

ARTICLES OF INCORPORATION  
OF  
MISTY OAKS OWNERS ASSOCIATION, INC.

(A Corporation Not for Profit)

(As Amended - 6 December 1989)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of Corporations Not for Profit, we, the undersigned, do hereby associate ourselves together into a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that end we do hereby adopt and set forth these Articles of Incorporation, viz:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be MISTY OAKS OWNERS ASSOCIATION, INC., hereinafter in these Articles referred to as the "Association."

ARTICLE II  
PURPOSES

The general nature, objects and purposes of the Association are:

A. To promote the health, safety and social welfare of the owners of lots located within MISTY OAKS SUBDIVISION (hereinafter referred to as the "Subdivision"), as per plat thereof to be recorded in the Public Records of Manatee County, Florida.

B. To maintain the common areas, if any, of the Subdivision for which the obligation to maintain and repair has been delegated to the Association.

C. To collect on behalf of the Association all assessments levied by this Association.

D. To provide such services as may be deemed necessary or desirable by the Board of Directors of the Association and to acquire such capital improvements and equipment as may be related thereto.

E. To purchase, acquire, replace, improve, maintain and repair such buildings, structures, and equipment related to the

NOTE: Vertical line in left margin signifies a change in that paragraph.

health, safety and social welfare of the members of the Association as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable.

F. To carry out all of the duties and obligations assigned to it as a neighborhood property owners' association under the terms of the Declaration of Restrictions applicable to lots in the Subdivision.

G. To operate without profit and for the sole and exclusive benefit of its members.

### ARTICLE III

#### GENERAL POWERS

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

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

B. To establish a budget and to fix assessments to be levied against all lots in the Subdivision which are subject to assessment pursuant to the aforesaid Declaration of Restrictions for the purpose of defraying the expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, including a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance and improvements, and capital replacements.

C. To place liens against any lots in the Subdivision for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

D. To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation.

E. To adopt, promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Association is organized.



F. To delegate such of the powers of the Association as may be deemed to be in the Association's best interest by the Board of Directors.

G. To charge recipients of services rendered by the Association and users of property of the Association where such is deemed appropriate by the Board of Directors.

H. To pay all taxes and other charges of assessments, if any, levied against property owned, leased or used by the Association.

I. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the aforesaid Declaration Restrictions.

J. In General, to have all powers which may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

#### ARTICLE IV

##### MEMBERS

The members of the Association shall consist of all of the owners of Lots in MISTY OAKS SUBDIVISION (66 lots). Owners of such lots shall automatically become members upon acquisition of the fee simple title to their respective lots.

The membership of any member in the Association shall automatically terminate upon conveyance or other divestment of title to such member's lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more lots so long as such member owns at least one lot.

The interest 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 the lot which is the basis of his membership in the Association.

The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes entitled to membership in the Association, it shall become entitled to membership in the Association, it shall become such party's duty and obligation to so inform the Secretary in writing, giving his name, address and lot number; provided, however, that any notice given to or vote accepted from the prior owner of such lot before receipt of written notification of change of ownership shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records of Manatee County or make other inquiry to determine the status and correctness of the list of members of the Association maintained

by him and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

## ARTICLE V

### VOTING

Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one vote for each lot in which he holds a fee simple ownership. When more than one person holds such interest in any one lot, all such persons shall be members and the vote attributable to such lot may be cast by any of such joint owners. In the event more than one of the joint owners attempts to cast the vote to which their lot is entitled, said vote shall be apportioned equally among such of the joint owners as cast the vote. Except where otherwise required by law or by the provisions of said Declaration of Restrictions, or these Articles, the affirmative vote of a majority of members represented at any meeting of the members duly called and at which a quorum is present shall be binding upon the members.

## ARTICLE VI

### BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting initially of three Directors. The number of Directors comprising succeeding Boards of Directors shall be provided from time to time in the Bylaws of the Association, but in no event shall there be less than three or more than nine directors. The directors may, but need not be, members of the Association and need not be residents of the State of Florida.

B. All directors shall be appointed by and shall serve at the pleasure of MISTY OAKS DEVELOPMENT CORP., a Florida corporation, its successors or assigns, (hereinafter referred to as the "Developer") until the annual meeting of members in the year 1987. Commencing with said 1987 annual meeting of members, all directors shall be elected by the members.

C. All directors who are not subject to appointment by Developer shall be elected by the members. Elections shall be by plurality vote.

D. All directors, whether appointed or elected, shall serve for terms of two years in accordance with the provisions of the By-Laws. Any elected director may be removed from office with or without cause by majority vote of the members but not otherwise.

E. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of members to be held in the year 1986 and until their successors are elected or appointed and have qualified are as follows:



|                      |                   |                   |
|----------------------|-------------------|-------------------|
| Fred C. Chamberlain  | 3327 Rose Street  | Sarasota, Florida |
| Kathleen Chamberlain | 3327 Rose Street  | Sarasota, Florida |
| Stephen B. Keyser    | 1368 Landings Dr. | Sarasota, Florida |

## ARTICLE VII

### OFFICERS

A. The officers of the Association, to be elected by the Board of Directors, shall be a President, a Vice President, a Secretary, an Assistant Secretary, and a Treasurer, and such other officers as the Board shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a director. The same person may hold two or more offices, provided, however, that the office of President and Secretary (or Assistant Secretary) shall not be held by the same person. The affairs of the Association shall be administered by such officers under the direction of the Board of Directors. Officers shall be elected for a term of one year in accordance with the procedure set forth in the Bylaws.

B. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors, to be held in the year 1986 and until their successors are duly elected and qualified, are as follows:

|                     |   |                      |
|---------------------|---|----------------------|
| President           | - | Fred C. Chamberlain  |
| Vice President      | - | Kathleen Chamberlain |
| Assistant Secretary | - | Kathleen Chamberlain |
| Secretary/Treasurer | - | Stephen B. Keyser    |

## ARTICLE VIII

### CORPORATE EXISTENCE

The Association shall have perpetual existence.

## ARTICLE IX

### BY-LAWS

The first Board of Directors of the Association shall adopt By-Laws consistent with these Articles. Thereafter, the By-Laws may be altered, amended or repealed by more than fifty percent (50%) of the members and by majority approval of the Board of Directors. Notice of the proposed alteration, amendment or repeal shall be contained in the notice of such duly constituted meeting to the members of the Association and also to the Board of Directors who meet for such purposes as stated herein.

## ARTICLE X

### AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by more than fifty percent (50%) of the members and by majority approval of the Board of Directors. Notice of the proposed alteration, amendment or repeal shall be contained in the notice of such duly constituted meeting to the members of the Association and also to the Board of Directors who meet for such purposes as stated herein.

## ARTICLE XI

### REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at Suite 350, Barnett Bank Center, 1001 3rd Avenue West, Bradenton, Florida 34205, and the registered agent at such address shall be Carter H. Parry, Jr. The corporation may, however, maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

## ARTICLE XII

### BUDGET AND EXPENDITURES

The Association shall obtain funds with which to operate by annual assessment of its members in accordance with the provisions of said Declaration of Restrictions, as the same may be supplemented or modified by the provisions of the Association Articles and By-Laws. Accordingly, the Board of Directors shall annually adopt a budget for the operation of the Association for the ensuing year and for the purpose of levying assessments against all assessable lots in the Subdivision, which budget shall be conclusive and binding upon all persons provided, however, that the Board of Directors may thereafter at any time approve or ratify variations within such budget.

## ARTICLE XIII

### SUBSCRIBERS

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

|                      |                                      |
|----------------------|--------------------------------------|
| Fred C. Chamberlain  | 3327 Rose St, Sarasota, Florida      |
| Kathleen Chamberlain | 3327 Rose St., Sarasota, Florida     |
| Stephen B. Keyser    | 1368 Landings Dr., Sarasota, Florida |

#### ARTICLE XIV

##### INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association for and against all expenses and liabilities, including counsel fees (including appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The Association may purchase and maintain insurance on behalf of all officers and directors for any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

#### ARTICLE XV

##### DISSOLUTION OF THE ASSOCIATION

A. Upon expiration of the term of the aforementioned Declaration of Restrictions, the Association may be dissolved upon a resolution to that effect being approved by more than fifty percent (50%) of the members and by the majority approval of the Board of Directors, and, if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree as provided for in Section 617.05, Florida Statutes, (1984), or any statute of similar import then in effect. Notice of the proposed dissolution shall be contained in the notice of such duly constituted meeting to the members of the Association and also to the Board of Directors who meet for such purposes as stated herein.

B. Upon dissolution of the Association, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Any property determined by the Board of Directors of the Association to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority provided the authority is willing to accept the dedication.

(2) All remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the lots subject to assessment in equal shares, and the share of each shall be distributed to the then owners thereof.



Photocopy of signatures on original Articles of Incorporation

IN WITNESS WHEREOF, the aforesaid subscribers have hereunto  
set their hands and seals this 3<sup>rd</sup> day of Jan, 1988

Fred C. Chamberlain  
FRED C. CHAMBERLAIN

Kathleen Chamberlain  
KATHLEEN CHAMBERLAIN

Stephen B. Keyser  
STEPHEN B. KEYSER

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on January 3, 1988,  
before me the undersigned authority, personally appeared FRED  
C. CHAMBERLAIN, KATHLEEN CHAMBERLAIN and STEPHEN B. KEYSER, to me  
known to be the persons who executed the foregoing Articles of  
Incorporation, and acknowledge the execution of such instrument  
for the purposes and uses therein expressed.

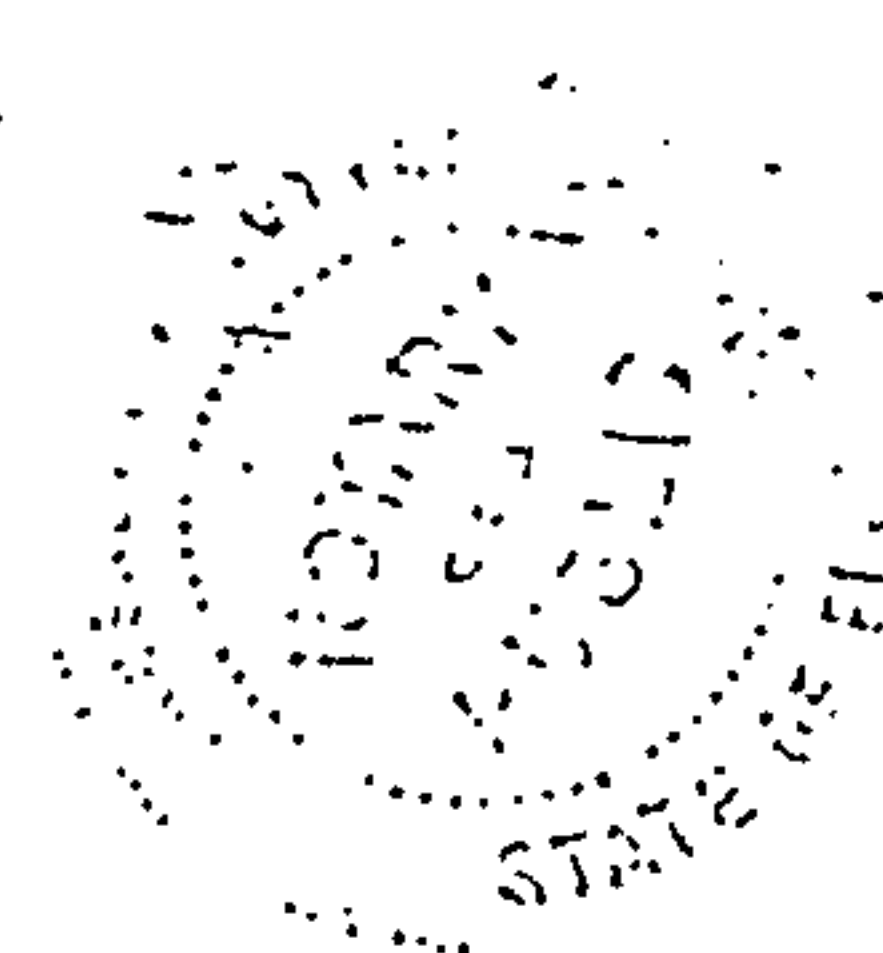
WITNESS my hand and official seal at Sarasota, in the County  
and State and on the date aforesaid

Franklin A. Butler  
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES MAY 31 1987  
I DO NOT HAVE A SEAL

:WPF:SBK:MISTYOAKS.ARTICLES





Photocopy of signatures on amended Articles of Incorporation

In witness whereof, the undersigned have executed this document and adopted the above amendments on this 6th day of December, 1989.

Donald W. Hoemke  
Director

Peter P. Voeller  
Director

Tom Culbreth  
Director

Ross Steggles  
Director

\_\_\_\_\_  
Director

STATE OF FLORIDA  
COUNTY OF MANATEE

I HEREBY CERTIFY that on the 6th day of December 1989, before me the undersigned authority personally appeared Donald W. Hoemke, Peter P. Voeller, Tom Culbreth, Ross Steggles

as members of the Board of Directors of Misty Oaks Owners Association, Inc., to be known to be the persons who executed the foregoing amendment to Articles of Incorporation, and acknowledge the execution of such instrument for the purposes and uses therein expressed.

WITNESS my hand and official seal in the County and State and on the date aforesaid.

Misty L. Stanford  
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. AUG. 7, 1991  
BONDED THRU GENERAL INS. UNO.

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations provided for in Section 607.325 of the Florida Statutes.

S/Carter H. Parry Jr.  
Attorney-at-Law  
Registered Agent