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Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of QUAIL LAKE HOMEOWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on December 18, 1987, as shown by the records of this office.

The document number of this corporation is N23961.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
18th day of December, 1987.



Jim Smith
Jim Smith
Secretary of State

U. R. 2010 PG 2914

Kanetsky, Moon

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
QUAIL LAKE HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation Not-For-Profit

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

PREAMBLE

QUAIL LAKE DEVELOPMENT COMPANY, a Florida partnership ("DECLARANT") owns certain property in Sarasota County, Florida (the "SUBJECT PROPERTY"), and intends to execute and record a Declaration of Covenants and Restrictions of QUAIL LAKE (the "DECLARATION") which will affect the SUBJECT PROPERTY. This Association is being formed as the Association to administer the DECLARATION, and to perform the duties and exercise the powers pursuant to the DECLARATION, as and when the DECLARATION is recorded in the Public Records of Sarasota County, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the DECLARATION shall apply to these Articles of Incorporation, and to the Bylaws of the Association.

ARTICLE 1 - NAME

The name of the corporation is "QUAIL LAKE HOMEOWNERS ASSOCIATION, INC.", a Florida corporation not-for-profit, hereinafter referred to as the "ASSOCIATION".

ARTICLE II - PURPOSE

The purposes for which the ASSOCIATION is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

2. To enforce and exercise the duties of the ASSOCIATION as provided in the DECLARATION.

3. To promote the health, safety, welfare, comfort, and social and economic benefit of the members of the ASSOCIATION.

ARTICLE III - POWERS AND DUTIES

The ASSOCIATION shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.

2. To administer, enforce, carry out and perform all of the facts, functions, rights and duties provided in, or contemplated by, the DECLARATION, including but not limited to, the following:

a. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

b. To make and collect ASSESSMENTS against OWNERS of LOTS containing UNITS to defray the costs, expenses and losses incurred or to be incurred by the ASSOCIATION, and to use the proceeds thereof in the exercise of the ASSOCIATION'S powers and duties.

c. To enforce the provisions of the DECLARATION, these ARTICLES, and the BYLAWS.

d. To make, establish and enforce reasonable rules and regulations governing the use of COMMON AREAS, LOTS, UNITS and other property under the jurisdiction of the ASSOCIATION.

e. To grant and modify easements, and to dedicate property owned by the ASSOCIATION to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.

f. To borrow money for the purposes of carrying out the

the ASSOCIATION, and the COMMON SURPLUS, and any membership in this ASSOCIATION, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the LOT for which that membership is established.

3. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each LOT. In the event any LOT is owned by more than one person and/or by an entity, the vote for such LOT shall be cast in the manner provided by the BYLAWS. Any person or entity owning more than one LOT shall be entitled to one vote for each LOT owned.

4. The BYLAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall make provision for special meetings.

ARTICLE V - TERM OF EXISTENCE

The ASSOCIATION shall have perpetual existence.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is:

QUAIL LAKE DEVELOPMENT COMPANY
3000 EAST VILLAGE DRIVE
VENICE, FLORIDA 34293

ARTICLE VII - DIRECTORS

1. The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than three (3) directors, and which shall always be an odd number. The BYLAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of three (3) directors. Directors are not required to be members of the ASSOCIATION.

2. All of the duties and powers of the ASSOCIATION existing under the DECLARATION, these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members only when specifically required.

3. The DECLARANT shall have the right to appoint all of the directors so long as the DECLARANT owns twenty-five percent (25%) or more of the LOTS within the property that may be subject to the DECLARATION, but in any event, no longer than five (5) years after the conveyance of the first LOT containing a UNIT by the DECLARANT, and thereafter the DECLARANT owns any LOT. The DECLARANT may waive its right to elect one or more directors by written notice to the ASSOCIATION, and thereafter such one or more directors shall be elected by the members. When the DECLARANT no longer owns any LOT within the PROPERTY, all of the directors shall be elected by the members in the manner provided in the BYLAWS.

4. Within sixty (60) days after the members other than the DECLARANT are entitled to elect directors, the ASSOCIATION shall call, and give not less than thirty (30) days or more than forty (40) days notice of, a meeting of members to elect the directors which the members are then entitled to elect. The meeting may be called and the notice given by any OWNER if the ASSOCIATION fails to do so. Thereafter, the directors which the members are entitled to elect shall be elected at the annual meeting of the members.

5. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS. However any director appointed by the DECLARANT may only be removed by the DECLARANT if, at the time such vacancy is to be filled, the DECLARANT is entitled to appoint the directors.

6. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

Mack R. Wilcox, Jr.
412 Beach Road
Venice, FL 34285

John W. Mulkin, Jr.
443 E. Royal Flamingo Dr.
Sarasota, FL 34236

Michael D. Horlick
609 S. Tamiami Trail
Venice, FL 34285

ARTICLE VIII - OFFICERS

The officers of the ASSOCIATION shall be a president, vice-president, secretary, treasurer and such other officers as the BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BYLAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the BOARD are as follows:

JAMES PARKER	-	PRESIDENT
HOWARD BOHNSACK	-	VICE PRESIDENT
NANCY PHILLIPS	-	SECRETARY/TREASURER

ARTICLE IX - INDEMNIFICATION

1. The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ASSOCIATION) by reason of the fact that he is or was a director, employee, officer or agent of the ASSOCIATION, against expenses, (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or

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willful misfeasance or malfeasance in the performance of his duty to the ASSOCIATION unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the ASSOCIATION only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made (a) by the BOARD by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or even if obtainable, if a

quorum of disinterested directors so directs, by independent legal counsel in written opinion, or (c) by approval of the members.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized herein.

5. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any BYLAW, agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X - BYLAWS

The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the DECLARANT, the

Directors and/or members in the manner provided by the BYLAWS.

ARTICLE XI - AMENDMENTS

Amendments to these ARTICLES shall be proposed and adopted in the following manner:

1. A majority of the BOARD shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the BYLAWS for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the entire membership of the ASSOCIATION.

4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

5. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these ARTICLES be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

6. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by all of the members and the joinder of all INSTITUTIONAL LENDERS holding mortgages upon the LOTS. No amendment shall be made that is in conflict with the DECLARATION. Prior to the closing of the sale of

all LOTS within the PROPERTY, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers, or options herein provided in favor of, or reserved to, the DECLARANT, unless the DECLARANT shall join in the execution of the amendment, including, but not limited to, any right of the DECLARANT to appoint directors pursuant to ARTICLE VII.

7. No amendment to these ARTICLES shall be made which discriminates against any OWNER(S), or affects less than all the OWNERS within the PROPERTY, without the written approval of all the OWNERS so discriminated against or affected.

8. Notwithstanding anything contained herein to the contrary, until such time as DECLARANT no longer appoints a majority of the directors of the BOARD, DECLARANT shall have the right to unilaterally amend these ARTICLES without the vote or consent of the members, subject to the limitations contained in Paragraph 6 above.

9. Upon the approval of an amendment to these ARTICLES, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the PROPERTY is located.

ARTICLE XII -

INITIAL REGISTERED OFFICE ADDRESS

AND NAME OF REGISTERED AGENT

The initial registered office of the ASSOCIATION shall be at 3000 East Village Drive, Venice, Florida 34293. The initial registered agent of the ASSOCIATION at that address is MACK R. WILCOX, JR.

WHEREFORE, the incorporator, and the initial registered agent, have executed these ARTICLES on this 17th day of December, 1987.

QUAIL LAKE DEVELOPMENT COMPANY,
a Florida Partnership

By: *Mack R. Wilcox, Jr.*
MACK R. WILCOX, JR., as
President of Wilcox Properties
Company, a Florida Corporation,
a General Partner of Quail Lake
Development Company

O.R. 2010 PG 2925

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the above corporation this 17th day of December, 1987.

Mack R. Wilcox, Jr.
MACK R. WILCOX, JR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17th day of December, 1987, by MACK R. WILCOX, JR., individually and in his capacity as President of Wilcox Properties Company, a Florida Corporation, a General Partner of Quail Lake Development Company, a Florida Partnership, on behalf of the partnership as Incorporator and Initial Registered Agent.

RECORDED IN OFFICIAL

FEB 22 3 13 PM '88
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FL

Wendy S. Weeks
NOTARY PUBLIC

My Commission Expires:

WENDY S. WEEKS
State of Florida
My Comm Exp. Feb. 27, 1990