Directors and Officers for services rendered, may confer benefits upon its Members in conformity with its purposes, and upon dissolution or final liquidation, pursuant to Chapter 617, Florida Statutes, as amended from time to time, may make distribution to its Members, and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income; provided, however, no compensation may be paid for services rendered solely in the capacity of a Director, Officer, or Member.

ARTICLE XIV

The name and address of the incorporator of this corporation is as follows:

Charles Rutenberg Homes, Inc., a Florida corporation
36401 U.S. Highway 19
Palm Harbor, Florida 34684

ARTICLE XV

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

We, the undersigned, being the incorporator hereinabove named, for the purposes of forming a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, do hereby subscribe to these Articles of Incorporation and have hereunto set our hand and seal this 4th day of January, 1995.

CHARLES RUTENBERG HOMES, INC.


By David Nader
David Nader, Exec. Vice Pres.

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing was acknowledged before me this 4th day of

January, 1995, by DAVID NADER, as Executive Vice President of CHARLES RUTENBERG HOMES, INC., a Florida corporation, (✓) who is personally known to me, and () who acknowledged that he did subscribe to the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed, and did not take an oath.



JAYNE L. LAWTON Notary Public


My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR. 10, 1995
ISSUED THRU GENERAL INS. UND.

CERTIFIED BY INITIAL REGISTERED AGENT

Having been named as the initial Registered Agent, CHARLES RUTENBERG HOMES, INC., does hereby agree to act in this capacity and agree to maintain said corporation's initial registered office at 36401 U.S. Highway 19, Palm Harbor, Florida 34684, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

CHARLES RUTENBERG HOMES, INC., a
Florida corporation

By 

David Nader, Exec. Vice President

(CORPORATE SEAL)

FILED
95 JAN 18 PM 9 37
SEC. OF STATE
TALLAHASSEE, FLA.

N95000000261

LESTER GROSS
P.O. Box 2521
Tarpon Springs, Florida 34688

July 25, 1995

FILED
95 AUG -2 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTN: Velma Shepard
Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100001553931
-08/07/95--01028--022
****105.00 *****35.00

Re: Resignation from corporations: Letter Number: 095A00034346

Dear Ms. Shepard:

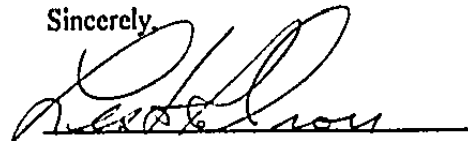
In response to your correspondence to me dated July 18, 1995, as referenced above, enclosed is check no. 1393 in the amount of \$105.00 as full payment for the filing of the three (3) Officer/Director Resignation forms for the following corporations, which original forms are enclosed herein:

1. Constitution Title Corporation
2. Natura Homeowner's Association, Inc.
3. Millpond Estates Section Seven Homeowner's Association, Inc.

I am also returning to you the documents you had returned to me with your July 18, 1995 letter, as well as your July 18, 1995 letter.

Should you require anything further, please do not hesitate to contact me.

Sincerely,


Lester R. Gross

LRG/ew
Enclosures
Cert. R/R No. Z 330 544 233

o/d resig
8/3
2B



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1995

LESTER GROSS
P.O. BOX 2521
TARPON SPRINGS, FL 34688

SUBJECT: MILLPOND ESTATES SECTION SEVEN HOMEOWNER'S
ASSOCIATION, INC., CONSTITUTION TITLE CORPORATION AND NATURA
HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N95000000261

We have received your document for MILLPOND ESTATES SECTION SEVEN
HOMEOWNER'S ASSOCIATION, INC., CONSTITUTION TITLE
CORPORATION AND NATURA HOMEOWNERS ASSOCIATION, INC..
However, the document has not been filed and is being returned for the following:

To file a resignation as an officer or director with this office, the enclosed form
should be completed and returned with a filing fee of \$35 per person resigning.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 095A00034346

RECEIVED
JUL 22 1995
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

FILED
95 AUG -2 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, LESTER CROSS, hereby resign as SECRETARY / DIRECTOR
(Title)
of MILPICO ESTATES SECTION SEVEN HOMEOWNERS ASSOC, INC.
(Name of Corporation)
a corporation organized under the laws of the State of FLORIDA.

That the corporation has been notified in writing of the resignation.

[Signature]
(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314