

N98000001623

MARY SUE BEELER  
ATTORNEY AT LAW  
2755 FEATHER SOUND DRIVE  
CLEARWATER, FLORIDA 33762

BOARD CERTIFIED  
REAL ESTATE ATTORNEY

TELEPHONE (813) 573-5540  
FACSIMILE (813) 573-5638

March 13, 1998

Via FedEx

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

300002458633--8  
03/16/98 01:28:02  
\*\*\*\*\*18.75 \*\*\*\*\*18.75

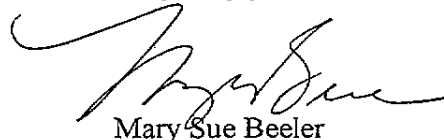
Re: Condominium Association for Lakeshore Club, Inc.

To Whom It May Concern:

Enclosed are two (2) original counterparts and one photocopy of the Articles of Incorporation for Condominium Association for Lakeshore Club, Inc., along with my check in the amount of \$78.75, in payment of the filing fee and certificate of good standing. I would also appreciate your returning to me one date stamped counterpart original along with the certificate.

If you have any questions regarding this filing, please call me collect at the following telephone number: (813) 895-1971. Thank you.

Very truly yours,

  
Mary Sue Beeler

MSB:me

Enclosure

cc: Mr. Dale Stamper (without enclosures)  
Jeff Stamper, Esq. (without enclosures)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
90 MAR 16 AM 8:59

5/3/20

**ARTICLES OF INCORPORATION  
OF  
CONDOMINIUM ASSOCIATION FOR LAKESHORE CLUB, INC.  
(A Corporation Not For Profit)**

---

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 16 AM 8:59

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I.**

**NAME**

The name of this corporation (the "Corporation" or "Association") shall be:

**CONDOMINIUM ASSOCIATION FOR LAKESHORE CLUB, INC.**

**ARTICLE II.**

**PURPOSE**

In accordance with the provisions of Chapter 718, Florida Statutes, commonly known as The Condominium Act, a condominium will be created upon certain lands in Florida, to be known as:

**THE LAKESHORE CLUB, A CONDOMINIUM**

hereinafter referred to as the "Condominium." The Declaration of Condominium subjecting the lands involved to a Condominium form of ownership (the "Declaration") will be recorded among the Public Records of Polk County, Florida. All capitalized terms in these Articles shall have the meaning set forth in the Declaration. The Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the Bylaws, these Articles of Incorporation and the Declaration, and further to exercise all powers granted to a Condominium association under the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this Corporation's capacity as a Condominium association. The Association shall be conducted as a non-profit organization for the benefit of its members.

### **ARTICLE III.**

#### **POWERS**

The powers of the Corporation shall include and be governed by the following provisions:

1. 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 these Articles, and in addition, all the powers conferred by the Condominium Act upon a Condominium association, and in addition, all of the powers set forth in the Declaration which are not in conflict with law.

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

a. To operate and manage the Condominium, Condominium Property and the Association Property in accordance with the sense, meaning, direction, purpose and intent contained in the Declaration when the same has been recorded among the Public Records as above noted.

b. To levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium, as provided in the Declaration and the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including the Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

c. To use the proceeds of assessments in the exercise of its powers and duties.

d. To maintain, repair, replace, protect and operate the Condominium Property.

e. To reconstruct improvements upon the Condominium Property after casualty and to further improve the Condominium Property.

f. To make and amend regulations respecting the use of the property in the Condominium.

g. To approve or disapprove the proposed lessees of Units if required or permitted by the Declaration.

h. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws of the Corporation and the regulations for the use of the property in the Condominium.

i. To contract for the management of the Condominium and to authorize its contractor to perform functions and duties for or on behalf of the Association except where such authorization is prohibited by applicable law or the Bylaws of the Association.

j. To purchase directors and officers' liability insurance in amounts deemed necessary or appropriate by the Board of Directors.

3. All funds and title to all properties acquired by the Corporation and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium Declaration and exhibits thereto.

4. The powers of the Corporation shall be subject to and be exercised in accordance with the provisions of the Declaration which govern the use of the Condominium Property.

#### **ARTICLE IV.**

##### **MEMBERS**

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. Until such time as the Declaration of Condominium of the Condominium shall be recorded among the Public Records as noted above, the membership of this Corporation shall be comprised of the subscribers to these Articles, or their assigns, each of which subscribers or assigns shall be entitled to cast one vote on all matters in which the membership shall be entitled to vote.

2. After the recording of the Declaration, the owners of Condominium Units in the Condominium shall be members of the Corporation and at such time the subscribers who are members of the Corporation by virtue of Paragraph 1 above shall no longer be members by reason of same.

3. Thereafter, membership in the Corporation shall be established by acquisition of the fee title to a Condominium Unit in the Condominium, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee interest in any unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own a fee ownership interest in two or more units, so long as such party shall retain title to a fee ownership interest in any unit.

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

properties, funds and assets of the corporation shall be held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws which may hereafter be adopted.

5. On all matters on which the membership shall be entitled to vote, there shall be one vote for each Unit in the Condominium, which vote may be exercised or cast by the owner or owners thereof in such manner as may be provided in the Bylaws of this Corporation. Should many member own more than one unit, such member shall be entitled to exercise or cast the total number of votes attributable to all units owned by him, her or it in the manner provided by said Bylaws.

#### **ARTICLE V.**

##### **TERM**

This corporation shall have perpetual existence.

#### **ARTICLE VI.**

##### **REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent for his corporation shall be: Samuel D. Stamper, and the Registered Office shall be located at: 1300 South Lake Howard Drive, Winter Haven, Florida 33880, or such other person or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law. The mailing of the corporation shall be the same as the registered office address.

#### **ARTICLE VII.**

##### **MANAGEMENT OF THE AFFAIRS OF THE CORPORATION - OFFICERS**

The affairs of this corporation shall be managed by its officers, subject, however, to the directions of the Board of Directors, except to the extent that the Directors shall have delegated the responsibility for such management under the provisions of these Articles and in accordance with the Bylaws. The officers of this corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors according to the Bylaws of this Corporation. The Directors may, if they desire, combine the offices of Secretary and Treasurer and, in addition, provide for such other officers, agents, supervisory personnel or employees of the Corporation as they shall see fit, none of whom need be a member of the Corporation. Commencing with the first annual meeting of the board of Directors subsequent to incorporation, officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. The names of the officers who are to serve until the first election by the Board of Directors are as follows:

Thomas Buckley	-	President
Samuel D. Stamper	-	Vice President
Joyce Stamper	-	Secretary
Joyce Stamper	-	Treasurer

None of the above officers specifically named in these Articles shall be required to be a member of this Corporation to hold office; however, the president shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

## ARTICLE VIII.

### BOARD OF DIRECTORS

This Corporation shall be governed by a Board of Directors consisting of five (5) persons as provided for in the Bylaws; provided, however, that until the first annual meeting of the members of this Corporation subsequent to the turnover of control of the Corporation as defined in the Condominium Act, this Corporation shall be governed by a Board of Directors consisting of three (3) persons, whose names and post office addresses appear below and who will serve as Directors until the first annual meeting of members subsequent to turnover of control of the Corporation or until their successors are elected and qualify:

<u>Name</u>	<u>Post Office Address</u>
Thomas Buckley	1300 South Lake Howard Drive, Winter Haven, FL
Samuel D. Stamper	1300 South Lake Howard Drive, Winter Haven, FL
Joyce Stamper	1300 South Lake Howard Drive, Winter Haven, FL

Until members other than the Developer named in the Declaration are entitled to elect Directors, succeeding Directors shall be named by the Developer; thereafter, succeeding Directors shall be elected by members in the manner and in accordance with the method provided for in the Bylaws of the Corporation, as the same shall be constituted from time to time.

When (but not before) Unit Owners other than the Developer own at least fifteen percent (15%) but less than fifty percent (50%) of the Units that ultimately will be operated by the Association, the Unit Owners other than the Developer shall be entitled to elect, in a manner to be provided in the Bylaws, one-third (1/3) of the members of the Board of Directors. Unit Owners other than the Developer shall be entitled to elect, in a manner to be provided in the Bylaws, a majority of the members of the Board Of Directors upon the earlier to occur of the following:

1. Three years after 50 percent of the Units that will be operated ultimately by the

Association have been conveyed to purchasers;

2. Three months after 90 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

3. When all the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or

4. When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

5. Seven years after recordation of the Declaration,

whichever occurs first. The Developer shall have the right to designate all members of the Board of Directors of the Association which Unit Owners other than the Developer are not entitled to elect as long as the Developer holds for sale in the ordinary course of business any Unit(s) in the Condominium; and the Developer shall be entitled to elect not less than one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Units in the Condominium. Notwithstanding the foregoing, the Developer shall be entitled at any time to waive in writing its rights hereunder, and thereafter to vote in elections for members of the Board of Directors of the Association in the same manner as any other Unit Owner of the Association. At the time that Unit Owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall relinquish control of the Association. Not more than ninety (90) days thereafter, the Developer shall deliver to the Association, at the Developer's expense, all property of the Unit Owners and of the Association held or controlled by the Developer.

Within seventy-five (75) days after the Unit Owners other than the Developer are entitled to elect a member of members of the Board of Directors, the Association shall call, and give not less than sixty (60) days notice of an election for the members of the Board of Directors at which such Directors are to be elected, which election will otherwise be held in accordance with the provisions of the Bylaws.

#### **ARTICLE IX.**

#### **REMOVAL OF OFFICERS AND DIRECTORS**

Any officer may be removed prior to the expiration of his term of office in the manner provided in the Condominium Act, as interpreted and clarified by the Florida Administrative Code, as amended and changed from time to time.

#### **ARTICLE X.**

## **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every director and every officer of the Corporation shall be indemnified by the Corporation 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 a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer 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 hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## **ARTICLE XI.**

### **BYLAWS**

The original Bylaws of the Association shall be adopted by the approval of a majority of the subscribers to these Articles of Incorporation at a meeting at which each of the subscribers is present, and, thereafter, the Bylaws may be amended, altered or rescinded in the manner and as further provided for in the Bylaws.

## **ARTICLE XII.**

### **PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME**

This Corporation shall never have nor issue any shares of stock, nor shall this Corporation distribute any part of its income, 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.

## **ARTICLE XIII.**

### **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 pecuniarily 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 pecuniarily or otherwise interested in such contract or other transactions, or in any



way connected with any person, firm, association, corporation, or partnership, pecuniarily 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.

#### **ARTICLE XIV.**

#### **INCORPORATOR**

The name and post office address of the Incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Post Office Address</u>
Samuel D. Stamper	1300 South Lake Howard Drive Winter Park, Florida 33880

#### **ARTICLE XV.**

#### **AMENDMENT**

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Condominiums, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in the manner required by the Condominium Act, which notice shall be given in the same manner as notice of the call of a special meeting of the members as the procedure for giving such notice is described in the Bylaws; provided, that proposed amendments to these Articles of Incorporation may be considered and voted upon at annual meetings of the members. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of

such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of not less than the owners of two-thirds (2/3) of those Units in the Condominium which are represented in person or by proxy at any meeting at which a quorum is present in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. The amendment shall be recorded in the Public Records of Polk County, Florida within thirty (30) days from the date in which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article XV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Articles VIII and IX hereof, may be adopted or become effective without the prior written consent of Developer.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Polk County,  
this 10<sup>th</sup> day of MARCH, 1998.

Samuel D. Stamper  
SAMUEL D. STAMPER

STATE OF FLORIDA )  
COUNTY OF POLK ) ss

BEFORE ME, the undersigned authority, this day personally appeared Samuel D. Stamper, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation of the CONDOMINIUM ASSOCIATION FOR LAKESHORE CLUB, INC., and he acknowledged before me that he signed and executed the same for the purposes set forth therein. He is personally know to me or furnished PERSONALLY KNOWN as identification.

Sandra M. Fry  
Printed Name: SANDRA M. FRY  
Notary Public - State of Florida  
Commission Number: CC 496803  
My Commission Expires: 11-4-99



**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT/REGISTERED OFFICE**

---

PURSUANT TO THE PROVISIONS OF SECTION 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:

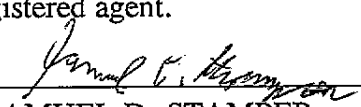
CONDOMINIUM ASSOCIATION FOR LAKESHORE CLUB, INC.

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

SAMUEL D. STAMPER  
1300 South Lake Howard Drive  
Winter Haven, Florida 33880

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 16 AM 8:59

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.

  
\_\_\_\_\_  
SAMUEL D. STAMPER

Date: 3-10-98