

TRANSMITTAL LETTER

N98000007084

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

FILED
98 DEC 15 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: HERNDON'S OVERLOOK HOMEOWNERS ASSOCIATION, INC.
(Proposed corporate name - must include suffix)

600002712816--8
-12/15/98--01054--001
*****78.75 *****78.75

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 of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: JAMES R. HANNAH
Name (Printed or typed)

38101 COUNTRYSIDE PLACE
Address

DADE CITY FLORIDA 33525
City, State & Zip

(352) 567-0676
Daytime Telephone number

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

BY-LAWS
OF
HERNDON'S OVERLOOK HOMEOWNERS ASSOCIATION, INC.
ARTICLE I
NAME AND LOCATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is Herndon's Overlook Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the Association shall be located at 812 Martin Luther King Blvd., Tampa, Florida, but meetings of members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to HERNDON'S OVERLOOK HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration and Establishment of Conditions and Reservations of Record of Herndon's Overlook Subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Reserved Area" shall mean all real property (including improvements thereon) now or hereafter owned by specific Lot owners for the common use and enjoyment of all the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the properties.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation. The term "Owner" shall include Joseph Louie Herndon .

Section 6. "Declarant" shall mean and refer to Joseph Louie Herndon, his successors and assigns, as provided in the Declaration.

Section 7. "Declaration" shall mean and refer to the Declaration and Establishment of Conditions and Reservations of Record of Herndon's Overlook Subdivision, applicable to the Properties recorded in OR Book 4055, Pages 1118 through 1135 in the Public Records of Pasco County, Florida.

Section 8. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 9. "Parcel" shall mean and refer to any part of the Properties other than Reserved Area, Lots, Units, dedicated streets and roads, and land owned by a governmental body or agency or public utility company, whether or not such Parcel is developed or undeveloped, and without regard to the use or proposed use of such Parcel. Any Parcel, or part thereof, however, for which a subdivision map is filed of record shall, as to such portion, cease being a Parcel, or part thereof, and shall become Lots or Units as appropriate.

Section 10. All other terms as defined in the Declaration shall have the same meaning when used herein.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within the first quarter-year after one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter. If the day for the annual meeting is a legal holiday or Saturday or Sunday, the meeting will be held on the first day following, which is not a legal holiday, Saturday or Sunday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

(a) Notice of all meetings shall be given at least fifteen (15) days in advance to each member, either by mailing or delivering a copy of such notice, addressed to the member's address last appearing on the books of the Association, or by delivering the same to the member's address.

(b) Delivery of notice pursuant to subsection (a) to any co-owner of a Lot shall be effective upon all such co-owners of such Lot, unless a co-owner has requested the Secretary in writing that notice be given such co-owner and furnished the Secretary with the address to which such notice may be delivered by mail.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or the proxies entitled to cast, one-third (1/3) of the votes of the membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6 Majority Vote. The acts approved by a majority of the votes cast, either in person or by proxy, at a meeting at which a quorum is established shall constitute the acts of the members, except when approval by a greater or different voting majority is required by the Declaration, the Articles of Incorporation or these By-Laws.

Section 7 Voting Members. If a Lot is owned by one person, his right to vote shall be established by the record title to the Lot. If a Lot is owned by a corporation, the officer, agent or employee thereof entitled to cast the vote of the corporation therefor shall be designated in a certificate for this purpose signed by the president or a vice-president and filed with the Secretary of the Association except as hereafter provided with regard to a Lot owned jointly by a husband and wife. If a Lot is owned by more than one (1) person, the person entitled to cast the vote therefor shall be designated in a certificate pursuant to this Section who is entitled to cast the vote for a Lot, as well as any sole Owner of a Lot, shall be known as the "voting member". Such certificates shall be valid until revoked or until superseded by a subsequent certificate, or until a change in the ownership of the Lot concerned. If a Lot is owned jointly by husband and wife, the following four provisions are applicable thereto:

(a) They may, but they shall not be required to, designate a voting member.

(b) If they do not designate a voting member and if both are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they shall lose the right to vote on that subject at that meeting.

(c) If they do not designate a voting member, and only one is present at a meeting, the person

present may cast the vote, just as though he or she owned the Lot individually and without establishing the concurrence of the absent person.

(d) If either or both are present at a meeting, the Lot shall be counted as present for the purpose of determining a quorum.

Section 8. Waiver of Notice. Any Owner may waive notice of any annual or special meeting of members by a written notice signed either before, at or after such meeting. Attendance by an Owner or his designated voting member at a meeting shall also constitute a waiver of notice of the time, place and purpose of the meeting.

Section 9. Determination of Membership. For the purpose of determining the person entitled to notice under any provision of these By-Laws, the Articles of Incorporation, or the Declaration, and for the purpose of determining those persons entitled to vote at any meeting of the Association, membership shall be shown on the books of the Association as of a date set by the Board of Directors, which date shall not be more than sixty (60) days prior to the date of such notice or of such meeting. If the Board of Directors fails to establish such a date, membership shall be shown on the books of the Association on the sixtieth (60th) consecutive calendar day prior to the date of such notice or of such meeting.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number and Term of Office. The affairs of this Association shall be managed by a Board of not less than two (2) nor more than nine (9) directors, who need to be members of the Association. At the first annual meeting, the members shall elect the directors for a term of one (1) year, and at each annual meeting thereafter, the members shall elect the directors for a term of one (1) year. A director shall continue in office until his successor shall be elected and qualified, unless he sooner dies, resigns, or is removed, or is otherwise disqualified to serve.

Section 2. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board of Directors, even though less than a quorum, and shall serve for the unexpired term of his predecessor.

Section 3. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and one (1) or more other persons. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the number of directors present in person or by proxy shall constitute a quorum for the transaction of business. Every other act or decision done or made by a majority of the directors present in person or by proxy at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Waiver of Notice. Notwithstanding any provision of these By-Laws as to notice, a director may waive notice of any meeting either before, at or after such meeting. Attendance at a meeting by a director shall also act as waiver of notice thereof.

Section 5. Adjourned Meeting. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 6. Joinder of Meeting by Approval of Minutes. The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum and the action taken, and shall also constitute a waiver of notice as to such meeting.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Reserved Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the Reserved Area, including all recreational facilities, if any, of a member during the period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties, rights and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member of the Board of Directors shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(f) authorize the execution of any easement as provided in Article IV of the Articles of Incorporation, or other assignment, conveyance or transfer of property of the Association, real, personal or mixed, except where member consent or approval is expressly required by

the terms of the Declaration, the Articles of Incorporation, or these By-Laws.

Section 2. Duties. It shall be the duty of the Board of Directors to;

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each Lot, at least thirty (30) days in advance of each annual assessment period;
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- (d) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Reserved Area, other land and improvements, for which the Association is obligated for maintenance by the Declaration, to be maintained; and
- (h) perform such other functions and duties as may be provided by the Declaration or the Articles of Incorporation and not expressly reserved to the members.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and

such other officers as the Board may from time to time by resolution create. Officers need not be members of the Association.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held simultaneously by the same person.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of

the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

Section 9 Duties Fulfilled by Manager. The Secretary and Treasurer may either or both be assisted in their duties by a manager employed by the Association to the extent authorized by the Board of Directors. If such a manager is employed, the manager may have custody of such books of the Association as the Board of Directors determines necessary or appropriate.

ARTICLE IX

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the maximum rate allowed by law, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Reserved Area or abandonment of his Lot.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:

HERDON'S OVERLOOK
HOMEOWNERS ASSOCIATION, INC.
FLORIDA
"NOT FOR PROFIT"
1998

The Association may use the before described Seal, a common seal, or any facsimile thereof.

ARTICLE XIII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflicts between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

THE FOREGOING was adopted as the By-Laws of HERNDON'S OVERLOOK HOMEOWNERS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the first meeting of the Board of Directors on the 14th day of DECEMBER, 1998.

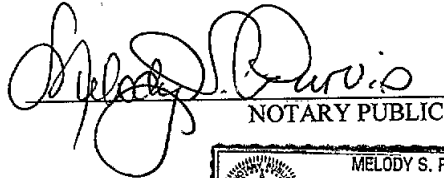
HERNDON'S OVERLOOK HOMEOWNERS
ASSOCIATION, INC.

By: _____
President

Joseph Louis Herndon
612 MARTIN LUTHER KING BLVD E
SEFFNER, FL. 33584

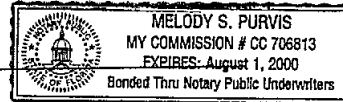
STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned official, personally appeared JOSEPH LOUIE HERNDON,
President of Herndon's Overlook Homeowners Association, Inc., who is personally known to me or has
produced D.L.# H653-492-36-228 as identification and acknowledged before me that
he executed the same for the purposes therein expressed.


NOTARY PUBLIC

SEAL

My Commission Expires: _____



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

HERNDON'S OVERLOOK HOMEOWNERS
ASSOCIATION, INC

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

JOSEPH LOUIE HERNDON
(NAME)

812 MARTIN LUTHER KING BLVD E.
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

SEFFNER FL 33584
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Joseph Louie Herndon
(SIGNATURE)

12-15-98
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314