

ARTICLES OF INCORPORATION  
OF  
AMERICAN CONDOMINIUM PARKS-ZEPHYRHILLS,  
A CONDOMINIUM ASSOCIATION, INC.  
(a corporation not for profit)

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of Florida Statutes and certify as follows:

ARTICLE 1

Name

The name of this corporation shall be: AMERICAN CONDOMINIUM PARKS-ZEPHYRHILLS, A CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

Purpose

In accordance with the provisions of Chapter 718 of Florida Statutes, commonly known as the Condominium Act, a condominium will be created upon certain lands in Pasco County, Florida, to be known as AMERICAN CONDOMINIUM PARKS-ZEPHYRHILLS, a condominium. The Declaration subjecting the lands involved to a condominium form of ownership will be recorded among the public records of Pasco County, Florida. This corporation is organized of the purpose of operating, governing, administering and managing the property and affairs of the condominium, to wit: AMERICAN CONDOMINIUM PARKS-ZEPHYRHILLS, a Condominium, and to exercise all powers and discharge

all responsibilities under the laws of Florida, the bylaws, these Articles of Incorporation and the aforementioned Declaration of Condominium, and further to exercise all powers granted to a condominium, and further to exercise all powers granted to a condominium association under the Condominium Act and to acquire, hold, convey and otherwise deal in and with real and personal property in this corporation's capacity as a condominium association.

### ARTICLE III

#### Powers

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

1. The corporation 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 and in addition all of the powers conferred by the Condominium Act upon a condominium association, and in addition, all of the powers set forth in the Declaration of Condominium of AMERICAN CONDOMINIUM PARKS-ZEPHYRHILLS, a Condominium which are not in conflict with the law.

2. The corporation shall have all of the powers reasonably necessary to implement the powers of the corporation, including but not limited to:

(a) To operate and manage the condominium and condominium property in accordance with the same meaning, direction, purpose and intent contained in the Declaration of Condominium of AMERICAN CONDOMINIUM PARKS-ZEPHYRHILLS, a Condominium when the same has been recorded in the public records of Pasco County, Florida.

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(b) To make and collect assessments against members to defray the cost of the condominium and to refund common surplus to members.

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

(d) To maintain, repair, replace and operate the condominium property.

(e) To reconstruct improvements upon the condominium property after casualty, and to further improve the property.

(f) To make and amend regulations respecting the use of the property in the condominium.

(g) To approve or disapprove the proposed purchasers, lessees and mortgagees of lots or units.

(h) To enforce by legal means the provisions of the condominium documents, these Articles, the Bylaws of the corporation and the regulations for the use of the property in the condominium.

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

3. All funds and title of all properties acquired by the corporation and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents.

4. The powers of the corporation shall be subject to and be exercised in accordance with the provisions of the Declaration of Condominium which governs the use of the condominium property.

#### ARTICLE IV

##### Members

The qualification of the members, the manner of their admission to membership and termination of such membership and voting by members shall be as follows:

1. Until such time as the Declaration of Condominium of AMERICAN CONDOMINIUM PARKS-ZEPHYRHILLS, a Condominium shall be recorded among the public records of Pasco County, Florida, the membership of this corporation shall be comprised of the subscribers to these Articles, or their assigns, each of which subscribers or his assigns, shall be entitled to cast one (1) vote on all matters in which the membership shall be entitled to vote.

2. After the recording of the Declaration of Condominium of AMERICAN CONDOMINIUM PARKS-ZEPHYRHILLS, a Condominium, the owners of each condominium unit in the aforementioned condominium, as said condominium may then be constituted, shall each be a member of the corporation and at such time the subscribers who are members of the corporation by virtue of paragraph 1 above shall no longer be members by virtue of said paragraph 1.

3. Thereafter, membership in the corporation shall be established by acquisition of the fee title to a condominium unit in AMERICAN CONDOMINIUM PARKS-ZEPHYRHILLS, a Condominium whether by

conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee interest in any unit except that nothing herein contained shall be construed as terminating the membership of any party who may own a fee ownership interest in two or more units, so long as such party shall retain title to a fee ownership interest in any unit.

4. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his unit. The properties, funds and assets of the corporation shall be held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium and in the bylaws which may be hereafter adopted.

5. On all matters on which the membership shall be entitled to vote, there shall be only one (1) vote for each unit in the condominium, which vote may be exercised or cast by the owner or owners of each unit in such manner as may be provided in the bylaws of this corporation. Should any member own more than one (1) unit, such member shall be entitled to exercise or cast one (1) vote for each unit owned in the manner provided by said bylaws.

## ARTICLE V

### Term

This corporation shall have perpetual existence.

## ARTICLE VI

### Officers

The affairs of this corporation shall be managed by its officers, subject however, to the directions of the Board of Directors, except to the extent that the Directors shall have delegated the responsibility for such management under the provisions of these Articles and in accordance with the bylaws. The officers of this corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors according to the bylaws of this corporation. The Directors, if they desire, may combine the offices of the Secretary and Treasurer and, in addition, provide for such other officers, agents, supervisory personnel or employees of the corporation as they shall see fit, none of whom need to be a member of the corporation. Commencing with the first annual meeting of the Board of Directors in March, 1985, officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. The names of the officers who are to serve until the first election by the Board of Directors are as follows:

President	Bobby G. Baker
Vice President	Dale E Hill
Secretary-Treasurer	W. Richard Herron

None of the above officers specifically named in these articles shall be required to be a member of this corporation to hold office.

ARTICLE VII

Board of Directors

This corporation shall be governed by a Board of Directors consisting of three (3) persons, as provided for in the bylaws, until November 15, 1984, when the Board of Directors shall be expanded to five (5) persons. The names and post office addresses of the three persons who will serve as directors until the first annual meeting in March, 1985, or until their successors are appointed or elected and qualified, are as follows:

Bobby G. Baker  
2000 South Highway 301  
Dade City, FL 33525

Dale E. Hill  
100 Bel Aire Drive  
Zephyrhills, FL 34248

W. Richard Herron  
P. O. Box 1799  
Zephyrhills, FL 34283

Until the first annual meeting in March, 1985, the developer of the condominium or his successor developer or developers shall be entitled to appoint all members of the Board of Directors, except that the membership shall be entitled to elect those members required by the Condominium Act (F.S. 718.301(a) through (d) inclusive.) Commencing with the first annual meeting in March, 1985, and thereafter, Boards of Directors shall be elected by members in the manner and in accordance with the method provided for in the bylaws of the corporation as same shall be constituted from time to time.

## ARTICLE VIII

### Removal of Officers and Directors

Any officer may be removed prior to the expiration of his term of office in the manner hereinafter provided, or in such manner as in the bylaws provided. Any officer may also be removed for cause by a majority vote of the full Board of Directors at a meeting of Directors called at least in part for the purpose of considering such removal. Any officer or director of this corporation may be removed with or without cause, and for any reason, upon a petition in writing of ten percent (10%) of the members of this corporation and approved at a meeting of members called at least in part for the purpose, by a majority vote of the membership. The petition calling for the removal of such officer and/or director shall set forth a time and place for the meeting of members and notice shall be given to all members of such special meeting of the members at least fourteen (14) days prior to such meeting in the manner provided by the bylaws for the giving of notices of such special meetings. At any such meeting the officer and/or director whose removal is sought shall be given the opportunity to be heard. Notwithstanding the foregoing, the Developer of the condominium, AMERICAN CONDOMINIUM PARKS, INC., or its successor developer or developers, shall be entitled to appoint all members of the Board of Directors until the first annual meeting in March, 1985, as set forth in Article VII hereof.



## ARTICLE IX

### Indemnification of Officers and Directors

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with 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 corporation, whether or not he is a director or officer of the corporation whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. 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 X

### Bylaws

The original bylaws of this corporation shall be adopted by a majority vote of the members of this corporation present at a meeting of members called for the purpose, at which a majority of the membership is present, and thereafter the bylaws of this

corporation may be amended, altered or rescinded only in the manner provided for in the Declaration of Condominium hereinabove described or provided for in the bylaws. The original bylaws of this corporation shall be appended to the Declaration of Condominium above described at the time of the recording of the Declaration of Condominium among the public records of Pasco County, Florida.

## ARTICLE XI

### Prohibition Against Issuance of Stock and Distribution of Income

This corporation shall never have or issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the corporation of compensation in a reasonable amount to the members, directors or officers for services rendered, nor shall anything herein be construed to prohibit the corporation from making any payments or distribution to members of benefits, monies or properties permitted by Section 617.011 of Florida Statutes and contemplated by the Declaration of Condominium and/or Condominium Act.

## ARTICLE XII

### Contractual Powers

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily

or otherwise interested in, or is a director, member, or officer of any such other firm, association, corporation or partnership, or is a party or pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIII

Subscribers

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

<u>NAME</u>	<u>ADDRESS</u>
Bobby G. Baker	2000 South Highway 301 Dade City, FL 33525
Dale E. Hill	100 Bel Aire Drive Zephyrhills, FL 34248
W. Richard Herron	P. O. Box 1799 Zephyrhills, FL 34283

ARTICLE XIV

Amendment

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors

and approved by a vote of the majority of members of this corporation present at any meeting of the members of the corporation called at least in part to consider such amendment, or approved in writing by the members of this corporation having not less than a majority of the total membership vote.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 12th day of October, 1984.

Bobby G. Baker

Dale E. Hill

W. Richard Herron

STATE OF FLORIDA )  
                                  )  
COUNTY OF PASO    )    SS    A    C    P    Z

BEFORE ME, the undersigned officer, duly authorized in the state and county aforesaid to take acknowledgments this day personally appeared Bobby G. Baker, Dale E. Hill, and W. Richard Herron, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation of AMERICAN CONDOMINIUM PARKS-ZEPHYRHILLS, A CONDOMINIUM ASSOCIATION, INC., and they acknowledged before me that they signed and executed the same for the purposes therein set forth.

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IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal this 12th Day of October, 1984.

Dorothy G. Baker

Notary Public, State of Florida

My Commission Expires Sept. 15, 1988

A C P Z

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First— —that AMERICAN CONDOMINIUM PARKS-ZEPHYRHILLS, A CONDOMINIUM ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office in the City of Zephyrhills, County of Pasco, State of Florida, has named Bobby G. Baker, located at 2000 South Highway 301, Dade City, Florida 33525, County of Pasco, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply the provision of said Act relative to keeping open said office.

Bobby G. Baker