

# State of Florida



## Department of State

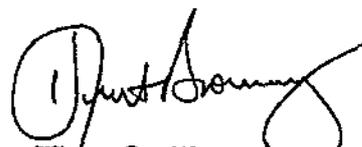
I certify the attached is a true and correct copy of the Articles of Incorporation of THE LAKESHORE COMMUNITY ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, filed on May 29, 1985, as shown by the records of this office.

The document number of this corporation is N09495.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Eighth day of February, 2007



CR2EO22 (01-07)

  
Kurt S. Probst  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
THE LAKESHORE COMMUNITY ASSOCIATION, INC.

The undersigned subscriber, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be The Lakeshore Community Association, Inc., which is hereafter referred to as "the Association". All terms used herein shall have the meaning assigned, if any, to them in the Declaration.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants and Restrictions of The Lakeshore Community at Villages of Homestead ("Declaration"), to be recorded in the Public Records of Dade County, Florida.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the following powers:

- A. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or Members.
- B. All of the common law and statutory powers of a corporation notfor-profit, which are not in conflict with the terms of these Articles and the Declaration.
- C. All of the powers necessary to implement the purposes of the Association.
- D. Any and all powers granted to the Association and necessary to carry out its duties and obligations under the Declaration.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a Record Owner, except a Condominium Association, of a fee or undivided fee interest in any Unit located on the property subject to the Declaration shall be a Member as follows:

Class "A". All Owners, except Developer.

Class "B". The Developer. Class "B" membership shall cease and be converted to Class "A" membership 120 days after the earlier of ("turnover date"):

(a) the eighth (8th) anniversary of the recordation of the Declaration; or

(b) Developer, voluntarily, in writing, converts its membership to Class "A".

Section 2. Voting Rights. The memberships shall be entitled to the following votes:

Class "A". Each Member shall have one (1) vote for each Unit owned.

Class "B". Three (3) votes for each Unit. Provided, however, that notwithstanding any provisions to the contrary, the Developer shall have the right to elect the Board of Directors of the Association until the turnover date.

Section 3. Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if thirty (30%) percent of the total number of Members in good standing shall be present or represented at the meeting.

#### ARTICLE IV

##### CORPORATE EXISTENCE

The corporation shall have perpetual existence. Provided, however, in the event of involuntary dissolution of the Association, any Owner may petition the Circuit Court of the Eleventh Judicial Circuit of the State of Florida for the appointment of a Receiver to manage the affairs of the dissolved Association and the Properties in place and instead of the Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

#### ARTICLE V

##### DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) nor more than nine (9) persons, but as many persons as the Board of Directors shall, from time to time, determine, but no less than one (1) Director from each Condominium Association or other governing body within the Properties. A majority of the Directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of Directors, including an annual meeting.

Section 2. Initial Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until qualified successors are duly appointed and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Louis Beck	Suite 24, 21 Hepburn Avenue Jupiter, Florida 33458
Jose Navarro	Suite 24, 21 Hepburn Avenue Jupiter, Florida 33458
Nail Rowan	Suite 24, 21 Hepburn Avenue Jupiter, Florida 33458

Section 3. Appointments by Developer. So long as a Class "B" membership exists, the Board of Directors shall serve

at the pleasure of the Developer. Any vacancy created by inability of an appointed Director to serve for any cause shall be filled by the Developer.

Section 4. Election of Members of Board of Directors. At the turnover meeting, and at such subsequent annual meeting of the membership, Directors shall be elected by the Members of the Association as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election for removal from office of Directors. All Directors shall be Members of the Association residing in The Lakeshore Community. The Board shall be authorized Representatives, Officers or employees or Corporate Members of the Association. Such limitations shall not apply to Directors appointed by the Developer.

Section 5. Duration of Office. Except the Initial Board, Members elected to the Board of Directors shall hold office until they resign or until the next succeeding meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 6. Vacancies. If a Director elected by the general membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term from the Condominium Association or other governing body of which such vacating Director was a member.

## ARTICLE VI

### OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice-President, a Secretary, a Treasurer, and such Officers as the Board of Directors may, from time to time, elect.

Section 2. Election and Appointment of Officers. The Officers of the Association, in accordance with any applicable provisions of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. The President and Vice-President shall be Directors; other Officers may or may not be Directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice-President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first Officers of the Association, who shall hold office until the first annual meeting of Directors and until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Louis Beck	Suite 24, 21 Hepburn Avenue Jupiter, Florida 33458
Vice-President	Jose Navarro	Suite 24, 21 Hepburn Avenue Jupiter, Florida 33458
Secretary and Treasurer	Neil Rowan	Suite 24, 21 Hepburn Avenue Jupiter, Florida 33458

## ARTICLE VII

### BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

## ARTICLE VIII

### AMENDMENTS TO ARTICLES

Section 1. Method of Amendment. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by thirty (30) percent of 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, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approval must be by not less than three-fourths (3/4) of the votes of the entire membership of the Association.

Section 2. Limitations. No amendment shall make any changes in the qualifications for membership nor the voting rights of the Members, without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration.

Section 3. Filing. A copy of each amendment adopted shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be forwarded to Villages of Homestead Homeowners' Association, Inc. and each Condominium Association.

## ARTICLE IX

### 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 any settlement thereof 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 at the time of such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty for willful misfeasance or malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification herein 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 of the rights to which such Directors or Officers may be entitled.

## ARTICLE X

### TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers

are Directors or Officers, or have financial interest, shall be invalid, void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### ARTICLE XI

##### CONFLICT

In the event of conflict between these Articles and the Declaration, the terms of the Declaration shall control. In the event of conflict between these Articles and the Bylaws, these Articles shall control.

#### ARTICLE XII

##### TURNOVER

Section 1. Time of Turnover. The turnover of the Association by the Developer shall occur at the time Class "B" membership converts to Class "A" membership.

Section 2. Procedure of Calling Turnover Meeting. No more than forty-five (45) days and no less than thirty (30) days prior to the turnover meeting, the Association shall notify in writing all Class "A" Members of the date of the turnover meeting and purpose of it, which is the election of a new Board of Directors of the Association.

Section 3. Procedure for Meeting. The procedure for the election and turnover meeting shall be conducted in accordance with the Bylaws and the most recent revision of Robert's Rules of Order.

#### ARTICLE XIII

##### REGISTERED AGENT

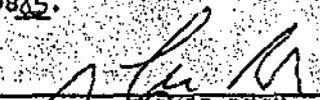
The name and address of the initial registered agent of the Corporation is Henry B. Handler, Suite 320, Interstate Plaza, 1499 West Palmetto Park Road, Boca Raton, Florida 33432.

#### ARTICLE XIV

##### INCORPORATOR

Louis Beck, Jose Navarro, and Neil Rowan of Suite 24, 21 Hepburn Avenue, Jupiter, Florida 33458 are the incorporators to these Articles of Incorporation.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand this 21st day of May, 1985.

  
\_\_\_\_\_  
LOUIS BECK  
  
\_\_\_\_\_  
JOSE NAVARRO

(Continued)

Neil Rowan  
NEIL ROWAN

I hereby accept the designation as Registered Agent as set forth in these Articles of Incorporation.

H. B. Handler  
HENRY B. HANDLER

STATE OF FLORIDA        )  
                                  )SS:  
COUNTY OF DADE        )

The foregoing instrument was acknowledged before me this 21st day of May, 1985, by Louis Beck, Jose Navarro and Neil Rowan.

My Commission Expires:

Rita Wess  
Notary Public  
State of Florida

NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires Oct. 18, 1982

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