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ACCOUNT NO. : 072100000032

REFERENCE : 450315 5674A

AUTHORIZATION : Patricia Piquette

COST LIMIT : \$ 78.75

ORDER DATE : November 1, 1999

ORDER TIME : 2:18 PM

ORDER NO. : 450315-005

CUSTOMER NO: 5674A

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CUSTOMER: William J. Kimpton, Esq
KIMPTON BURKE & WHITE
KIMPTON BURKE & WHITE
Suite 100
28059 U.s. Highway 19, North
Clearwater, FL 33761

DOMESTIC FILING

NAME: LOKEN SUBDIVISION HOMEOWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -4 PM 12: 10

RECEIVED
99 NOV -4 PM 3: 21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -4 PM 12: 10

ARTICLES OF INCORPORATION
OF
LOKEN SUBDIVISION HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation Not-For Profit)

ARTICLE I

The name of the corporation is LOKEN SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The corporation is incorporated as a corporation not-for-profit under the provisions of Chapter 617, Florida Statutes, as amended from time to time.

ARTICLE III

The registered office and address of the corporation shall be 1714 C.R. 1, Suite 14, Dunedin, Florida 34698.

ARTICLE IV

GARY LOKEN, whose address is 1714 C.R. 1, Suite 14, Dunedin, Florida 34698, is hereby appointed the initial Registered Agent of this corporation.

ARTICLE V

The purpose for which this corporation is organized is to act on behalf of its Members in operating and governing LOKEN SUBDIVISION HOMEOWNERS ASSOCIATION, INC., and to

have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, and By-Laws may now or hereafter have and exercise, including but not limited to, the following:

(a) To join with other corporations or entities in becoming a Member of LOKEN SUBDIVISION HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as "Association"), the purposes of which are hereinbelow described;

(b) To collect assessments from each Member for the maintenance, repair and replacement of certain property (hereinafter referred to as "Common Area"), title to which shall be held by Loken Subdivision Homeowners Association, their successors and assigns, and to assist Association in promoting the health, safety and welfare of the residents using the common property and any additions thereto;

(c) Exercise all of the powers and privileges and to perform all of the duties and obligations of this corporation as set forth in the Declaration of Agreements, Easements, Covenants, Conditions and Restrictions executed by L.M. LOKEN (hereinafter referred to as "Declarant") and filed in the Official Records Book of Pinellas County, Florida at O.R. Book 10139, Page 925 (hereinafter referred to as "Restrictions") as applicable to the plat of the property recorded in the Office of the Clerk of the Circuit Court of Pinellas County, Florida, and as the same may be amended from time to time as therein provided;

(d) Collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Restrictions; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against

any properties of the corporation; and

(e) Have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, and by law may now or hereafter have and exercise.

ARTICLE VI

The Members of the corporation shall consist of all of the record owners of each and every fee or undivided fee interest in any Lot subject to the Restrictions in LOKEN SUBDIVISION. Membership shall be held by the person or entity, or in common by the persons or entities, owning such property interest. Membership in the corporation is limited to Owner(s), as defined in Article I of the Declaration of Covenants and Conditions of LOKEN SUBDIVISION, and as evidenced by the filing of a deed to such Lot. Membership is an incident of ownership and is not separately transferable.

The corporation shall have two (2) classes of voting membership:

Class A. Class A Member(s) shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) 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 said persons determine, but in no event shall more than one (1) vote be cast with respect to any one Lot.

Class B. Class B Member(s) shall be the Declarant who 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) five (5) years following conveyance of the first lot and./or residence.

ARTICLE VII

The term for which the corporation is to exist is perpetual.

ARTICLE VIII

The affairs of the corporation shall be governed by a Board of Directors, which Board shall consist of not less than three (3) and not more than seven (7) persons. The initial Board of Directors shall consist of three (3) Directors. With the exception of the initial Board, Directors shall be elected from among the Lot Owners; or if a Lot Owner shall be a corporation, partnership, or trust, then an officer, partner, or beneficiary of such Lot Owner shall be qualified to be a Director. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the corporation and shall have all of the powers and duties referred to in the Statutes of the State of Florida respecting corporations not-for-profit.

Provisions for the election of Directors and provisions respecting the removal and resignation of Directors, and for filling vacancies in the Board, shall be established by the By-Laws.

ARTICLE IX

The initial Board of Directors of the corporation shall be selected within thirty (30) days of the filing hereof with the Secretary, each of whom shall serve until the 31st day of January, 2001, or the first regular meeting of the Membership, whichever shall first occur.

ARTICLE X

The operation of the corporation shall be governed by the By-Laws.

The By-Laws may be altered, amended or supplemented in any duly called meeting of the Members provided;

- 1) Notice of the meeting shall contain a statement of the proposed amendment;
- 2) If the amendment has received the unanimous approval of the Board of Directors, then it shall be approved upon the affirmative vote of the Members casting a majority of the total votes of the Members of the Corporation;
- 3) If the amendment has received less than unanimous approval by the Board of Directors, then the amendment shall be approved by the affirmative vote of the Members of the corporation casting not less than fifty (50%) percent of the total vote of the Members of the corporation; and
- 4) Said amendment shall be certified and recorded among the Public Records of Pinellas County, Florida.

ARTICLE XI

The affairs of the corporation shall be administered by the President of the corporation, assisted by a Vice President, a Secretary and a Treasurer, and if any, the Assistant Secretary and the Assistant Treasurer subject to the directions of the Board of Directors. The Board of Directors, or President with prior approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the exclusive, singular and unique operation or management of the corporation, provided that no

such person or principal or entity employed as managing agent or personnel of the corporation shall be a Member of the corporation.

The Board of Directors shall elect the officers of the corporation at the first meeting of the Board of Directors following the annual meeting of the Members. 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 (2) 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.

The initial Officers of this corporation shall be as follows:

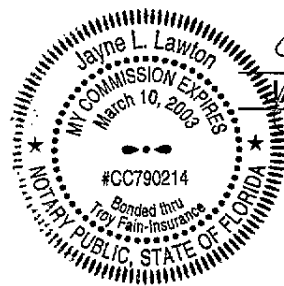
<u>NAME</u>	<u>TITLE</u>
L.M. Loken	President
Gary Loken	Secretary/Treasurer

ARTICLE XII

These Articles of Incorporation may be altered, amended, changed, added to or repealed, in the manner as herein set forth, at any duly called meeting of the Members of this corporation, provided that notice of the meeting is given in the manner provided for in the By-Laws and that the notice contain a full statement of the proposed alteration, amendment, change, addition or repeal of any provision of these Articles, and that at such meeting, there is an affirmative vote of three-quarters (3/4) of the Members, qualified to vote, present in person or by proxy in favor of said alteration, amendment, change, addition or repeal, provided that any amendment must be approved in writing by Declarant to have any effect if said amendment is passed prior to January 1, 1997.

license as identification, and who acknowledged that he did subscribe to the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed, and did not take an oath.

My Commission Expires:



Jayne L. Lawton

JAYNE L. LAWTON, Notary Public

CERTIFIED BY INITIAL REGISTERED AGENT

Having been named as the initial Registered Agent of LOKEN SUBDIVISION HOMEOWNERS ASSOCIATION, INC., I hereby agree to act in this capacity and agree to maintain said corporation's initial registered office at 1714 C.R. #1, Suite 14, Dunedin, Florida 34698, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

Gary Loken

Gary Loken

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -4 PM 12: 10