

**PEYTON LAW FIRM, P.A.**

7317 LITTLE ROAD  
NEW PORT RICHEY, FLORIDA 34654  
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5432 SPRING HILL DRIVE  
SPRING HILL, FLORIDA 34606  
(352) 688-7566  
FAX (352) 688-9686  
PLEASE REPLY TO NEW PORT RICHEY

N 9700000 7091

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32399

300002377343--2  
-12/19/97--01018--008  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Canterbury Farms Homeowner's Association, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation and Acceptance of Registered Agent for a new Florida corporation now being formed -- CANTERBURY FARMS HOMEOWNER'S ASSOCIATION, INC. .

Also enclosed is a check payable to Department of State in the amount of \$122.50. This check includes payment for the following:

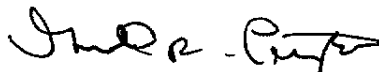
Filing Fee	\$ 35.00
Registered Agent's Designation	52.50
Certified Copy of Articles	<u>35.00</u>
TOTAL	\$122.50

FILED  
97 DEC 19 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please send the certified copy of Articles to me at 7317 Little Road, New Port Richey, FL 34654.

Please contact me at once if there is any problem with this matter. In the meantime, your cooperation will be appreciated.

Sincerely,

  
Donald R. Peyton

DRP/jp  
Encs.

F. CHESSEB DEC 22 1997

ARTICLES OF INCORPORATION

OF

CANTERBURY FARMS

HOMEOWNERS' ASSOCIATION, INC.

FILED  
97 DEC 19 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be: CANTERBURY FARMS HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of the Corporation shall be: 14323 Thornwood Trail, Hudson, FL 34669; or at such other place as may be subsequently designated by the Board of Directors of the Corporation.

ARTICLE III

Purpose and Powers of the Corporation

This Corporation does not contemplate pecuniary gain or profit to the members thereof and shall make no distribution of income to its members, directors or officers. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots, common areas and improvements within Canterbury Farms Subdivision (the "Property"), and to promote the health, safety and welfare of the residents within the above described property, and any additions thereto as may hereafter be brought within the jurisdiction of this Corporation for this purpose.

The Corporation shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the

State of Florida that are not in conflict with the terms of the Declaration, these Articles or the By-Laws of the Corporation.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration applicable to the property and recorded or to be recorded in the Public Records of Pasco County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety.

(c) To 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 other expenses incident to the conduct of the business of Corporation, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(d) To maintain, repair and operate the property of the Corporation;

(e) To purchase insurance upon the property of the Corporation and insurance for the protection of the Corporation and its members as Lot Owners;

(f) To reconstruct improvements after casualty and make further improvements upon the property;

(g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and By-Laws of the Corporation, and the rules and regulations adopted pursuant thereto;

(h) To employ personnel to perform the services required for proper operation of the Corporation.

(i) To 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 Corporation.

(j) To borrow money, and with the assent of a majority of the 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;

(k) to dedicate, sell or transfer all or any part of the common areas, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration. No such dedication or transfer shall be effective unless an instrument has been signed by a majority of the members, agreeing to such dedication, sale or transfer;

(l) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of a majority of the members unless the annexation involves land the Developer has reserved the right to annex in the Declaration, in which case the Declaration shall control the annexation.

#### **ARTICLE IV Membership**

Each person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Corporation, including contract sellers, may be a member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. An Owner of more than one (1) Lot is entitled to only one membership. The foregoing shall not be construed to prohibit assignment of membership and voting rights by an Owner who is a contract seller to his vendee in possession.

#### **ARTICLE V Voting Rights**

The Corporation shall have one class of voting membership consisting of Owners who have paid their membership fees in full. Each member shall be entitled to one (1) vote on each matter submitted to a vote of members for each lot owned by him or it, provided, that where title to a lot is in more than one person, such co-owners acting jointly shall be entitled to but one vote. When more than one person holds such interest in any lot, all such persons shall be members.

actions which constitute gross negligence or willful misconduct, except where such actions are undertaken at the request of the Corporation. The Indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which Indemnitees are entitled, including, without limitation, those conferred under Florida law or by the By-Laws, Articles or any Agreement executed by the Corporation.

#### **ARTICLE IX** **By-Laws**

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

#### **ARTICLE X** **Dissolution, Merger, or Consolidation**

The Corporation may be merged or consolidated with another Corporation not for profit, or may be dissolved, upon written assent signed by members holding not less than a majority of the total number of votes of each class of members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, Corporation, trust or organization to be devoted to such similar purposes.

#### **ARTICLE XI** **Term of Existence**

The term of existence of the Corporation shall be perpetual.

#### **ARTICLE XII** **Amendments**

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

**ARTICLE VI**  
**Board of Directors**

The affairs of this Corporation shall be managed and governed by a Board of Directors consisting of at least five (5) Directors, who must be members of the Corporation. The number of Directors may be changed by amendment of the By-Laws of the Corporation. The manner in which the directors are to be elected or appointed shall be set forth in the By-Laws of the Corporation.

**ARTICLE VII**  
**Officers**

The affairs of the Corporation shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation.

**ARTICLE VIII**  
**Indemnification**

The Corporation will indemnify any person ("Indemnitee") for any and all liability arising from his official capacity or from any acts committed or failure to act by him in his official capacity as an Officer or Director of the Corporation, including acts which are adjudged by a Court of law to have constituted negligence or misconduct in the performance of his duty to the Corporation, and resulting from Judgment, fines, or amounts paid in settlement which are incurred in any action, suit or proceeding whether civil, criminal, administrative or investigative, and whether such action, suit or proceeding is brought by or in the right of the Corporation, or other parties, and whether such action, suit or proceeding is commenced during or subsequent to his tenure as an Officer or Director of the Corporation ("Proceedings").

The Corporation will reimburse Indemnitees for any and all actual and reasonable expenses, including, without limitation, attorney's fees and Court costs ("Expenses") as Expenses are incurred by Indemnitees in Proceedings. Notwithstanding anything to the contrary herein, the Corporation will not indemnify Indemnitees for any liability or expenses for

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may only be proposed by the Board of Directors. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than a majority of the votes of the entire membership of the Corporation existing at the time of such meeting.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

#### ARTICLE XIII

##### Initial registered agent and street address

The name and street address of the initial registered agent is: Florence Freudenstein, 14323 Thornwood Trail, Hudson, FL 34669

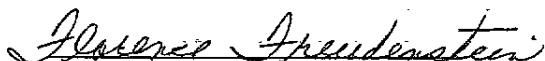
#### ARTICLE XIV


##### Incorporators

The name and address of the incorporators of these Articles of Incorporation are:

- |                           |                       |
|---------------------------|-----------------------|
| 1.) Florence Freudenstein | 2.) Judith Ann Furrow |
| 14323 Thornwood Trail     | 14322 Thornwood Trail |
| Hudson, FL 34699          | Hudson, FL 34699      |

The undersigned incorporators have executed these Articles of Incorporation this 7<sup>th</sup> day of December, 1997.

  
Florence Freudenstein  
Incorporator

  
Judith Ann Furrow  
Incorporator

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on December 9<sup>th</sup>, 1997, **Florence Freudenstein**, who is personally known to me -OR- who produced for identification, personally appeared before me, and executed the foregoing instrument.

NOTARY SEAL

JUDITH ANN MEDEIROS  
Notary Public, State of Florida  
My Comm. Expires May 30, 2000  
No. CC558568

Judith Ann Medeiros  
NOTARY SIGNATURE

JUDITH ANN MEDEIROS  
PRINTED NOTARY NAME

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on December 7<sup>th</sup>, 1997, **Judith Ann Furrow**, who is personally known to me -OR- who produced for identification, personally appeared before me, and executed the foregoing instrument.

NOTARY SEAL

JUDITH ANN MEDEIROS  
Notary Public, State of Florida  
My Comm. Expires May 30, 2000  
No. CC558568

Judith Ann Medeiros  
NOTARY SIGNATURE

JUDITH ANN MEDEIROS  
PRINTED NOTARY NAME

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles of Incorporation, 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.

Signed on: December 7, 1997.

Florence Freudenstein  
Florence Freudenstein  
Registered Agent