

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of EAGLES' RESERVE HOMEOWNERS' ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on July 3, 1991, as shown by the records of this office.

The document number of this corporation is N44220.

GIVEN under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
9th day of July, 1991.

Jim Smith
Secretary of State



CR2EO22 (2-91)

ARTICLES OF INCORPORATION

EAGLES' RESERVE

HOMEOWNERS' ASSOCIATION, INC.

91 APR -3 PM 3:26
RECORDED
PINELLAS COUNTY FLORIDA

FILED

1 CORPORATE NAME - The name of the corporation shall be:

EAGLES' RESERVE HOMEOWNERS' ASSOCIATION, INC.,

and shall hereinafter be referred to as the Association.

2 ADDRESS - The initial mailing address of the Association shall be c/o Gottlieb & Gottlieb, P.A., 2753 State Road 580, Suite 204, Clearwater, Florida 34621. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Trustees of the Association.

3 REGISTERED AGENT - The Association's initial registered agent shall be: **GOTTLIEB & GOTTLIEB, P.A.**, 2753 State Road 580, Suite 204, Clearwater, Florida 34621.

4 PURPOSES AND POWERS - The specific purposes for which the Association is formed are:

4.1 To provide for the maintenance, preservation and architectural control of the residential lots, common areas and improvements [as defined in the Declaration of Covenants and Restrictions, hereinafter referred to as the Declaration] according to the provisions of the Declaration, relative to that certain plat to be recorded among the public records of Pinellas County, Florida, to wit: **BOOT RANCH - EAGLE WATCH - PHASE B-II**, a subdivision, according to the plat thereof to be recorded in the Public Records of Pinellas County.

4.2 To promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of the Association for these purposes.

4.3 In carrying out these purposes, the Association shall hold and exercise all of the authority granted to nonprofit corporations under Florida law as it may from time to time exist, including, but not limited to, the following specific powers:

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- 4.3.1 To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the bylaws of the Association.
- 4.3.2 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein by reference as if set forth in its entirety.
- 4.3.3 To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association.
- 4.3.4 To maintain, repair and operate the property of the Association.
- 4.3.5 To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners.
- 4.3.6 To reconstruct improvements after casualty and make further improvements upon the property.
- 4.3.7 To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto.
- 4.3.8 To employ personnel to perform the services required for proper operation of the Association.
- 4.3.9 To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- 4.3.10 To borrow money, and with the assent of ninety percent (90%) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- 4.3.11 To dedicate, sell or transfer all or any part of the common areas, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration. No such dedication or transfer shall

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be effective unless an instrument has been signed by seventy-five percent (75%) of each class of members, agreeing to such dedication, sale or transfer.

4.3.12 To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of ninety percent (90%) of each class of members unless the annexation involves land the Developer has reserved the right to annex in the Declaration, in which case the Declaration shall control the annexation.

4.4 The foregoing notwithstanding, the Association is not formed for the pecuniary gain or profit of, and neither its net earnings nor any part thereof shall be distributable to its members, trustees, officers, or other individuals; nor shall it engage in any activity which is not permitted to be carried on by a corporation which is exempt from federal income taxes under Section 501(c)(4) of the Internal Revenue Code of 1986 as amended or any other provision of federal income tax laws and/or regulations of the Internal Revenue Service.

5 MEMBERSHIP AND VOTING RIGHTS

5.1 **GENERALLY** - Every person or entity who is a record owner of a fee or undivided fee interest in any lot or dwelling unit within the *Eagles' Reserve* shall be a member of the Association. No person except an owner or the Developer is entitled to membership in the Association; and all owners and the Developer, regardless of whether the Developer is also an owner, shall be either Class A or Class B members of the Association, as provided herein.

5.2 **CLASS A MEMBERSHIP** - Until the termination of Class B membership, as provided in §5.4, every owner who holds record title to a lot that is subject to assessment under the Declaration, except the Developer, shall be a Class A member of the Association. Each Class A membership shall be appurtenant to the lot and shall be transferred automatically by a conveyance of record title to such lot. An owner of more than one lot is entitled to one Class A membership for each lot to which such owner holds record title. If more than one person holds an interest in any lot, all such persons shall be members; provided, however, that only one (1) vote shall be cast with respect to any one lot, except as to the owner as provided in §5.3 below. No person other than the owner may be a Class A member of the Association, and a Class A membership may not be transferred except by a transfer of record title to the lot to which it is appurtenant.

5.3 **CLASS B MEMBERSHIP** - The Developer shall be the sole Class B member of the Association. The Class B member shall be entitled to appoint the entire Board of Trustees. In addition, the Class B member shall be entitled to two hundred

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eleven (211) votes for each lot in which it holds the interest required for membership by §5.1 above.

5.4 TERMINATION OF CLASS B MEMBERSHIP - Upon termination of Class B membership, all provisions of the Declarations, these Articles or the bylaws referring to Class B membership shall be without further force or effect. The Class B membership shall terminate upon the happening of either of the following, whichever occurs first:

5.4.1 The Developer has conveyed all of the lots to private owners; or,

5.4.2 July 1, 1996.

6 BOARD OF TRUSTEES - The governance of the Association shall be vested in a board of trustees and shall be carried out in accordance with bylaws to be adopted, from time to time, by the affirmative vote of the Members. The initial Board of Trustees shall be composed of three (3) trustees. The names and addresses of each person who is to serve as an initial Trustee are as follows:

6.1 Richard Geiger, 2759 State Road 580, Suite 102, Clearwater, FL 34621.

6.2 Craig A. Burley, 2759 State Road 580, Suite 102, Clearwater, FL 34621.

6.3 Wanda Gottlieb, 2753 State Road 580, Suite 204, Clearwater, FL 34621.

7 OFFICERS - The affairs of the Association shall be administered by a President, a Secretary, a Treasurer and such other officers as may be designated from time to time by the Board of Trustees. The Officers shall be elected every two (2) years at the first meeting following the annual meeting of the members of the Association. The names and addresses of Officers who shall serve until their successors are elected by the Board of Trustees are as follows:

7.1 President - Richard Geiger, 2759 State Road 580, Suite 102, Clearwater, FL 34621.

7.2 Treasurer - Craig A. Burley, 2759 State Road 580, Suite 102, Clearwater, FL 34621.

7.3 Secretary - Wanda Gottlieb, 2753 State Road 580, Suite 204, Clearwater, FL 34621.

8 INDEMNIFICATION OF TRUSTEES, OFFICERS, AND MEMBERS - The Board of Trustees shall authorize the Association to pay or reimburse any present or former trustee, officer or member of the Association any judgments, fines, penalties,

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costs, or expenses actually and necessarily incurred in any action, suit, or proceeding to which he or she is made a party by reason of holding such position if he or she acted in good faith and in a manner reasonably believed to be in, and not opposed to, the best interests of the Association; provided, however, that there shall be no such indemnification if he or she is finally adjudicated therein to be liable for negligence or misconduct in the performance of his duty to the Association. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of or preparation for threatened or proposed litigation. The Board of Trustees may, in proper cases, extend the indemnification to cover the good faith settlement of any such action, suit, or proceeding, whether formally instituted or not. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Trustee, officer or member serving the Association may be entitled.

9 BYLAWS - The bylaws of the Association shall be adopted by the Board of Trustees and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

10 DISSOLUTION - The Association may be dissolved upon written assent signed by members holding not less than ninety percent (90%) of the total number of votes of each class of members. Upon the dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

11 TERM - The term of the Association shall be perpetual.

12 AMENDMENTS - These Articles may only be amended in the following manner:

12.1 NOTICE: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

12.2 VOTE: A resolution for the adoption of an amendment may be proposed by either the Board of Trustees or by the members of the Association. Trustees 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, such resolutions must be adopted by not less than two-thirds (2/3) of the votes of the entire membership of the Association.

ARTICLES OF INCORPORATION

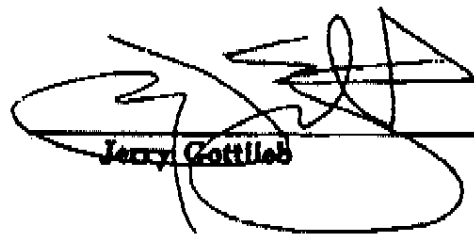
PAGE 6

12.3 LIMIT ON AMENDMENTS: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without the unanimous written approval of the members of the Association.

12.4 CERTIFICATION: A copy of each amendment shall be certified by the Secretary of State.

13 INCORPORATOR - The name and address of the incorporator are Jerry Gottlieb, Esq., 2753 State Road 580, Suite 204, Clearwater, FL 34621.

IN WITNESS WHEREOF, the above-named incorporator, acting for and on behalf of the Association, has hereunto subscribed his name on June 28, 1991.


Jerry Gottlieb

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF PINELLAS) ss.

The foregoing instrument was acknowledged before me on June 28, 1991, by Jerry Gottlieb.


Francine L. Livers
Notary Public

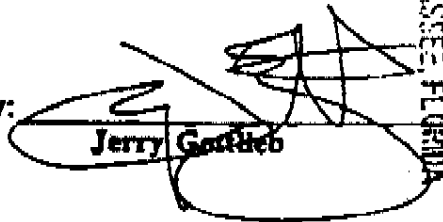
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MARCH 08, 1994
BONDED THROUGH HUCKLEBERRY & ASSOCIATES

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

We hereby accept the appointment as Registered Agent for *EAGLES' RESERVE HOMEOWNERS' ASSOCIATION, INC.* We are familiar with, and accept, the obligations provided for in §607.325, Florida Statutes.

DATED: June 28, 1991.

GOTTLIEB & GOTTLIEB, P.A.
Attorneys and Counselors at Law
2753 State Road 580, Suite 204
Clearwater, Florida 34621

By: 
Jerry Gottlieb

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FILED

99-269518 AUG-31-1999 4:46pm
PINELLAS CO BK 10643 PG 1704
[Barcode]

RECORDED
SEP 09 1999

**CERTIFICATE OF AMENDMENT TO THE BYLAWS OF
EAGLES' RESERVE HOMEOWNERS' ASSOCIATION, INC.**

We, Gerry Cline, as President pro tem, and Rebecca Powers, as Secretary pro tem of Eagles Reserve Homeowners association, Inc., do hereby certify that by the affirmative vote of a majority of the Members of the Association at the Association's annual meeting held June 30, 1999 at which meeting a quorum was present, held in accordance with the Bylaws of this Association, the following Amendment to the Bylaws was duly enacted:

ARTICLE 3, SECTION 3.5 OF THE BYLAWS IS AMENDED TO READ AS FOLLOWS:

3.5 TERM OF OFFICE - ~~One third of the total number of~~ The Trustees shall be elected at each the annual meeting of the Members or at a Special Meeting called for the purpose of electing Trustees: ~~and each~~ Each Trustee shall hold office for three (3) years until the third (3rd) consecutive annual meeting of the Members and until her/his successor is elected serve for a term of one year or until his successor shall be elected and duly qualified or until his earlier resignation, removal from office or death.

CODING: The full text to be amended is stated: New words to be inserted are underlined and ~~deleted text is indicated by striking out the text.~~

PREPARED BY & RETURN TO:
STEVEN H. MEZER, P.A.
1212 COURT STREET, SUITE B
CLEARWATER, FLORIDA 33756

PAGES	2	PLATS PERTAINING
ACCT	760	HERETO ARE RECORDED IN
REC	7650	PLAT BOOK 107, PAGE 48,
DR219		ET SEQ, AND THE DECLARATION
OS		OF COVENANTS AND RESTRICTIONS
INT		IS RECORDED IN O.R. BOOK 7625,
FEES		PAGE 1456, ET SEQ.
MTF		
P/C		
REV		

TOTAL	1050
- CK BAL	
CHG AMT	2

COPY TO CLIENT
DATE 9-8-99

EAGLES RESERVE HOMEOWNERS'
ASSOCIATION, INC.

By: *Gerry Cline*
Gerry Cline, President pro tem

ATTEST:

Rebecca Powers
Rebecca Powers, Secretary pro tem

KARLEEN F. DE BLAKER, CLERK OF COURT	
PINELLAS COUNTY, FLORIDA	
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RECORDING 002 PAGES 1	\$10.50
TOTAL:	\$10.50
CHARGE AMOUNT:	\$10.50
BY _____ DEPUTY CLERK	

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 27th day of July, 1999 by Gerry Cline and Rebecca Powers, President pro tem and Secretary pro tem, respectively, of EAGLES' RESERVE HOMEOWNERS' ASSOCIATION, INC., who are personally known to me or who have produced _____ as identification, who did take an oath under the laws of the State of Florida, who executed the foregoing Certificate of Amendment of the Bylaws of Eagles' Reserve Homeowners' Association, Inc., and severally acknowledged the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned, and that they affixed thereto the official seal of said corporation, and the said instrument is the act and deed of said corporation.



Notary Public, State of Florida at Large

(SEAL)

Carmen Wood

Print or Type Notary Signature

CC 848671

Commission Number

My Commission Expires: 6/22/03