

# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of EAST LAKE WOODLANDS WOODS LANDING TOWNHOMES UNIT ONE ASSOCIATION, INC.

a corporation organized under the Laws of the State of Florida, filed on September 27, 1983.

The charter number for this corporation is 770441.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 27th day of September, 1983.



George Firestone  
Secretary of State

WP-104 CER-101

ARTICLES OF INCORPORATION

OF

EAST LAKE WOODLANDS WOODS LANDING TOWNHOMES UNIT ONE ASSOCIATION, INC.

(A Florida corporation not for profit)

FILED  
1983 SEP 27 PM 12:41  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

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

ARTICLE 1 - NAME

The name of the corporation shall be: EAST LAKE WOODLANDS WOODS LANDING TOWNHOMES UNIT ONE ASSOCIATION, INC. (the "Association").

ARTICLE 2 - PURPOSE

The general nature, objects and purposes for which the Association is organized are as follows:

- (a) To promote the health, safety and social welfare of the members of the Association in protecting and enhancing the value of the property of the members located in the subdivision known as East Lake Woodlands Woods Landing Townhomes Unit One-A, and in any additional subdivisions contiguous thereto or nearby, according to plat thereof recorded or to be recorded in the current public records of Pinellas County, Florida (collectively, the "Subdivision").
- (b) To endeavor to see that ad valorem taxes and assessments levied on said property of the members of the Association are uniform and fair;
- (c) To endeavor to see that adequate police and fire protection, garbage and trash removal and other conveniences and utility services are furnished to the property of the members;
- (d) To provide for the maintenance, improvement and beautification of access ways, common parcels, and other properties in the Subdivision;
- (e) To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association, as the Board of Directors, in its discretion, determines necessary, appropriate and/or convenient;
- (f) To operate without profit for the sole and exclusive benefit of its members, but without pecuniary gain or profit to the members of the Association.

ARTICLE 3 - GENERAL POWERS

The general powers that the Association shall have are as follows:

- (a) To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation;

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SUITE 604  
RIVERSIDE AVENUE  
VILLE, FLORIDA 32204

(b) To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

(c) To delegate power or powers where such is deemed in the interest of the Association;

(d) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida;

(e) To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures;

(f) To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association;

(g) To pay taxes and other charges, if any, on or against property owned or accepted by the Association;

(h) To borrow money and from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property, rights, or privileges of the Association wherever situated;

(i) In general, to have all common law and statutory powers conferred upon corporations not for profit by the laws of the State of Florida that are not in conflict with the terms of these Articles.

#### ARTICLE 4 - MEMBERS

Every Owner of a Lot in the Subdivision ("Owner") shall be a member of the Association. The Association shall have two classes of voting membership:

(a) Class A. Class A members shall be all Owners, with the exception of East Lake Woodlands, Ltd., a Florida limited partnership (the "Developer"), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine; but in no event shall more than one vote be taken. Each co-owner shall file the name of the voting co-owner with the secretary of the Association in order to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the secretary applicable to all votes until rescinded.

(b) Class B. The Class B member(s) shall be the Developer and shall be entitled to five 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:

(i) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(ii) December 31, 1986.

#### ARTICLE 5 - TERM

This Association shall have perpetual existence.

#### ARTICLE 6 - INITIAL SUBSCRIBERS

The names and addresses of the subscribers hereto are:

Allan R. Rutberg	305 Edgewater Drive Dunedin, FL 33528
Thomas A. Shapiro	495 Hickorynut Avenue Oldsmar, FL 33557
John Nelson	A-1 Lake Saxon Drive Land O'Lakes, FL 33539

#### ARTICLE 7 - DIRECTORS

The activities and affairs of the Association shall be managed by a Board of Directors who shall be elected by the members at the annual meeting of the members or at such other time as may be specified in the By-Laws. The number of Directors shall be fixed by the By-Laws. The first Board of Directors, who shall serve until the annual meeting of the members to be held in 1984, shall consist of the three original subscribers hereto. All vacancies in the Board of Directors shall be filled by the remaining Directors.

The Board of Directors may by resolution designate an Executive Committee, to consist of one or more of the Directors of the Association, which, to the extent provided in said resolution or in the By-Laws of the Association, shall have and may exercise the powers of the Board of Directors in the management of the affairs of the Association.

The Board of Directors may deal with and expend the income and principal of the Association in such manner as in the judgment of the Board will best promote its purposes.

The By-Laws may confer powers upon the Directors in addition to the foregoing and other powers and authorities expressly conferred upon them by statute.

#### ARTICLE 8 - OFFICERS

The officers of the Association, who shall manage its affairs under the direction of the Board of Directors, shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Directors from time to time may elect or appoint. The officers shall be elected at the annual meeting of the Board of Directors or at such other time as may be specified in the By-Laws and shall hold office for such period of time as the By-Laws shall provide.

The names, addresses and offices held of the officers who are to serve until the first election or appointment under the Articles of Incorporation are:

Allan R. Rutberg	President
305 Edgewater Drive	
Dunedin, FL 33528	

LAW OFFICES

WILL & DEAS, P.A.

SUITE 606

RIVERSIDE AVENUE

VILLE, FLORIDA 32204

Thomas A. Shapiro  
495 Hickorynut Avenue  
Oldsmar, FL 33557

Vice President

John Nelson  
A-1 Lake Saxon Drive  
Land O'Lakes, FL 33539

Secretary/Treasurer

ARTICLE 9 - BY-LAWS

The members, by a vote of a majority of those present at any meeting at which a quorum is present, shall make, alter, amend, or rescind the By-Laws of the Association.

ARTICLE 10 - DISSOLUTION

Upon the dissolution or liquidation of the Association, whether voluntary or involuntary, all of its funds and other assets remaining after payment of all costs and expenses of dissolution or liquidation shall be distributed and paid over entirely and exclusively to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, or to the federal government, or to a state or local government, for a public purpose. None of the funds or assets and none of the income of the Association shall be paid over, distributed to or inure to the benefit of any member, officer or director of the Association or any other private individual.

ARTICLE 11 - STOCK

The Association shall not have or issue any shares of corporate stock.

ARTICLE 12 - OFFICE

The initial principal office of the Association is to be located at 300 East Lake Woodlands Parkway, Palm Harbor, Florida 33563, which office may be changed from time to time by action of the Board of Directors.

ARTICLE 13 - AMENDMENTS

Amendments to the Articles of Incorporation may be proposed and adopted as follows: Every amendment shall first be proposed by a member and shall then be approved by a majority of the members by resolution duly adopted at any meeting thereof at which a quorum is present. A copy of the proposed amendment with thereon a certificate that it has been approved by the members, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice President, shall be prepared and filed with the Secretary of State of the State of Florida in the manner required for Articles of Incorporation of corporations not for profit. The Articles of Incorporation shall be amended and the amendment incorporated therein when the amendment has been filed with the Secretary of State, approved by him, and all filing fees have been paid. Subject to the foregoing terms and conditions, the Association reserves the right to alter, amend, change or repeal any provision contained herein.

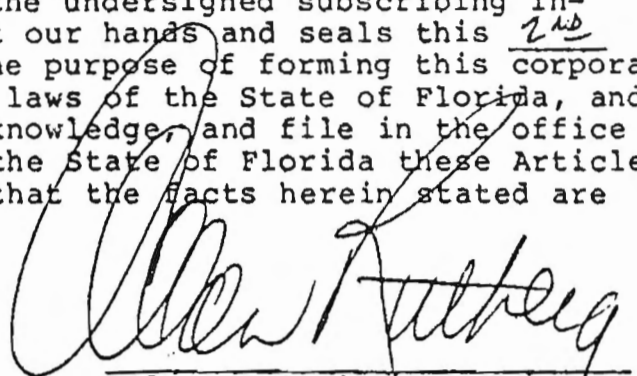
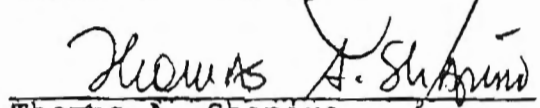
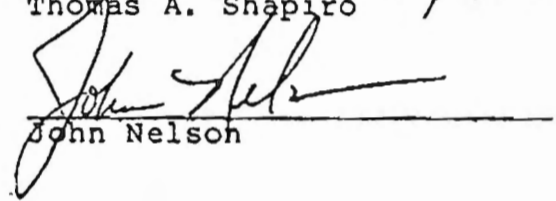
ARTICLE 14 - CONTRACTUAL POWERS

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In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation, or partnership shall be affected or invalidated by the fact that any director or officer of the Association is pecuniarily or otherwise interested therein. Any director may be counted in

determining the existence of a quorum at any meeting of the Board of Directors of the Association 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 firm, association, corporation, or partnership. It is specifically intended that officers of the Association may also be officers in or have an interest in the corporations with which management or maintenance agreements are or may be entered into with respect to the Subdivision.

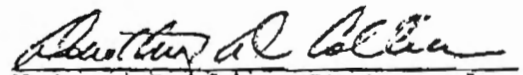
IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 2<sup>nd</sup> day of September, 1983, for the purpose of forming this corporation not for profit under the laws of the State of Florida, and we hereby make, subscribe, acknowledge, and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

  
Allan R. Rutberg  
  
Thomas A. Shapiro  
  
John Nelson

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared Allan R. Rutberg, Thomas A. Shapiro, and John Nelson, parties to the foregoing Articles of Incorporation, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they made, subscribed and acknowledged the foregoing Articles of Incorporation as their voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 2<sup>nd</sup> day of September, 1983.

  
Notary Public, State and  
County Aforesaid.  
My commission expires:  
Notary Public, State of Florida at Large  
My commission expires April 22, 1984

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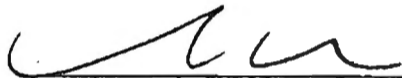
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE; NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That EAST LAKE WOODLANDS WOODS LANDING TOWNHOMES UNIT ONE ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at the Town of Palm Harbor, County of Pinellas, State of Florida, has named WILLIAM J. DEAS, located at Suite 606, 1000 Riverside Avenue, Jacksonville, Florida 32204, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

  
William J. Deas, Registered Agent

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1983 SEP 27 PM 12:41  
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