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ATTORNEYS' TITLE INSURANCE FUND, INC.
CORPORATION ORDER FORM

9041222-2785

Return
to
P.U.

FROM: MICHAEL A. VAN HOUTEN, ESQ.
DATE: MAY 23, 1996
RE: AINSLEY ESTATES HOMEOWNERS ASSOCIATION, INC.
PRODUCT: FILING OF CORPORATE DOCUMENTS

SECRET

Enclosed please find the following:

1. Letter to Secretary of State, along with a check in the amount of \$70.00.
2. Articles of Incorporation of Ainsley Estates Homeowners Association, Inc., a Florida Corporation Not for Profit.

Please file the above documents with the Secretary of State. Thank you for your assistance and please call if you have any questions.

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*****70.00 *****70.00

95 MAY 23 PM 12:11

SALES

VAN HOUTEN & PONDER, P. A.
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May 23, 1996

Secretary of State
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Ainsley Estates Homeowners Association, Inc., a Florida
Corporation Not for Profit

Dear Sir or Madam:

Enclosed is the original plus one copy of the Articles of
Incorporation of Ainsley Estates Homeowners Association, Inc. In
addition, a check in the amount of \$70.00 is enclosed which
represents the following fees:

Filing Fee:	\$ 35.00
Registered Agent Designation	<u>35.00</u>
	\$ 70.00

Please file the original of the enclosed Articles of Incorporation
and return a copy to the undersigned.

Thank you in advance for your assistance.

Sincerely yours


Michael A. Van Houten

/rs
Enclosures

ARTICLES OF INCORPORATION
OF
AINSLEY ESTATES HOMEOWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

RECORDED
95 MAY 20 PM 2:57

The undersigned hereby forms a corporation, not-for-profit, under the laws of the State of Florida, pursuant to and by virtue of the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be AINSLEY ESTATES HOMEOWNERS ASSOCIATION, INC. (the "Association"), and it shall be located in Volusia County, Florida. The street address of the corporation's initial registered office and mailing address of the corporation are Demarez Farms, 2552 Tomoka Farms Road, Daytona Beach, Florida, 32114.

ARTICLES II - PURPOSES AND POWERS

The general purpose or purposes for which the Association is formed are as follows:

- (a) To acquire, own, equip, manage, maintain, and repair the common area, including but not limited to the private roadways, bridal paths, utility easements and drainage easements, of AINSLEY ESTATES, an unrecorded subdivision, in Volusia County, Florida, for the benefit of the members of the Association upon such terms and conditions so as to meet the expense thereof;
- (b) To enforce the Covenants and Restrictions of AINSLEY ESTATES, that are or will be recorded in the public records of Volusia County, Florida;

(c) To establish and collect assessments from the owners of lots within AINSLEY ESTATES for the purpose of operating, maintaining, insuring, and improving the portions of the Association and to enforce liens for such assessments, by legal action, if necessary, including but not limited to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system. The assessments shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements;

(d) To purchase and maintain such personal property as may be necessary or useful in the conduct of the Association's business; and

(e) In furtherance of the foregoing, to engage in any activity permitted to a corporation not-for-profit under Chapter 617, Florida Statutes (1993) excepting therefrom Sections 617.301 through Section 617.306 inclusive. Said excluded sections are specially intended not to apply to this Association unless otherwise permitted by these Articles or the Bylaws of the Association.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and no part of the assets or the net earnings of this Association shall inure to the benefit of any individual member or other person. The Association may, however, reimburse its members for actual expenses incurred

for or in behalf of the Association and may pay compensation in a reasonable amount to its members for actual services rendered to the Association as permitted by law.

(f) To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 40-127-0270-ERP requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

ARTICLE III - MEMBERS

As is set forth in the Deed of Covenants and Restrictions and as may be regulated by the Bylaws, every person or entity who is a record owner of a fee or undivided fee interest in any lot or lots within the development known as AINSLEY ESTATES (more fully described in Exhibit A attached hereto), who shall pay the normal and any special assessments which may from time to time be fixed by the Board of Directors of the Association, shall be a member of the Association. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be on the terms and conditions as set forth herein and as regulated by the Board of Directors of the Association, and it shall be appurtenant to and may not be separated from the ownership of any lot in AINSLEY ESTATES. Diane Lapham, Trustee of the Diane F. Lapham Revocable Trust Dated September 5, 1989, as developer, shall be a member as set forth in Article V below.

ARTICLE IV - TERM

This Association shall have perpetual existence.

ARTICLE V - VOTING

The Association shall have one class of voting membership made up of all the record owners of fee title to any lot or lots in AINSLEY ESTATES, including the developer, Diane Lapham, Trustee, who qualify as set forth in Article III. Each member shall be entitled to one vote for each lot owned. When more than one person or entity holds an ownership interest in any lot, all such persons shall be members. The vote for such lot shall be exercised by only one member, however, designated in writing to the Association. In no event shall more than one vote be cast with respect to any one lot. The developer shall retain its membership and at least one vote until such time as any amounts owed to it by the Association are paid in full.

ARTICLE VI - INCORPORATOR/REGISTERED AGENT

The name and residence address of the incorporator and initial Registered Agent to these Articles of Incorporation is:

Diane Lapham, Trustee
of the Diane F. Lapham
Revocable Trust Dated
September 5, 1989

2552 Tomoka Farms Road
Daytona Beach, FL 32114

ARTICLE VII - MANAGEMENT

The affairs and business of the Association shall be managed by a Board of Directors and by the following officers: President, Secretary, and Treasurer, and such other officers as the Board shall appoint. The officers shall be elected by the Board at the first meeting of the Board following the annual meeting of the

Association. The President shall be a director but no other officer need be a director. The same person may hold one or more offices.

ARTICLE VIII - OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are:

Diane Lapham, Trustee of the Diane F. Lapham Revocable Trust Dated September 5, 1989	President, Secretary, and Treasurer
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ARTICLE IX - DIRECTORS

Section 1. The Association shall have three directors initially. The number of directors may be either increased or diminished from time to time as provided by the bylaws but shall never be less than three.

Section 2. The names and addresses of the persons who are to serve on the first Board are:

Diane Lapham, Trustee of the Diane F. Lapham Revocable Trust Dated September 5, 1989	2552 Tomoka Farms Road Daytona Beach, FL 32114
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Charles Kleinschmidt	P.O. Box 9356 Daytona Beach, FL 32120
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Arthur Elmo Lloyd	125 Brookside Drive Daytona Beach, FL 32114
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Section 3. The initial directors shall serve until the first annual meeting of the Association, and thereafter as provided in Section 4 below.

Section 4. Until the first annual meeting following the date

on which the developer has been paid in full any sums owed it by the Association and has conveyed away more than five (5) lots within AINSLEY ESTATES, the developer shall appoint at least two of the three members of the Board who shall serve at the pleasure of the developer. The members of the Association other than the developer may elect the remaining member of the Board. At the first annual meeting following the date on which the developer has been paid in full and has conveyed away ownership of more than five (5) of the lots within AINSLEY ESTATES, the members of the Association including the developer shall elect the members of the Board by a plurality of the votes cast at such election. At the first election by the full membership of replacements for the directors appointed by the developer, such directors shall be elected to terms so that each year for the following three (3) years the term of one (1) of the three (3) directors shall expire. Thereafter all directors shall serve for terms of three (3) years. It is the intent of this Section that following the expiration of the power of appointment by the developer and the election of a full Board, one (1) director's term will expire each year.

Section 5. In the event of the removal, resignation, death, or other vacancy of a director the vacancy shall be filled by the developer if such director had been appointed by the developer, otherwise it shall be filled by the Board. The replacement director shall serve the remainder of the term of the predecessor.

Section 6. No member of the Board or any committee of the Association or any officer of the Association, or the developer, or

any employee of the Association, shall be personally liable to any member of the Association, or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of such person or group, provided that such person or group has, upon the basis of such information as may be possessed by said person(s), acted in good faith, without willful or intentional misconduct.

Section 7. The Board of Directors shall determine the amounts of the normal and special assessments. The assessments shall be assessed equally against all lots within AINSLEY ESTATES but not in such an amount that would cause the Association to lose its exemption under Chapter 617, Florida Statutes, (1993), Sections 617.301 through Section 617.306 inclusive. Where there are multiple owners of any lot or lots such owners shall be jointly and severally liable for the payment of the assessments. In establishing the amount of the assessments, the Board may not provide that a member shall pay no assessments. The assessments shall be fixed by the Board annually and shall be based upon the costs and expenses expected to be incurred in owning, operating, maintaining, and improving Association properties in the coming year and on the establishment of reasonable reserves for future use as deemed advisable by the Board. The normal assessments may include any amounts to cover deficiencies from the previous year, or , at the end of each year the Board as an alternative to increasing the coming year's assessments, may make a special assessment above and beyond the annual assessment if the costs and

expenses of owning, operating, maintaining, and improving Association properties in that year exceeded the amount of the normal assessments and other income earlier received by the Association.

ARTICLE X - BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority of the members as provided in the Bylaws.

ARTICLE XI - AMENDMENTS

Amendments to the Articles of Incorporation shall be approved by the Board of Directors, proposed by them to the members and approved at the meeting by a two-thirds (2/3rds) vote of the members present, provided that not less than thirty (30) days notice by mail shall have been given to all of the members, setting forth the proposed amendment.

ARTICLE XII - DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

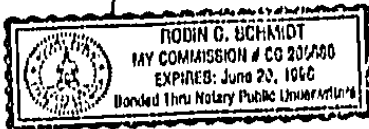
IN WITNESS WHEREOF, the undersigned has hereunto set her hand

and seal at Daytona Beach, Florida, this 21st day of May, 1996.

[Signature]
DIANE LAPHAM, TRUSTEE
OF THE DIANE F. LAPHAM REVOCABLE
TRUST DATED SEPTEMBER 5, 1989

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 21st day of May, 1996, by Diane Lapham, Trustee, of the Diane F. Lapham Revocable Trust Dated September 5, 1989, personally known to me or who produced the following type of identification: personally known



[Signature]
Notary Public
My Commission Expires:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED HEREIN, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

[Signature]
Registered Agent

Dated: 5-21-96

496.10

95 MAY 23 PM 2:57
OFFICE OF THE CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF VOLUSIA
FLORIDA

RECEIVED

MAY 21 1996