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ARTICLES OF INCORPORATION
OF
DEEANN LAKEFRONT ESTATES
HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation, not for profit)

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

ARTICLE ONE

NAME

The name of the corporation shall be DEEANN LAKEFRONT ESTATES HOMEOWNERS ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association.

ARTICLE TWO

PURPOSE

A. The purpose for which the Association is organized is to provide an entity to own, maintain, and operate certain lands located in Highlands County, Florida, which lands are to be used in common by all the members of the Association, which membership shall consist of all of the property owners of DEEANN LAKEFRONT ESTATES. The Association shall be responsible for the management of DEEANN LAKEFRONT ESTATES in keeping with the terms and conditions as set forth in the Declaration of Covenants and Restrictions for DEEANN LAKEFRONT ESTATES, and as same may be amended from time to time. The Association in maintaining the common areas as above set forth shall maintain the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, culverts, and related appertanences on or servicing that certain project known as DEEANN ESTATES.

B. The Association shall make no distribution of income to its members, directors or officers.

ARTICLE THREE

POWERS

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, or with the terms of the Declaration of Covenants and Restrictions for DEEANN LAKEFRONT ESTATES. Without limiting the generality of the foregoing, the Association, shall have the following express powers:

- A. To establish rules and regulations.
- B. To assess members and enforce assessments.
- C. To sue and be sued in its own name.
- D. To contract for services to provide for operation and maintenance of the common areas, inclusive of the surface water management system.

The Association is authorized to take any other action necessary for the purposes for which the Association is organized.

ARTICLE FOUR

MEMBERS

A. The members of the Association shall consist of all of the record owners of units at DEEANN LAKEFRONT ESTATES.

B. Change of membership in the Association shall be established by recording in the Public Records of Highlands County, Florida a deed or other instrument establishing a record title to a unit at DEEANN LAKEFRONT ESTATES and the delivery to the Association of a certified 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 as of the date of execution of such instrument.

C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of the title of his unit.

D. The owner of each unit shall be entitled to one vote as a member of the Association. The exact number of votes to be cast by unit owners and the manner of exercising voting rights, shall be determined by the By-Laws of the Association; subject, however, to the terms and conditions of the Declaration of Covenants and Restrictions for DEEANN LAKEFRONT ESTATES.

D. The owner of each unit shall be entitled to one vote as a member of the Association. The exact number of votes to be cast by unit owners and the manner of exercising voting rights, shall be determined by the By-Laws of the Association; subject, however, to the terms and conditions of the Declaration of Covenants and Restrictions for DEEANN LAKEFRONT ESTATES.

ARTICLE FIVE

DIRECTORS

A. The affairs of the Association will be managed by a Board of Directors which shall initially have three (3) members. After the Developer of DEEANN LAKEFRONT ESTATES elects to divest control of the Association, directors must be members of the Association.

B. 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 Board of Directors shall be filled in the manner provided by the By-Laws.

C. The first election of directors shall not be held until either the Developer has closed the sales of 100% of the units at DEEANN LAKEFRONT ESTATES or the Developer directs that said election take place, whichever shall first occur. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

*NB Director
must be
members of
the Assoc*

D. 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:

KENNETH D. BEIL	Box 26A, RD #1 Claysville, PA 15323
CAROL A. BEIL	Box 26A, RD #1 Claysville, PA 15323
J. TIMOTHY SHEEHAN	234 Central Avenue Lake Placid, FL 33852

ARTICLE SIX

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 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:	Kenneth D. Beil	Box 26A, RD #1 Claysville, PA 15323
Vice-President:	Carol A. Beil	Box 26A, RD #1 Claysville, PA 15323
Secretary:	Carol A. Beil	Box 26A, RD #1 Claysville, PA 15323
Treasurer:	Carol A. Beil	Box 26A, RD #1 Claysville, PA 15323

ARTICLE SEVEN

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 proceedings or any 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.

ARTICLE EIGHT

BY-LAWS

The 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.

ARTICLE NINE
AMENDMENT

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

A. 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.

B. A resolution approving 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,

1. Such approvals must be by not less than 51% of the entire membership of the Board of Directors and by not less than 51% of the votes of the membership of the Association voting in person or by proxy; or

2. By not less than 60% of the votes of the membership of the Association voting in person or by proxy at a meeting held for such purpose.

C. Provided, however, that no amendment shall make any changes in the qualification for membership nor the voting rights of members without approval in writing by all members, and joinder of all record owners of mortgages upon the units. No amendment shall be made that is in conflict with the Declaration of Covenants and Restrictions of DEEANN LAKEFRONT ESTATES or the laws of the State of Florida. No amendment shall adversely affect the rights of the Developer without the express written approval of the Developer.

ARTICLE TEN
TERM

The term of the Association shall be perpetual. In the event that the Association is ever dissolved, the property containing the surface water management system for that development known as DEEANN LAKEFRONT ESTATES shall be conveyed to an appropriate governmental agency and if none can be found to accept same, then said water management system shall be dedicated to a not for profit corporation.

ARTICLE ELEVEN
INCORPORATORS

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

KENNETH D. BEIL

Box 26A, RD #1
Claysville, PA 15323

CAROL A. BEIL

Box 26A, RD #1
Claysville, PA 15323

J. TIMOTHY SHEEHAN

234 Central Avenue
Lake Placid, FL 33852

ARTICLE TWELVE
REGISTERED AGENT AND OFFICE

The initial registered office of the corporation shall be located at 234 Central Avenue, Lake Placid, FL 33852. The initial Registered Agent at said address shall be J. Timothy Sheehan.

IN WITNESS WHEREOF, the incorporators have affixed their signatures this _____ day of _____, 19____.

Witness

KENNETH D. BEIL
Incorporator

Witness

CAROL A. BEIL
Incorporator

J. TIMOTHY SHEEHAN
Incorporator

STATE OF
COUNTY OF

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared KENNETH D. BEIL and CAROL A. BEIL known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this _____ day of _____, 19____.

Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared J. TIMOTHY SHEEHAN known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this _____ day of _____, 19____.

Notary Public
My Commission Expires:

ACCEPTANCE

I agree as registered agent to accept service of process, to keep the registered office open during prescribed hours, and to post my name in some conspicuous place in the office as required by law.

J. TIMOTHY SHEEHAN
Registered Agent

SCHEDULE A

DEEANN LAKEFRONT ESTATES as per the plat thereof recorded in Plat Book 15, page 53, of the Public Records of Highlands County, Florida.

SCHEDULE B

DEEANN LAKEFRONT ESTATES as per the plat thereof recorded in Plat Book 15, page 53, of the Public Records of Highlands County, Florida.

LESS AND EXCEPT:

All Lots and Units designated on said plat.

SCHEDULE C

**ALL UNITS/LOTS within DEEANN LAKEFRONT ESTATES shall be
equally assessed.**