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August 20, 1996

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

Re: HOWARD COURT HOMEOWNERS ASSOCIATION, INC.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$122.50 to cover the following fees:

- \$35.00 - Filing Fee
- 52.50 - One Certified Copy
- 35.00 - Registered Agent

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgement to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,
STRICKLAND & WEINER, P.A.

April A. Haley
April A. Haley
Corporate Legal Assistant

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ARTICLES OF INCORPORATION
OF
HOWARD COURT HOMEOWNERS ASSOCIATION, INC.

THE UNDERSIGNED, acting as Incorporator of the association, adopts the following Articles of Incorporation pursuant to Chapter 617, Florida Statutes.

ARTICLE I

NAME OF ASSOCIATION: The name of the association is HOWARD COURT HOMEOWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II

INITIAL PRINCIPAL OFFICE: The street address of the initial principal office of the Association is 1620 6th Street, Sarasota Florida 34236.

ARTICLE III

PURPOSES AND POWERS OF THE ASSOCIATION: The purpose for which the Association is organized is to provide an entity to provide for maintenance, preservation, and architectural control of the residences, commercial buildings, structures, improvements, lots, and common area within that certain subdivision of property in Sarasota County, Florida to be known as HOWARD COURT and to promote the health, safety, and welfare of the residents of HOWARD COURT. For such purposes, the Association shall have the power to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court, Sarasota County, Florida, and as the same may be amended from time to time as therein provided;

(b) Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association; including all license, taxes, or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale, or transfer;

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of each class of members;

(f) Have and to exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not for Profit Corporation by law may now or hereafter have or exercise.

ARTICLE IV

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION. Every person or entity who is a record owner of a lot in HOWARD COURT shall be a member of the Association. Persons or entities who hold an interest in a lot merely as security for the performance of an obligation shall not be members. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE V

TERMS OF EXISTENCE: The term for which this Association is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of the Chapter 617, Florida Statutes.

ARTICLE VI

NAME AND RESIDENCE OF INCORPORATOR: The name and address of the incorporator is:

NAME

Beverly Scott

1620 6th Street
Sarasota Florida 34236

ARTICLE VII

OFFICERS AND DIRECTORS: The affairs of this Association shall be managed by a governing board called the Board of Directors. Directors shall be elected in such manner as provided by the Bylaws. The officers shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties,

hold office for such terms, and take office at such times as shall be provided by the Bylaws of the Association.

ARTICLE VIII

NAMES OF OFFICERS: The names of the officers who are to serve until the first appointment or election next following the filing of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>OFFICE</u>
Beverly Scott	President
Jack T. Conway	Vice President
Beverly Scott	Secretary
Beverly Scott	Treasurer

ARTICLE IX

NAMES AND ADDRESSES OF DIRECTORS: The number of Directors shall initially be three (3). The number may be increased or decreases as provided in the Bylaws of the Association, but shall never be less than three (3) nor more than five (5). The first Board of Directors who shall serve until the election at the regular annual meeting next following the filing of these Articles of Incorporation is as follows:

Beverly Scott
1620 6th Street
Sarasota Florida 34236

Jack T. Conway
1620 6th Street
Sarasota Florida 34236

Douglas M. Mrstik
1620 6th Street
Sarasota Florida 34236

ARTICLE X

VOTING RIGHTS: The Association shall have two (2) classes of voting membership.

Class A. Class A members shall be all Owners, with the exception of Declarant (as defined in the Declaration), and shall

be entitled to one 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 they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. The Class B member(s) shall be the Declarant and 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) Three months after 90 percent of the lots have been conveyed to members other than Declarant.

Additionally, the Declarant shall have the right to elect at least one member of the Board of Directors as long as the Declarant holds for sale in the ordinary course of business at least 5 percent of all lots subject to the Declaration.

ARTICLE XI

BYLAWS: The first Board of Directors of the Association shall adopt Bylaws consistent with these Articles. Thereafter, the Bylaws may be altered, amended, or rescinded by the Directors in the manner provided by such Bylaws.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION: These Articles may be altered, amended, or repealed by resolution of the Board of Directors; provided, however, that no amendment affecting the rights of COMMUNITY HOUSING CORPORATION OF SARASOTA, a Florida corporation not for profit, or its successor or assigns, as Developer of HOWARD COURT shall be effective without the prior written consent of COMMUNITY HOUSING CORPORATION OF SARASOTA, or its successor or assigns, as Developer.

ARTICLE XIII

INDEMNIFICATION: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Association), by reason of the

fact that he is or was a director or officer of the Association, against any and all expenses (including attorney's fees, court costs, and appellate costs and fees), judgments, fines, and amounts paid in settlement incurred by him in connection with such action, suit, or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided, however, that if any past or present officer or director sues the Association, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in such suit.

The Association is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from the corporation funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

ARTICLE XIV

REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation shall be located at 46 N. Washington Blvd., #1, Sarasota FL 34236, and the name of the initial registered agent of this Association at that address is REX A. ROTEN. However, the Association may maintain offices and transact business in such other places within or without the State of Florida, as may from time to time be designated by the Board of Directors.

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation on July 27, 1996.



BEVERLY SCOTT

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing Association.



REX A. ROTEN

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SEC. CLERK OF STATE
TALLAHASSEE, FLORIDA