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State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of

THE GARDENS OF FOREST LAKES CONDOMINIUM ASSOCIATION, INC.

*a corporation organized under the Laws of the State of Florida,
filed on September 16, 1985.*

The charter number for this corporation is N11097.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
16th day of September, 1985



George Firestone
Secretary of State

WP - 104 CER-101

REC'D
APR 15 10 58 AM '85
PINELLAS COUNTY FLORIDA

ARTICLES OF INCORPORATION
OF
THE GARDENS OF FOREST LAKES
CONDOMINIUM ASSOCIATION, INC.

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

I.

Name

The name of the corporation shall be THE GARDENS OF FOREST LAKES CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association.

II.

Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, which is Chapter 718, Florida Statutes, for the operation of THE GARDENS OF FOREST LAKES, A CONDOMINIUM, according to Declaration of Condominium now or hereafter recorded in the Public Records of Pinellas County, Florida, located upon lands in Pinellas County, Florida.

2.2 The Association shall make no distributions of income to its members, directors or officers.

III.

Power

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

3.1 The Association shall have all of the commonlaw and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act, these Articles and the

Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium, and to account to each member for assessments against that member's unit.

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

c. The maintenance, repair, replacement and operation of the property of the condominium, including easements.

d. The purchase of insurance upon the property of the condominium and insurance for the protection of the Association and its members as unit owners.

e. The reconstruction of improvements after casualty and the further improvement of the property.

f. To make and amend reasonable rules and regulations respecting the use of the property in the condominium, other than the restrictions contained in the Declaration of Condominium; provided, however, that all such regulations and their amendments shall be approved by not less than seventy-five per cent of the votes of the membership of the Association present and voting before such shall become effective.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the condominium.

h. To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of

rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

i. To employ personnel to perform the services required for proper operation of the condominium.

j. In no event shall the members of a particular condominium be charged with any portion of the expenses for any other condominium, but shall be charged only for the expenses of their particular condominium and their equitable share of the expenses of any common elements, easements, recreational facilities, or other areas used in common by more than one condominium.

3.3 All funds and titles of all properties acquired by the Association and their proceeds shall be held in trust for the members of the condominium in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws.

IV.

Members

4.1 The members of the Association shall consist of all of the record owners, by deed or otherwise, of condominium units in THE GARDENS OF FOREST LAKES, A CONDOMINIUM; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 Change of membership in the Association shall be established, after receiving any approval of the Association that may be required by the Declaration of Condominium, by recording

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LAKELAND, FLORIDA

in the Public Records of Pinellas County, Florida, a deed, or other instrument establishing a record title to the unit in the condominium and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated and transferred in any manner except as an appurtenance to his unit.

4.4 The owner of each unit shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

4.5 The terms "unit" and "unit owners" or "owners" shall have the same meaning as "unit" or "owner" as same are defined in the Condominium Act.

V.

Directors

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of such determination shall consist of three directors. Directors need not be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

5.3 When unit owners, other than the Developer, own fifteen per cent (15%) or more of the units that will be operated ultimately by the Association, the unit owners, other than the Developer, shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors. The unit owners, other than the Developer, shall be entitled to elect not less than a majority of the members of the Board of Direc-

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tors after the first of the following occurs: (a) three (3) years after sales by the Developer have been closed on at least fifty per cent (50%) of the units to be operated ultimately by the Association; (b) three (3) months after sales have been closed by the Developer of ninety per cent (90%) of the units that will be operated ultimately by the Association; or (c) when all of the units that will be operated ultimately by the Association have been completed and when all of the units that Developer intends to offer for sale in the ordinary course of business have been sold. The Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business five per cent (5%) of the units in a condominium operated by the Association.

5.4 Within sixty (60) days after unit owners, other than the Developer, are entitled to elect a member or members of the Board of Directors the Association shall call and give not less than thirty (30) days nor more than forty (40) days' notice of a meeting of the unit owners for the purpose of electing these members.

5.5 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Names</u>	<u>Addresses</u>
John Garrity.	3440 East Lake Road, Suite 102 Palm Harbor, Florida 33563
Larry Seckely.	3440 East Lake Road, Suite 102 Palm Harbor, Florida 33563
Bob Lang.	5770 Roosevelt Boulevard Clearwater, Florida 33520

VI.

Officers

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected

by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	John Garrity	3440 East Lake Road, Suite 102 Palm Harbor, Florida 33563
Vice President	Bob Lang	5770 Roosevelt Boulevard Clearwater, Florida 33520
Secretary	Larry Seckely	3440 East Lake Road, Suite 102 Palm Harbor, Florida 33563
Treasurer	Larry Seckely	3440 East Lake Road, Suite 102 Palm Harbor, Florida 33563

VII.

Registered Agent and Office

The street address of the initial registered office of the Association shall be 3440 East Lake Road, Palm Harbor, Florida, 33563. The initial registered agent for the Association at the above address shall be John Garrity.

VIII.

Indemnification

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of 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 Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for 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 director or officer may be entitled.

IX.

Bylaws

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

X.

Amendments

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

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

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. 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:

a. Such approvals must be by not less than seventy-five per cent of the entire membership of the Board of Directors and by not less than seventy-five per cent of the votes of the entire membership of the Association; or

b. By not less than eighty per cent of the votes of the entire membership of the Association.

10.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of paragraph III, without approval in writing by all members and the joinder of all owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declara-

tion of Condominium.

10.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

XI.

FHA/VA Approval

As long as the Developer is in control of the Association, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration:

- (a) Annexation of additional properties;
- (b) Mergers or consolidations;
- (c) Mortgaging of Common Elements;
- (d) Dedication of Common Elements;
- (e) Dissolution or amendment of these Articles.

XII.

Term

The term of the Association shall be perpetual.

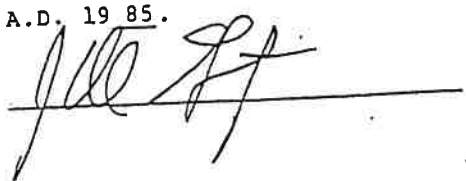
XIII.

Subscribers

The name and address of the subscriber of this Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
<u>John Garrity</u>	<u>3440 East Lake Road, Suite 102 Palm Harbor, Florida 33563</u>

IN WITNESS WHEREOF, the undersigned has affixed his signature this 13th day of September, A.D. 19 85.



STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared John Garrity, who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 13th day of September, A.D. 19 85.



Notary Public
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Aug. 12, 1986
Revised Due May 22nd, 1985

RCW:cae