

**TRANSMITTAL LETTER**  
**N96000006688**

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

ENCLOSURE  
-12/26/96-01000-000  
\*\*\*\*\*70.75 \*\*\*\*\*70.75

SUBJECT: Memory Lane Homeless Assoc  
(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

Additional Copy Required

FROM: Sam Rubin  
Name (printed or typed)

601 E Twiggs #200  
Address

Tampa FL 33602  
City, State & Zip

(813) 8223-7509  
Daytime Telephone number

**FILED**  
96 DEC 26 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

ARTICLES OF INCORPORATION  
OF

MEMORY LANE HOMEOWNERS ASSOCIATION, INC.

FILED  
96 DEC 26 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned associate themselves for the purpose of forming a corporation not for profit  
in accordance with the laws of the State of Florida and certify as follows:

ARTICLE I

The name of this corporation is **MEMORY LANE HOMEOWNERS ASSOCIATION, INC.**, hereinafter called the "Association".

ARTICLE II

The initial principal office of the Association is located at 4508 Country Gate Court, Valrico, Hillsborough County, Florida 33694, which may be changed from time to time by action of the Board of Directors, and the initial Registered Agent at that address is Robert E. Chapman.

ARTICLE III

Purpose and Powers of the Association

The specific purpose for which the Association is formed are:

1. To provide for the maintenance, preservation and architectural control of the residence lots and commons area and improvements according to the Declaration of Covenants, conditions and Restrictions, (hereinafter referred to as the Declaration) relative to that certain plat to be recorded among the public records of Hillsborough County, Florida to wit:

As shown on Exhibit "A" attached hereto.

2. The Corporation shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of the articles, and in addition,

all of the powers set forth in that certain "Declaration", applicable to the property, or any portion thereof, and recorded or to be recorded in the Public Records of Hillsborough County, Florida, and as the same may be amended from time to time as therein provided.

3. The Corporation shall have all of the powers reasonably necessary to implement the power of the Corporation, including but not limited to the following:

(a) fix, levy, collect and enforce payment by any lawful means, all charges of 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 licenses, taxes or governmental charges levied or imposed against the property of the Association;

(b) 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;

(c) borrow money, and with the assent of two-thirds (2/3) of the votes of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(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 members entitled to cast not less than two-thirds (2/3) of the votes 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 the votes of each class members;

Anything hereinabove to the contrary notwithstanding, no part of the net earnings of the Association shall inure to the benefits of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954, nor shall the Association engage in any other activity prohibited by such section.

4. The corporation shall be delegated and assigned the powers of maintaining and administering the common lands and improvements, and specifically the surface water management system permitted by the Southwest Florida Water Management District permit number 4414254.00 including all retention areas and administering and enforcing the covenants and restrictions and collecting and disbursing the assessments and charges hereinafter created.

#### **ARTICLE IV**

##### **Membership**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot or parcel which is subject by covenants or record to assessment by the Association, including contract sellers, shall be a member of the Association. An owner of more than one lot shall be entitled to one membership for each lot owned by said member. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot parcel which is subject to assessment by the Association.

## ARTICLE V

### Voting Rights

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Developer and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot. There can be no split vote. Prior to the time of any meeting at which a vote is to be taken, each co-owner shall file the name of the voting co-owner with the Secretary of the Association in order to be entitled to a vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded.

Class B. The Class B member(s) shall be the Developer, and shall be entitled to three 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:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) June 1, 2000.

## ARTICLE VI

### Board of Directors

The affairs of this Association shall be managed by a Board initially composed of three (3) directors, who need not be members of the Association. The number of directors may be changed by Amendment of the By-Laws of the Association, but shall not be less than three. The

members of the Board of Directors shall be divided into three classes of Directors: Class A, Class B, and Class C. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors (in accordance with the By-Laws) are:

**NAME AND ADDRESS**

**CLASS A DIRECTORS**

Morgan M. Chapman  
508 Chastain Road  
Seffner, Florida 33584

**CLASS B DIRECTORS**

Sylvia G. Chapman  
4508 Country Gate Court  
Valrico, Florida 33594

**CLASS C DIRECTORS**

Robert E. Chapman  
4508 Country Gate Court  
Valrico, Florida 33594

The term of office of the Class A Director shall expire at the annual meeting next ensuing. The term of office of the Class B Directors shall expire one year thereafter. The term of office of the Class C Directors shall expire two years thereafter. At each succeeding annual election, the Directors elected shall be chosen for a full term of three years to succeed those whose terms expire.

**ARTICLE VII**

**Officers**

The names and addresses of the officers of this Association who shall manage the affairs of the Association and who, subject to these Articles and By-Laws of the Association and the laws

of the State of Florida, shall be elected annually and shall hold office for the first year of existence of this Association or until an election of officers or until their successors have been duly elected and qualified, unless they sooner resign, are:

| <u>NAME</u>       | <u>OFFICE</u>       | <u>ADDRESS</u>                                    |
|-------------------|---------------------|---------------------------------------------------|
| Robert E. Chapman | President           | 4508 Country Gate Court<br>Valrico, Florida 33594 |
| Silvia G. Chapman | Secretary/Treasurer | 4508 Country Gate Court<br>Valrico, Florida 33594 |

#### ARTICLE VIII

##### Indemnification of Officers and Directors

Every officer or director of the Association shall be indemnified by the Association against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director, whether or not he is an officer or director at the time such expenses are incurred, except in such cases wherein the officer or director is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of any claim for reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officers or directors may be entitled.

## ARTICLE IX

### Incorporators

The name and residence address of the incorporator to these Articles of Incorporation is as follows:

| <u>NAME</u>       | <u>ADDRESS</u>                                  |
|-------------------|-------------------------------------------------|
| Robert E. Chapman | 4508 Country Gate Court, Valrico, Florida 33594 |

## ARTICLE X

### Dissolution

The Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members and upon such approval, if any, as may be required by Article XIII hereof. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

## ARTICLE XI

### Term

The corporation shall exist perpetually. If however, the Association is dissolved the property consisting of the surface water management system shall be conveyed to an appropriate agency

of local government and that if not accepted, then the surface water management shall be dedicated to a similar non-profit corporation.

## **ARTICLE XII**

### **By-Laws**

The By-Laws of this Association shall be initially adopted by the Board of Directors. Thereafter, the By-Laws shall be altered or rescinded by a majority vote of a quorum of members present at any regular or special meeting of the membership duly called and convened.

## **ARTICLE XIII**

### **Amendments**

Amendment of these Articles shall be proposed by any member of the Association at any regular or special meeting of the membership duly called and conveyed, and shall require the assent of the members entitled to cast two-thirds (2/3) of the total votes eligible to be cast at any regular or special meeting of the membership duly called and convened.

## **ARTICLE XIV**

### **Prohibition Against Issuance of Stock and Distribution of Income**

This Corporation shall never have or issue any shares of stock, nor shall this Corporation distribute any part of the income of this Corporation, if any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the corporation of compensation in a reasonable amount to the members, directors or officers for services rendered, nor shall anything herein be construed to prohibit the corporation from making any payments or distributions to members of benefits, monies or properties permitted by Section 617.011 of Florida Statutes.

## ARTICLE XV

### Contractual Powers

In the absence of fraud, no contract or other transaction between this Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is peculiarly or otherwise interested in, or is a director, member or officer of any such other firm, association, corporation or partnership, or is a party or is peculiarly or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnerships, peculiarly or otherwise interested therein. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

IN WITNESS WHEREOF, I have subscribed my name, this the 25<sup>th</sup> day of December, 1996.

Robert E. Chapman  
ROBERT E. CHAPMAN  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

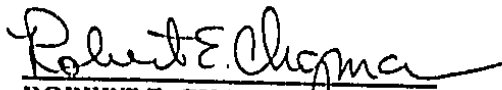
On this 23<sup>rd</sup> day of December, 1996, before me, the undersigned officer, personally appeared Robert E. Chapman.

[Signature]  
Notary Public, Print Name  
Personally known ☒

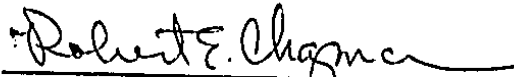


**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT AS REGISTERED  
AGENT FOR SERVICE OF PROCESS**

We hereby accept the appointment as Registered Agent for Service of Process for  
**MEMORY LANE HOMEOWNERS ASSOCIATION, INC.** We are familiar with, and  
accept the obligations provided for in Section 607.325, Florida Statutes.

  
**ROBERT E. CHAPMAN**

DATED at Tampa, Florida, this 23<sup>rd</sup> day of December, 1996.

By:   
**ROBERT E. CHAPMAN**

**FILED**  
96 DEC 26 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA