

ARTICLES OF INCORPORATION

OF

MILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC.
(a Florida corporation not for profit)

FILED
JUN 6 12 36 PM '85
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is MILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

This Corporation is incorporated as a corporation not for profit under the provisions of Chapter 617, Florida Statutes, as amended from time to time.

ARTICLE III

The registered office and Post Office address of the Corporation shall be 2104 River Parkway East, P.O. Box 448, New Port Richey, Florida, 33552.

ARTICLE IV

Robert C. Kimpton, whose address is 2104 River Parkway East, P.O. Box 448, New Port Richey, Florida, 33552, is hereby appointed the initial Registered Agent of this Corporation.

ARTICLE V

The purpose for which this Corporation is organized is to act on behalf of its Members in operating and governing Millpond Estates and to have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes and By-Laws may now or hereafter have and exercise, including but not limited to, the following:

(a) To join with other corporations or entities in becoming a Member of MILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as "Community Association") the purposes of which are hereinbelow described;

(b) To collect assessments from each Member for the maintenance, repair and replacement of certain properties, including the common recreation facilities (hereinafter referred to as "Common Area"), as may from time to time be deeded to the Community Association, title to which shall be held by the Community Association, its successors and assigns, and to assist in promoting the health, safety and welfare of the residents using the above described property and any additions thereto;

(c) Exercise all of the powers and privileges and to perform all of the duties and obligations of this Corporation as set forth in the DECLARATIONS OF COVENANTS AND CONDITIONS executed by PREMIERE GROUP, INC. for each section of Millpond Estates (hereinafter referred to as "Declarant") and to be filed in the Official Books and records of Pasco County, Florida (hereinafter referred to as "Declaration"), and the SUBDIVISION RESTRICTIONS to be executed by Declarant and to be filed in Official Books and Records of Pasco County, Florida (hereinafter referred to as the "Restrictions"), both applicable to the plat of the property to be recorded in the Office of the Clerk of the Circuit Court of Pasco County, Florida, and as the same may be amended from time to time as therein provided;

(d) Collect and enforce payment by any lawful

means, all charges or assessments pursuant to the terms of the Declaration and Restrictions; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against any properties of the Corporation; and

(c) Have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes and by law may now or hereafter have and exercise.

ARTICLE VI

The Members of the Corporation shall consist of all of the record owners of each and every fee or undivided fee interest in any Lot subject to the Declarations and to the Restrictions in Millpond Estates. Membership shall be held by the person or entity, or in common by the persons or entities, owning such property interest. Membership in the Corporation is limited to Owner(s), as defined in Article I, Section 2 of the Declaration. Membership is automatically conferred upon acquisition of a Lot, as defined in Article I, Section 6 of the Declaration, and as evidenced by the filing of a deed to such Lot. Membership is an incident of ownership and is not separately transferable.

The Corporation shall have two classes of voting Membership:

Class A. Class A Member(s) shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as said persons determine, but in no event shall more than one vote be cast with respect to any one Lot.

Class B. Class B Member(s) shall be the Declarant, which shall be entitled to three (3) votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

- (1) when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or
- (2) on 31 December 1990, whichever shall first occur.

ARTICLE VII

The term for which the Corporation is to exist in perpetual.

ARTICLE VIII

The affairs of the Corporation shall be governed by a Board of Directors, which Board shall consist of not less than three (3) and not more than seven (7) persons. With the exception of the initial Board, Directors shall be elected from among the Lot Owners; or if a Lot Owner shall be a corporation, partnership or trust, then an officer, partner, or beneficiary of such Lot Owner shall be qualified to be a Director. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Corporation and shall have all of the powers and duties referred to in the Statutes of the State of Florida respecting corporations not for profit.

Provisions for the election of Directors and provisions respecting the removal and resignation of Directors, and for filling vacancies in the Board, shall be established by the By-Laws.

ARTICLE IX

The initial Board of Directors of the Corporation shall consist of the following persons, each of whom shall serve until 31

December 1985 or the first regular meeting of the Membership, whichever shall first occur:

Robert C. Kimpton

2104 River Parkway East
P.O. Box 448
New Port Richey, Florida 33552

Garland W. Knight, Jr.

2104 River Parkway East
P.O. Box 448
New Port Richey, Florida 33552

Joyce Albrecht

2104 River Parkway East
P.O. Box 448
New Port Richey, Florida 33552

ARTICLE X

The operation of the Corporation shall be governed by the By-Laws which are to be recorded among the Public Records of Pasco County, Florida.

The By-Laws may be altered, amended or supplemented in any duly called meeting of the Members provided:

(1) Notice of the meeting shall contain a statement of the proposed amendment;

(2) If the amendment has received the unanimous approval of the Board of Directors, then it shall be approved upon the affirmative vote of the Members casting a majority of the total votes of the Members of the Corporation;

(3) If the amendment has received less than unanimous approval by the Board of Directors, then the amendment shall be approved by the affirmative vote of the Members of the Corporation casting not less than seventy-five (75%) percent of the total vote of the Members of the Corporation;

and

(4) Said amendment shall be certified and recorded among the Public Records of Pasco County, Florida.

ARTICLE XI

The affairs of the Corporation shall be administered by the President of the Corporation, assisted by a Vice President, a Secretary and a Treasurer, and if any, the Assistant Secretary and the Assistant Treasurer subject to the directions of the Board of Directors. The Board of Directors, or President with prior approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the exclusive, singular and unique operation or management of the Corporation, provided that no such person or principal or entity employed as managing agent or personnel of the Corporation shall be a Member of the Corporation.

The Board of Directors shall elect the Officers of the Corporation at the first meeting of the Board of Directors following the annual meeting of the Members. The President shall be elected from the membership of the Board of Directors, but no other Officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the Office of President and Vice President shall not be held by the same person, nor shall the Office of President and Secretary or Assistant Secretary be held by the same person.

The initial Officers of this Corporation shall be as follows:

<u>NAME</u>	<u>TITLE</u>
Robert C. Kimpton	President
Garland W. Knight, Jr.	Treasurer
Joyce Albrecht	Secretary

ARTICLE XII

These Articles of Incorporation may be altered, amended, changed, added to or repealed, in the manner as herein set forth, at any duly called meeting of the Members of this Corporation provided that notice of the meeting is given in the manner provided for in the By-Laws and that the notice contain a full statement of the proposed alteration, amendment, change, addition or repeal of any provision of these Articles, and that at such meeting there is an affirmative vote of three-quarters (3/4) of the Members, qualified to vote, present in person or by proxy in favor of said alteration, amendment, change, addition or repeal, provided that any amendment must be approved in writing by Declarant to have any effect if said amendment is passed prior to

ARTICLE XIII

This Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of the Corporation shall be distributed to its Members, Directors or Officers. This Corporation may pay compensation in a reasonable amount to its Members, Directors and Officers for services rendered, may confer benefits upon its Members in conformity with its purposes, and upon dissolution or final liquidation, pursuant to Chapter 617, Florida Statutes, as amended from time to time, may make distribution to its Members, and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income; provided, however, no compensation may be paid for services rendered solely in the capacity of a Director, Officer or Member.

ARTICLE XIV

As long as there is Class B Membership, the following actions will require the prior, written approval of the Federal Housing Administration or the Veterans Administration:


- (1) Annexation of additional properties;
- (2) Mergers and consolidations;
- (3) Mortgaging of the Common Area;
- (4) Dedication of the Common Area;
- (5) Dissolution and amendment of these Articles.

ARTICLE XI

The names and addresses of the incorporators of this Corporation are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Robert C. Kimpton	2104 River Parkway East P.O. Box 448 New Port Richey, Florida 33552
Garland W. Knight, Jr.	2104 River Parkway East P.O. Box 448 New Port Richey, Florida 33552
Joyce Albrecht	2104 River Parkway East P.O. Box 448 New Port Richey, Florida 33552

WE, THE UNDERSIGNED, being each of the incorporators hereinabove named, for the purposes of forming a Corporation not for profit pursuant to Chapter 617, Florida Statutes, do hereby subscribe to these Articles of Incorporation and have hereunto set our hands and seals this 30th day of May, 1985.


ROBERT C. KIMPTON


GARLAND W. KNIGHT, JR.



JOYCE ALBRECHT

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, the undersigned authority, this day personally appeared Robert C. Kimpton, Garland W. Knight, Jr. and Joyce Albrecht, who, after, being duly sworn according to law, depose and say that they are competent to contract and further acknowledge that they did subscribe to the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at New Port Richey Florida, this 30th day of May, 1985.


Notary Public
State of Florida at Large

My Commission Expires:
Notary Public, State of Florida at Large
My Commission Expires Oct 18, 1990

CERTIFIED BY INITIAL REGISTERED AGENT

Having been named as the initial Registered Agent of
MILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC., I hereby
agree to act in this capacity and agree to maintain said Corporation's
initial registered office at 2104 River Parkway East, P.O. Box 448,
New Port Richey, Florida 33552, and agree to comply with the provi-
sions of the Florida Statutes relative to keeping open said office.


ROBERT C. KIMPTON

FILED
JUN 6 12 36 PM '85
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of MILLPOND ESTATES SECTION FIVE HOMEOWNERS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on July 27, 1988, as shown by the records of this office.

The document number of this corporation is N27615.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
27th day of July, 1988.



Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

OF

MILLPOND ESTATES SECTION FIVE HOMEOWNERS ASSOCIATION, INC.
(a Florida corporation not-for-profit)

FILED
JUN 27 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is MILLPOND ESTATES SECTION FIVE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The corporation is incorporated as a corporation not-for-profit under the provisions of Chapter 617, Florida Statutes, as amended from time to time.

ARTICLE III

The registered office and address of the corporation shall be 4115 Foxboro Drive, New Port Richey, Florida 34653.

ARTICLE IV

MICHELE J. NICHOLS, whose address is 4115 Foxboro Drive, New Port Richey, Florida 34653, is hereby appointed the Initial Registered Agent of this corporation.

ARTICLE V

The purpose for which this corporation is organized is to act on behalf of its Members in operating and governing MILLPOND ESTATES SECTION FIVE HOMEOWNERS ASSOCIATION, INC., and to have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, and By-Laws may now or hereafter have and exercise, including but not limited to, the following:

(a) To join with other corporations or entities in becoming a Member of MILLPOND ESTATES COMMUNITY HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as "Association") the purposes of which are hereinbelow described;

(b) To collect assessments from each Member for the maintenance, repair and replacement of certain property (hereinafter referred to as "Common Area"), title to which shall

be held by Millpond Estates Community Homeowners Association, its successors and assigns, and to assist Association in promoting the health, safety and welfare of the residents using the common property and any additions thereto;

(c) Exercise all of the powers and privileges and to perform all of the duties and obligations of this corporation as set forth in the Declaration of Covenants and Conditions executed by PREMIERE GROUP, INC. (hereinafter referred to as "Declarant") and to be filed in the Official Records Book of Pasco County, Florida (hereinafter referred to as "Declaration"), and the Subdivision Restrictions to be executed by Declarant and to be filed in Official Records Book of Pasco County, Florida (hereinafter referred to as the "Restrictions"), both applicable to the plat of the property to be recorded in the Office of the Clerk of the Circuit Court of Pasco County, Florida, and as the same may be amended from time to time as therein provided;

(d) Collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declaration and Restrictions; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against any properties of the corporation; and

(e) Have and to exercise any and all powers rights and privileges which a corporation organized under Chapter 617, Florida Statutes, and by law may now or hereafter have and exercise.

ARTICLE VI

The Members of the corporation shall consist of all of the record owners of each and every fee or undivided fee interest in any Lot subject to the Declaration and to the Restrictions in MILLPOND ESTATES SECTION FIVE. Membership shall

be held by the person or entity, or in common by the persons or entities, owning such property interest. Membership in the corporation is limited to Owner(s), as defined in Article I, Section 2 of the Declaration. Membership is automatically conferred upon acquisition of a Lot, as defined in Article I, Section 6 of the Declaration, and as evidenced by the filing of a deed to such Lot. Membership is an incident of ownership and is not separately transferable.

The corporation shall have two (2) classes of voting membership:

Class A. Class A Member(s) shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as said persons determine, but in no event shall more than one (1) vote be cast with respect to any one Lot.

Class B. Class B Member(s) shall be the Declarant, which shall be entitled to three (3) votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

(1) when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or

(2) on January 1, 1993.

ARTICLE VII

The term for which the corporation is to exist is perpetual.

ARTICLE VIII

The affairs of the corporation shall be governed by a Board of Directors, which Board shall consist of not less than three (3) and not more than seven (7) persons. With the

exception of the initial Board, Directors shall be elected from among the Lot Owners; or if a Lot Owner shall be a corporation, partnership or trust, then an officer, partner, or beneficiary of such Lot Owner shall be qualified to be a Director. The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the corporation and shall have all of the powers and duties referred to in the Statutes of the State of Florida respecting corporations not-for-profit.

Provisions for the election of Directors and provisions respecting the removal and resignation of Directors, and for filling vacancies in the Board, shall be established by the By-Laws.

ARTICLE IX

The initial Board of Directors of the corporation shall consist of the following persons, each of whom shall serve until December 31, 1989, or the first regular meeting of the Membership, whichever shall first occur:

MICHELE J. NICHOLS
MICHAEL D. PRICE
VALERIE L. BLACK

ARTICLE X

The operation of the corporation shall be governed by the By-Laws which are to be recorded among the Public Records of Pasco County, Florida.

The By-Laws may be altered, amended or supplemented in any duly called meeting of the Members provided:

(1) Notice of the meeting shall contain a statement of the proposed amendment;

(2) If the amendment has received the unanimous approval of the Board of Directors, then it shall be approved upon the affirmative vote of the Members casting a majority of the total votes of the Members of the Corporation;

(3) If the amendment has received less than

unanimous approval by the Board of Directors, then the amendment shall be approved by the affirmative vote of the Members of the corporation casting not less than fifty percent (50%) of the total vote of the Members of the corporation; and

(4) Said amendment shall be certified and recorded among the Public Records of Pasco County, Florida.

ARTICLE XI

The affairs of the corporation shall be administered by the President of the corporation, assisted by a Vice President, a Secretary and a Treasurer, and if any, the Assistant Secretary and the Assistant Treasurer subject to the directions of the Board of Directors. The Board of Directors, or President with prior approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the exclusive, singular and unique operation or management of the corporation, provided that no such person or principal or entity employed as managing agent or personnel of the corporation shall be a Member of the corporation.

The Board of Directors shall elect the officers of the corporation at the first meeting of the Board of Directors following the annual meeting of the Members. The President shall be elected from the membership of the Board of Directors, but no other Officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the Office of President and Vice President shall not be held by the same person, nor shall the Office of President and Secretary or Assistant Secretary be held by the same person.

FILED
1988 JUL 27 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XIV

The names and addresses of the incorporators of this corporation are as follows:

MICHELE J. NICHOLS	4115 Foxboro Drive New Port Richey, FL 34653
MICHAEL D. PRICE	4115 Foxboro Drive New Port Richey, FL 34653
VALERIE L. BLACK	4115 Foxboro Drive New Port Richey, FL 34653

WE, THE UNDERSIGNED, being each of the incorporators hereinabove named, for the purposes of forming a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, do hereby subscribe to these Articles of Incorporation and have hereunto set our hands and seals this 13th day of July, 1988.


MICHELE J. NICHOLS


MICHAEL D. PRICE


VALERIE L. BLACK

STATE OF FLORIDA)
COUNTY OF PASCO)

BEFORE ME, the undersigned authority, this day personally appeared MICHELE J. NICHOLS, MICHAEL D. PRICE, and VALERIE L. BLACK, who, after, being duly sworn according to law, depose and say that they are competent to contract and further acknowledge that they did subscribe to the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Pasco County, Florida, this 13th day of July, 1988.


Kathy L. Benke
Notary Public
My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Feb. 20, 1989

CERTIFIED BY INITIAL REGISTERED AGENT

Having been named as the initial Registered Agent of MILLPOND ESTATES SECTION FIVE HOMEOWNERS ASSOCIATION, INC., I hereby agree to act in this capacity and agree to maintain said corporation's initial registered office at 4115 Foxboro Drive, New Port Richey, Florida 34653, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


MICHELE J. NICHOLS

R#19/A

FILED
1988 JUL 27 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARTIN & FIGURSKI
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