

# STATE OF FLORIDA

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

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I certify that the following is a true and correct copy of

## CERTIFICATE OF INCORPORATION

OF

IMPERIAL SOUTHGATE VILLAS CONDOMINIUM ASSOCIATION (SECTION II), INC.

Filed in this office on the 5th day of August

19 77.

Charter Number: 739846



GIVEN under my hand and the Great  
Seal of the State of Florida, at  
Tallahassee, the Capital, this the

5th day of August

19 77 .

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

IMPERIAL SOUTHGATE VILLAS CONDOMINIUM  
ASSOCIATION (SECTION II), INC.

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes 1969, and certify as follows:

ARTICLE I: NAME

The name of the corporation shall be IMPERIAL SOUTHGATE VILLAS CONDOMINIUM ASSOCIATION (SECTION II), INC. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II: PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the provisions of Chapter 718, Florida Statutes, for the operation of IMPERIAL SOUTHGATE VILLAS CONDOMINIUM APARTMENTS, Section II, a Condominium, located upon the following lands in Polk County, Florida:

ATTACHED HERETO AS EXHIBIT "A"

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BEGIN AT THE SW CORNER OF THE N<sup>1</sup>/<sub>2</sub> OF THE SW<sup>1</sup>/<sub>4</sub> OF THE SE<sup>1</sup>/<sub>4</sub> OF SECTION 36, TOWNSHIP 28 SOUTH RANGE 23 EAST, POLK COUNTY, FLORIDA AND RUN THENCE S. 39° 46' 55" E. ALONG THE SOUTH BOUNDARY OF SAID N<sup>1</sup>/<sub>2</sub>, SW<sup>1</sup>/<sub>4</sub>, SE<sup>1</sup>/<sub>4</sub> A DISTANCE OF 770.00 FEET, THENCE N. 0° 02' 00" E. A DISTANCE OF 706.87 FEET, THENCE N. 89° 55' 00" W. A DISTANCE OF 103.82 FEET TO THE BEGINNING OF A CURVE TO THE RIGHT HAVING A RADIUS OF 15.00 FEET AND A CENTRAL ANGLE OF 134° 49' 00". RUN THENCE NORTHEASTERLY ALONG SAID CURVE AN ARC DISTANCE OF 37.45 FEET TO THE END OF SAID CURVE, RUN THENCE N. 45° 14' 00" E. A DISTANCE OF 130.30 FEET TO THE BEGINNING OF A CURVE TO THE RIGHT HAVING A RADIUS OF 40.00 FEET AND A CENTRAL ANGLE OF 39° 56' 28"; RUN THENCE NORTHEASTERLY ALONG SAID CURVE AN ARC DISTANCE OF 27.88 FEET TO A POINT ON THE SOUTHWEST RIGHT OF WAY LINE OF IMPERIAL ECULEVARD. SAID RIGHT OF WAY LINE ALSO BEING THE SW BOUNDARY OF IMPERIAL SOUTHGATE SUBDIVISION, RUN THENCE N. 45° 00' W. ALONG SAID RIGHT OF WAY LINE A DISTANCE OF 41.35 FEET TO A POINT ON A CURVE HAVING A TANGENT BEARING OF S. 19° 07' 46" N., SAID CURVE ALSO HAVING A RADIUS OF 25.00 FEET AND A CENTRAL ANGLE OF 19° 08' 14"; RUN THENCE SOUTHWESTERLY ALONG SAID CURVE TO THE RIGHT AN ARC DISTANCE OF 8.35 FEET TO THE END OF SAID CURVE, RUN THENCE S. 38° 16' 00" W. A DISTANCE OF 45.80 FEET, THENCE S. 45° 14' 00" W. A DISTANCE OF 100.67 FEET TO THE BEGINNING OF A CURVE TO THE RIGHT HAVING A RADIUS OF 25.00 FEET AND A CENTRAL ANGLE OF 89° 46' 00"; RUN THENCE WESTERLY ALONG SAID CURVE AN ARC DISTANCE OF 39.17 FEET TO THE END OF SAID CURVE, RUN THENCE N. 45° 00' W. A DISTANCE OF 208.13 FEET, THENCE S. 45° 02' 30" W. A DISTANCE OF 151.55 FEET, THENCE N. 89° 59' 30" W. A DISTANCE OF 265.16 FEET TO THE WEST BOUNDARY OF THE SW<sup>1</sup>/<sub>4</sub> OF THE SE<sup>1</sup>/<sub>4</sub>, RUN THENCE S. 0° 18' 50" E. ALONG SAID WEST BOUNDARY A DISTANCE OF 787.65 FEET TO THE POINT OF BEGINNING; SUBJECT TO EASEMENTS, RESTRICTIONS AND RESERVATIONS OF RECORD.

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EXHIBIT "A"

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

ARTICLE III: POWERS

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

3.1 The Association shall have all of the common law 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 except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium.

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

(c) The maintenance, repair, replacement and operation of the condominium property.

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

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

(f) To make and amend reasonable regulations, respecting the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than two-thirds (2/3) of the votes of the entire membership of the Association before such shall become effective.

(g) To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the By-Laws.

(h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the property in the Condominium.

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(i) To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

(j) To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

(k) To employ personnel to perform the services required for proper operation of the condominium.

3.3 The Association shall have the power to acquire, operate, lease, manage and maintain an apartment in the condominium for the use of a resident manager. Except for this purpose, the Association shall not have the power to purchase a unit of the condominium (except as sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

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3.4 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium these Articles of Incorporation and the By-Laws.

3.5 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV: MEMBERS

4.1 The members of the Association shall consist of all of the record owners of apartments in the 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 After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the public records of Polk County, Florida, a deed or other instrument establishing a record title to an apartment in the condominium and the delivery to the Association of a certified copy of such instrument establishing a record title to an apartment in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated

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by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated. Membership shall also be subject to the requirement of approval by the Board of Directors of the Association as provided in the By-Laws of the Association.

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

4.4 The owner of each apartment shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of an apartment and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

#### ARTICLE V: DIRECTORS

5.1 The affairs of the Association will be managed by a board consisting of the number of directors determined by the By-Laws but not less than three (3) directors, and in the absence of such determination shall consist of three (3) 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 By-Laws. Directors may be removed and vacancies on the

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board of directors shall be filled in the manner provided in the By-Laws.

5.3 The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first annual election shall be filled by the remaining directors.

5.4 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>NAME</u>	<u>ADDRESS</u>
Robert B. Barnes	Villa 74-A Imperial Southgate Villas Condominium Apartments Lakeland, Florida 33803
John C. Taylor	Villa 90 Imperial Southgate Villas Condominium Apartments Lakeland, Florida 33803
G. Max Wingate	Villa 67 Imperial Southgate Villas Condominium Apartments Lakeland, Florida 33803

ARTICLE VI: OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
G. Max Wingate	President	Villa 67, Imperial Southgate Villas Condominium Apartments Lakeland, Florida 33803
Robert B. Barnes	Vice President	Villa 74-A, Imperial Southgate Villas Condominium Apartments Lakeland, Florida 33803
John C. Taylor	Secretary - Treasurer	Villa 90, Imperial Southgate Villas Condominium Apartments Lakeland, Florida 33803

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ARTICLE VII: 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 of any proceedings 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 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 interests 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.

ARTICLE VIII: BY-LAWS

The first By-Laws of the Association shall be adopted by the board of directors and may be altered, amended, or rescinded in the manner provided by the By-Laws, by the directors and members of the Association or by the members.

ARTICLE IX: AMENDMENTS

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

9.1 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.

9.2 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

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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 two-thirds (2/3) of the entire membership of the board of directors and by not less than two-thirds (2/3) of the votes of the entire membership of the Association; or

(b) By not less than 75% of the votes of the entire membership of the Association.

9.3 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 Article III, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the public records of Polk County, Florida.

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ARTICLE X: TERM

The term of the Association shall be perpetual, and the existence of this corporation is to begin at the time these Articles are filed with the Secretary of State's Office in Tallahassee, Florida.

ARTICLE XI: PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is Villa 67, Imperial Southgate Villas Condominium Apartments, Lakeland, Florida, 33803. The board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE XII: REGISTERED AGENT

The registered agent of the corporation and the address of the registered agent and registered office of the corporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
G. Max Wingate	Villa 67 Imperial Southgate Villas Condominium Apartments Lakeland, Florida 33803

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ARTICLE XIII: SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Robert B. Barnes	Villa 74-A, Imperial Southgate Villas Condominium Apartments Lakeland, Florida 33803
John C. Taylor	Villa 90, Imperial Southgate Villas Condominium Apartments Lakeland, Florida 33803
G. Max Wingate	Villa 67, Imperial Southgate Villas Condominium Apartments Lakeland, Florida 33803

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The subscribers of these Articles of Incorporation hereby assign to this corporation any and all of their rights under the provisions of Chapter 617, Florida Statutes, to constitute a corporation.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 21<sup>st</sup> day of July, 1977.

Robert B. Barnes (SEAL)  
ROBERT B. BARNES  
John C. Taylor (SEAL)  
JOHN C. TAYLOR  
G. Max Wingate (SEAL)  
G. MAX WINGATE

STATE OF FLORIDA,  
COUNTY OF POLK.

BEFORE ME, the undersigned authority, personally  
appeared ROBERT B. BARNES, JOHN C. TAYLOR and G. MAX  
WINGATE, who after being  
duly sworn, acknowledged that they executed the foregoing  
Articles of Incorporation for the purposes expressed in such  
Articles, this 21<sup>st</sup> day of July, 1977.

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Linda K. Mank  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_

(Affix notarial seal)

ACCEPTANCE OF REGISTERED AGENT

The undersigned, G. MAX WINGATE,  
accepts designation as Registered Agent of this corporation,  
this 21<sup>st</sup> day of July, 1977.

G. Max Wingate  
G. MAX WINGATE