

N95000000264

TRANSMITTAL LETTER

January 12, 1995

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

400001302344  
-01/19/95--01006--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
95 JAN 17 PM 12:07  
TALLAHASSEE, FLORIDA

SUBJECT: Lakeside Estates 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

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: Michael M. Thompson  
Name (Printed or typed)  
835 Plantation Way  
Address  
Panama City, FL 32404  
City, State & Zip  
904-871-2698  
Daytime Telephone number

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC EXAM

Directors  
1/19/95  
Doris Brown

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

D. BROWN JAN 19 1995

ARTICLES OF INCORPORATION  
OF  
LAKESIDE ESTATES HOMEOWNERS ASSOCIATION, INC.  
a Florida Corporation not for profit

**FILED**  
95 JAN 17 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED now associate themselves together to form a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME:

The name of the corporation shall be LAKESIDE ESTATES HOMEOWNER'S ASSOCIATION, INC., and the registered office of this corporation shall be 835 Plantation Way, Panama City, FL 32404 or such place other as the Board of Directors may designate. For the convenience this corporation shall be called the "Association."

ARTICLE II

PURPOSES:

1. The purpose for which the Association is organized is to maintain the Stormwater management system for all lots in the Lakeside Estates development, after this called the "Project." Except as otherwise provided herein, the terms used in these Articles of Incorporation shall be defined according to the Declaration of Restrictions.
2. This Association is organized to provide a convenient means of administering the Project by the owners of it.
3. The Association shall have no capital stock and shall make no distribution of income or profit to its members, directors, or officers.

ARTICLE III

POWERS:

1. The Association shall have all of the common law statutory powers of a corporation not for profit.

2. The Association shall have all of the powers reasonably necessary to carry out the purpose of the Association, including but not limiting to the following:
  - A. To adopt a budget and to make and collect assessments against members to defray the Project maintenance.
  - B. To use the proceeds of assessments in the exercise of its powers and duties.
  - C. To maintain the Project.
  - D. To legally enforce the provisions of the Declaration of Restrictions and these Article's.
  - E. To contract for the maintenance of the Project.
  - F. Despite anything herein to the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (7), of the Internal Revenue Code and its regulations as the same may now exist or as they may be after this time.
3. All funds obtained by the Association and the proceeds shall be held only for the benefit of the members according to the provisions of the Declaration of Restrictions and the Articles of Incorporation.

#### ARTICLE IV

##### MEMBERS:

The qualifications of members, the manner of their admission, and the voting by members shall be as follows:

1. All Unit (lot) Owners shall be members in this Association, and no other persons or entities shall be entitled to membership. Each Owner shall be entitled to one vote.
2. Changes in membership in the Association shall be established by the recording in the Public Records of Bay County, Florida, of a deed or other instrument establishing a change of record title to a Unit in the Project and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument becoming a member of the Association. The membership of the prior Owner shall be terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to his Unit.

#### ARTICLE V

##### DIRECTORS:

1. The affairs of the Association shall be managed by a Board of not less than three (3) nor more than nine (9) Directors as shall be specified in the By-Laws.
2. Directors of the Association shall be appointed or elected at the annual meeting of the members in the manner provided for in the By-Laws.
3. Until the first election of Directors, the following persons shall serve in that capacity:

Terry Ann Thompson

Michael M. Thompson

Jemie M. Thompson

#### ARTICLE VI

##### OFFICERS:

The Officers shall be elected by the Board of Directors at its first meeting following the Annual Meeting of the members of the Association, which officers shall serve without compensation at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President                      Michael M. Thompson, 835 Plantation Way, Panama City  
Fl. 32404

Secretary/Treasurer   Michael M. Thompson, 835 Plantation Way, Panama City Fl.  
32404

#### ARTICLE VII

##### INDEMNIFICATION:

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him about any proceeding to which he may be a party, or in which he may become involved due to his being or having been a Director or Officer of the Association. No indemnification shall be made if the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement for the best interest of the Association. This

indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. The use of any gender shall include all genders where appropriate.

#### ARTICLE VIII

##### BY-LAWS:

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by not less than a majority of all the Directors or by not less than a majority of all the members of the Association and not less than a majority of all of the Directors, in the manner provided by the By-Laws.

#### ARTICLE IX

##### AMENDMENTS:

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of the meeting at which a proposed amendment is considered.
2. Until the first election of all the members of the Board of Directors by members other than the Developer, proposal of an amendment and approval shall require only the affirmative action of a majority of all of the Directors and no meeting of the members of the Association nor any approval of the Association need be had.
3. Besides the procedure set forth above, a resolution approving a proposed amendment shall be proposed by either the Board of Directors or the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise stated herein, such approvals must not be by not less than a majority of all Directors or all the members of the Association. Directors and the members not present at the meeting considering the amendment must express their approval in writing within ten (100) days after such meeting.
4. An amendment shall be effective when filed with the Secretary of State of the State of Florida.

#### ARTICLE X

##### TERM:

The term of the Association shall be the life of the Project unless the Association is terminated sooner by the Declarations of Restrictions.

ARTICLE XI

INCORPORATOR:

The name and residence of the Initial Incorporator is as follows:

Michael M. Thompson, 835 Plantation Way, Panama City Fl. 32404

ARTICLE XI

REGISTERED AGENT:

The Corporation hereby appoints Michael M. Thompson; who resides at 835 Plantation Way, Panama City, Fl. 32404; as its Registered Agent to accept service of process.

IN WITNESS WHEREOF, the said owner and developer has hereunto set his hand and seal this 11th day of Jan, 1995.

Michael M. Thompson  
Witness \_\_\_\_\_ Michael M. Thompson

Mar Ford  
Witness \_\_\_\_\_  
Barbara D. French  
STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 11th day of January, 1995, by Michael M. Thompson.

ANGELA GALE PARKER  
Notary Public, State of Florida  
My Commission Expires June 1, 1998  
Commission Number CC 377597.  
(Print, Type, Stamp Commissioned  
Name of Notary Public)  
Personally Known      OR Produced Identification X  
Type of Identification Produced FLORIDA DRIVER LICENSE

Notary Public (signature)

Angela Gale Parker

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Lakeside Estates Homeowner Association, Inc.  
(must include suffix)

2. The name and address of the registered agent and office is:

Michael M. Thompson  
(Name)

835 Plantation Way  
(Street address - P. O. Box not acceptable)

Panama City, FL 32404  
(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Michael M. Thompson

(Signature)

1/12/95

(Date)

Registered Agent filing fee \$35.00